

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 8, 2017

B2 Digital, Incorporated

(Exact name of registrant as specified in its charter)

Delaware 0-11882 84-0916299
(State or other jurisdiction Of Incorporation) (Commission File Number) (IRS Employer Identification No.)

Paul LaBarre CEO 25 N. Longmore, Mesa, Az. 85201
(Address of principal executive Offices) (Zip Code)

Registrant's telephone number, including areas code: (602) 625-7653

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instructions A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 On February 6, 2017, B2 Digital, Inc. C.E.O. D.H. LaBarre wrote a settlement letter to Manhattan Transfer for payment of past debt.

On February 6, 2017, B2 Digital, Inc., C.E.O. Paul D.H. LaBarre, wrote a letter to Manhattan Transfer with an offer to settle past debt. In return John Ahearn of Manhattan Transfer agreed to the settlement payment plan by signing the letter and returning same to B2 Digital, Inc. by E-Mail. Under this payment plan B2 Digital, Inc. will bring forth the account with Manhattan Transfer and continue this relationship at a lower monthly fee.

Other than with respect to the transaction, there is no material relationship between the Company or any director and or officer of the Company, or any associate of any such director or officer.

As of this date the B2 Digital, Inc. has not issued a Press Release concerning this matter.

Financial Statements and Exhibits can be found for B2 Digital on: www.octmarkets.com Posted July 20, 2016, Quarterly Report – B2 Digital Quarterly Report June 30, 2016 Updated.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u> 10.1	Letter to Manhattan Transfer dated February 6, 2017

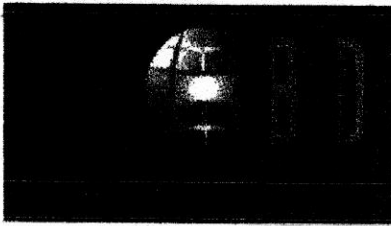
Pursuant to the requirements of the Security Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 9, 2017

B2 Digital, Incorporated

/s/ Paul D.H. LaBarre CEO

/s/Andrew Georgens CFO



B2Digital, Inc.
25 S. Longmore
Mesa, Arizona 85201

602-625-7653
480-834-0231 Facsimile

To: John Ahearn – Manhattan Transfer mail to: jahearn@mtrco.com
From: Paul D.H. LaBarre – Chief Operating Officer
Date: February 6, 2017
RE: Understanding of settlement of account and moving forward

Mr. Ahearn:

Per our conversation earlier today, I have listed below the cost to bring B2 Digital current with Manhattan Transfer and the moving forward cost:

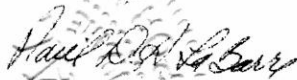
In a settlement of B2 Digital, Inc.'s, debt for past invoices with Manhattan Transfer, a settlement amount of \$15,000 has been agreed to by both parties to be paid in the following manner. Within two weeks \$5,000 will be transferred from the B2 Digital Inc. checking account to Manhattan Transfer. Within an additional two weeks \$2,500 will be transferred to Manhattan transfer; making this total payment of \$7,500.

Six (6) monthly payment of \$1,000 dollars, commencing on March 15, 2017 will be paid to and 1 (one) final payment of \$1500 on September 15, 2017 to Manhattan Transfer to pay off the remaining amount of \$7,500 and all past accounts will be considered Paid in full.

Beginning March 15, 2017 a monthly fee of \$250 will be paid and each month thereafter on the 15th of each month for the ongoing Transfer services as have been operating between Manhattan Transfer and B2 Digital historically.

Please sign below to certify your agreement to the terms and conditions contained in this letter.

Yours truly,


CEO B2 Digital, Inc.
Cc: file copy


John Ahearn – Manhattan Transfer