

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): May 14, 2015

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.)

Rodney P. Hunt Chairman 201 Chain Bridge Rd. McLean, VA. 22101 & Paul LaBarre CEO 3177 E. Redfield Rd., Gilbert, Az. 85234
(Address of principal executive Offices) (Zip Code)

Registrant's telephone number, including areas code: (480)639-0876

(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 B2 Digital, Inc. files Application for renewed Membership in OTC Markets

On April 27, 2015, B2 Digital, Inc., CEO Paul D.H. LaBarre signed the Application for renewed membership in OTC Markets. The application and the payment were made this same day.

Other than with respect to the transaction, there is no material relationship between the Company or any director 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 27, 2013, Year End Report, March 31, 2013.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u>	
10.1	Application for Membership in OTC Markets signed April 27, 2015

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: May 14, 2015

B2 Digital, Incorporated

By: /s/ Paul D.H. LaBarre
Paul D.H. LaBarre
C.E.O. B2 Digital

Company Name: B2 Digital, Inc.
Address: 3177 E. Redfield Rd.
City, State, Zip: Gilbert, Arizona 85234
Main Telephone: 602-625-7653
Company Website: B2 Digital.US

Authorized User(s)

Designate up to two persons to receive Company Credentials, which are required to access OTCIQ. In the event the Authorized User leaves the Company or otherwise is no longer an Authorized User, the Company must notify OTC Markets Group immediately to terminate access or transfer access to another Authorized User.

User 1:

Name: Paul D.H. LaBarre
Title: C.E.O.
Email: paul.d.h.labarre@gmail.com
Business Phone: 602-625-7653
Location (if other than above)

User 2:

Name: Ernest G. McKay
Title: Secretary
Email: mckay.ernest@gmail.com
Business Phone: 602-339-4472

The Company requests to subscribe to the Issuer Services selected below. Check all that apply:

☒ **OTC Disclosure & News Service*** – Distribute your company's news, research, and financial reports so investors can analyze your company. Your company disclosure will be available to investors on www.otcmarkets.com and other web portals, as well as directly to the broker-dealers trading your stock.

- \$4,200 per year, \$500 Application Fee

☐ **Real-Time Level 2 Quote Display Service*** – Sponsor Level 2 Quotes for your stock so investors can have free access to the same market data professional traders have. Broker-Dealer identifiers, bid and ask prices, and time & sales data delivered to investors on www.otcmarkets.com and on your corporate IR site – all in real-time.

- \$3,000 per year

☐ **Blue Sky Monitoring Service*** – Manage your company's Blue Sky compliance to reach a larger pool of investors who use financial advisors. Receive a complete analysis of your state exemptions, easily monitor changes in state securities law that affects Blue Sky, and receive advance reminders when state filing renewals are due.

- \$3,000 per year

Or save by bundling all three:

☐ **Save \$1800** when you purchase all of our Premium Issuer Services together:
 OTC Disclosure & News Service, Real-Time Level 2 Quote Display, and Blue Sky Monitoring Service.

- \$8,400 per year, \$500 Application Fee

*All services include access to otciq.com, a web portal which provides real-time market data, secure company information management, and a weekly OTC Market Report.

☒ **OTCQX – The Best Marketplace for Qualified Companies** – If you'd like to learn about qualifying for OTCQX, check here and we will send you more information with your OTCIQ subscription.

THIS ORDER FORM, dated as of the date executed by OTC Markets Group Inc., a Delaware corporation ("OTC Markets Group"), with an office at 304 Hudson Street, 3rd Floor, New York, NY 10013, is by and between OTC Markets Group and the Company, as identified below (the "Company").

The Company's use of OTC Markets Group's www.otciq.com web portal ("OTCIQ") and its receipt and use of the Information provided by OTC Markets Group to subscribers of OTCIQ, is more fully defined in, and is governed by, the OTCIQ Agreement, as amended from time to time, which, together with all attachments, appendices, addenda, cover sheets, amendments, exhibits, schedules and other materials referenced therein (collectively, the "Agreement"), is available at www.otcm Markets Group.com/content/doc/OTCIQAgreement.pdf and is incorporated herein by reference in its entirety. Please read the Agreement carefully prior to signing this Order Form.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers.

Company**OTC Markets Group Inc.**

I have read and agree to the full OTCIQ Agreement.

Company Name: B2 Digital, Inc.

By: _____

By (Signature): 

Name: Lisabeth Heese

Officer Name (Print): Paul D.H. LaBarre

Title: Managing Director

Title (Print): C.E.O.

Date of Execution: _____

Email: paul.d.h.labarre@gmail.com

Phone: 602-625-7653

Date: April 27th, 2015

Identity Verification

OTC Markets Group takes the security of your company's information very seriously. We will use the date of birth information provided below solely to aid in verifying the identity of the officer signing this Order Form. We do this to protect the integrity of the information about your company that is publicly displayed on our websites and through our market data products. Note: if you are subscribing to the OTC Disclosure & News Service, you may be contacted by OTC Markets Group to provide additional information.

Date of Birth of Signatory: 6-02-45

Submit Order Form

Email your completed form to issuers@otcm Markets Group.com, fax it to 212.652.5920, or mail a signed hard copy to the address below. We will verify your company information and provide Company Credentials and instructions to the Authorized User(s), generally within 36 hours after submission of this Order Form.

OTC Markets Group Inc.
Issuer Services
304 Hudson Street, 2nd Floor
New York, NY 10013

Exhibit A:**OTCIQ Order Form - Payment Information**

Complete this page if you selected any of the Premium Issuer Services on page 1 of this OTCIQ Order Form.

Fees

- All Fees are non-refundable
- All Sales Taxes will be charged in NY, NJ and DC
- Application Fees and first Annual Fees due upon submission of this Order Form
- All Fees are billed Annually, in advance

Billing Contact:

☐ Same as cardholder below or

Name: Paul D.H. LaBarre

Address: 3177 E. Redfield Rd.

City, State, Zip: Gilbert, Arizona 85234

Email: paul.d.h.labarre@gmail.com

Telephone: 602-625-7653

Payment Information

The Application Fee and first Annual Fee for services must be paid upon submission of this Order Form. No services will be entitled until funds are received. **Please select ONLY ONE:**

- ☒ **Credit Card Payment** – Complete the Credit Card Authorization Form below. *This is the quickest way to receive Service.*
- ☐ **ACH Payment** – Subscribers must wait three (3) business days from the date of transfer before OTC Markets Group will entitle Service. See ACH Payment Instructions below; or,
- ☐ **Enclosed Check** – Subscribers must wait 10 business days from the date of deposit before OTC Markets Group will entitle Service. All checks must be made payable to OTC Markets Group Inc.

Credit Card Authorization

I hereby authorize OTC Markets Group Inc. to charge my credit card for the Application Fee, Subscription Fee(s) and any applicable sales tax and request that OTC Markets Group send a paid invoice for my records. This is a One Time use ONLY!

☐ AMEX ☒ **VISA - Debit Card** ☐ MASTERCARD ☐ DISCOVER

Card Number: 4897 2100 0088

Exp. Date: 11/18

(For your protection, please leave off the last four numbers of the card. We will contact you at the phone number below.)

Security (CVV) Code: 153

Name on Card: Paul LaBarre

Billing Address: 1112 W. Farmdale Ave, Mesa, Arizona 85210

Phone Number: 602-625-7653

Cardholder's Signature: 

ACH Payment Instructions

JP Morgan Chase
Money Transfer & Wire Department
4 New York Plaza
New York, NY 10015
ABA Routing Number: 021000021
Credit the Account of: OTC Markets Group Inc.
Account #: 764232302

Include the following information in the Memo Line/Special instructions/Pay Detail of the ACH transfer:

- (1) "OTCIQ"
- (2) your trading symbol (ticker)
- (3) invoice number, if available

Our bank's SWIFT Code is: CHASUS33

Please also send an email with this information and your company name to issuers@otcmarkets.com.