

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): December 17, 2013

B2 Digital, Incorporated  
(Exact name of registrant as specified in its charter)

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

<u>1030 S. Mesa Drive, Mesa, Arizona</u>	<u>85210</u>
(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. Board of Director Vote to Remove Wyndam Media Group as Investor Relations

On December 17, 2013, B2 Digital, Inc., Board of Directors voted to remove Wyndam Media Group as the Investor Relations for B2 Digital, Inc.; the Board of Directors did further authorize CEO Paul D.H. LaBarre to find another contact for Investor Relations. B2 Digital, Inc. Board of Directors also authorized CEO Paul D.H. LaBarre to use restricted Common Stock under Rule 144 as a part of the payment with the new Investor Relations group.

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](http://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	BOD Resolution dated December 17, 2013

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: December 17, 2013

B2 Digital, Incorporated

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

**B2 DIGITAL INC.****UNANIMOUS WRITTEN CONSENT  
TO ACTION WITHOUT A MEETING  
OF THE BOARD OF DIRECTORS**

The undersigned, being all the directors of B2Digital Inc., a Delaware corporation (the "Company"), and acting by written consent without a meeting pursuant to Section 6 of Article V of the Bylaws of the Company and Section 141(f) of the Delaware General Corporations Law, hereby adopt the following resolutions effective as of the date first written below with the same force and effect as if adopted at a duly convened meeting of the Board of Directors:

1. **Approval and Authorization to remove Wyndam Media Group as Investor Relations.**

**WHEREAS**, the Board of Directors have selected to Authorize Paul D.H. LaBarre Chief Executive Officer (CEO) of B2 Digital, Inc.; to drop Wyndam Media Group as the Investor Relations contact for B2 Digital, Inc.; it is further authorized to allow CEO Paul D.H. LaBarre to select a new contact as the Investor Relations for B2 Digital, Inc.

**WHEREAS**, the Company will through Paul D.H. LaBarre as Chief Executive Officer authorize any and all written contracts in this matter as to Investor Relations. The Board of Directors does further approve and authorize the issue of common stock in B2 Digital, Inc. (BTDG) if so needed as a part of any legal agreement so entered into by Paul D.H. LaBarre as to Investor Relations.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors does hereby provide for the Authorization to allow Paul D.H. LaBarre as Chief Executive Officer (CEO) of B2 Digital, Inc. to retain a group for Investor Relations for B2 Digital, Inc.. Paul D.H. LaBarre is further authorized to negotiate any and all terms of the legal arrangement for payment to include use of B2 Digital, Inc. common traded stock under Rule 144 restricted.

**RESOLVED**, that the Board of Directors has concluded, in its good faith business judgment that the issuance of this authorization is in the best interests of the Company;

2. **Omnibus**

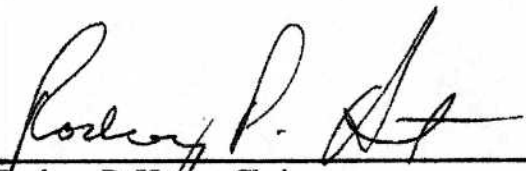
**RESOLVED**, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.


**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed on behalf of and in the name of the Company at any time and from time to time and without further action by or authority or direction from the Board of Directors of the Company to take all such actions, to make or cause to be made and to execute and deliver any and all

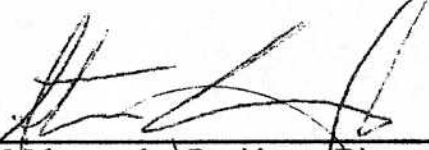
agreements, instruments, documents, and certificates and any and all changes, modifications or additions thereto, and to do or cause to be done any and all acts or thing as such officer deems necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, the undersigned Directors have executed this written Consent as of December 17, 2013.

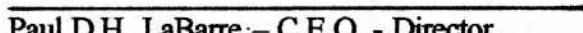
  
Rodney P. Hunt - Chairman

  
Ernest G. McKay - Secretary - Director

  
Atorn Muhammad - President - Director

  
Andrew Georgens - Director

ABSTAINED FROM VOTING-See Exhibit A

  
Paul D.H. LaBarre - C.E.O. - Director

## **EXHIBIT A**

### **DISCLOSURE OF PAUL D.H. LABARRE**

Paul D.H. LaBarre is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Paul D.H. LaBarre as Chief Executive Officer is the person named in this BOD Authorization. As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Paul D.H. LaBarre has abstained from voting in regard to this BOD Authorization to retain legal counsel.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Paul D.H. LaBarre, related to this Authorization and against any of the parties that are affiliated with Paul D.H. LaBarre for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.