

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): August 5, 2014

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.)

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. Board of Director Vote to accept a Loan from Chairman Rodney P. Hunt

On August 5, 2014, B2 Digital, Inc., Board of Directors voted to accept a loan of Ten-Thousand Dollars (\$10,000) from Rodney P. Hunt to pay back fees to OCT Markets. For this Loan the B2 Digital, Inc. Board of Directors did authorize for the issuance of Restricted Common Stock to cover said loan.

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	BOD Resolution dated August 5, 2014

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: August 5, 2014

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 for a Loan from Rodney P. Hunt to B2 Digital.

WHEREAS, the Board of Directors have selected to Accept a loan of Ten-Thousand Dollars (\$10,000) from Rodney P. Hunt Chairman of the B2 Digital, Inc. Board of Directors; to use said funds for the purpose of paying fees to OTC Markets and for the Legal Opinion to be filed with updated information of B2 Digital. It is further understood that this loan will be paid by the issuance of B2 Digital Common Stock under Rule 144. The amount of common shares to be issued will be based on the current trading price as listed over the last five days of trading. Should a reverse take place before the issue of common shares under this resolution the amount to be issued will be divided as to the reverse. Date of issue to be decided by the BOD of B2 Digital, Inc.

WHEREAS, the Company will Accept the loan of Ten-Thousand Dollars (\$10,000) from Rodney P. Hunt; for the purpose of paying all fees to OTC Markets and to pay the cost of a Legal Opinion to cover the updated information to be filed by B2 Digital with OTC Markets. The Board of Directors does further approve and authorize the issue of common stock in B2 Digital, Inc. (BTDG) to cover the loan currently being made to B2 Digital by Rodney P. Hunt.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Rodney P. Hunt Chairman of B2 Digital, Inc. Board of Directors to loan B2 Digital, Inc. Ten-Thousand Dollars (\$10,000) for the purpose of paying the fees to OTC Markets and for the Legal opinion to cover the updated information to be filed by B2 Digital, Inc. with OTC Markets.

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 August 5, 2014

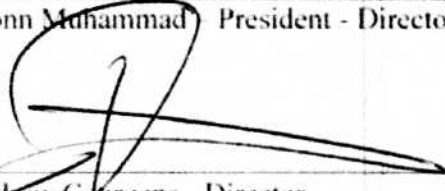
ABSTAINED FROM VOTING - See Exhibit A

Rodney P. Hunt - Chairman


Ernest G. McKay - Secretary - Director

Atonn F. Muhammad

Atonn Muhammad - President - Director


Andrew Georgens - Director



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

EXHIBIT A

DISCLOSURE OF RODNEY P. HUNT

Rodney P. Hunt is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Rodney P. Hunt as Chairman of the B2 Digital Board of Directors 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 Rodney P. Hunt has abstained from voting in regard to this BOD Authorization to approve a loan from Rodney P. Hunt to B2 Digital, Inc.

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 Rodney P. Hunt, related to this Authorization and against any of the parties that are affiliated with Rodney P. Hunt for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.