

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): April 27, 2015

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. Approval & Authorization to Accept the Resignation of Atonn Muhammad as President & Director

On April 27, 2015, B2 Digital, Inc., Board of Directors did Approval and Authorize to accept the resignation of Atonn Muhammad as President and Director of the B2 Digital, Inc. Board of Directors. It appears that in working with The Real Hip Hop Network Mr. Muhammad has little time for other projects. All of the members of the B2 Digital, Inc. Board of Director's wish Mr. Muhammad great success in moving forward with The Real Hip Hop Network. B2 Digital, Inc. will continue to help in this project in any manner that is available to B2 Digital.

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 Approval & Authorization to accept the Resignation of Atonn Muhammad
10.2	Letter of Resignation of Atonn Muhammad as of April 25, 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: April 27, 2015

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 to Accept the Resignation of Atonn Muhammad

WHEREAS, a motion has hereby been made by Chairman Rodney P. Hunt, to accept the resignation of Atonn Muhammad as President of B2 Digital, Inc. and as a Director of the B2 Digital Board of Directors. The motion was seconded by Secretary Ernest McKay and the voter was taken. All four members of the Board of Directors did vote in favor to accept said resignation. The motion was carried as to the resignation of Atonn Muhammad; with the carriage of said motion Atonn Muhammad was removed as President of B2 Digital and as a member of the Board of Directors of B2 Digital, Inc.

WHEREAS, the Company had a vote in favor of the resignation of Atonn Muhammad as President of B2 Digital and as a member of the Board of Directors of B2 Digital, Inc. With the vote having been taken it is the desire that Atonn Muhammad be removed as President of B2 Digital and as a member of the B2 Digital Board of Directors. The Company further authorized Secretary Ernest McKay to send a copy of the BOD Resolution to Atonn Muhammad so stating that his resignation had been accepted and that Atonn Muhammad had been removed as President and as Director of B2 Digital, Inc. Board of Directors; effect as of this date.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow Ernest McKay, Secretary of B2 Digital, Inc. to send a copy of this BOD Resolution to send a copy of said BOD Resolution to Atonn Muhammad so stating that his resignation had been accepted. Affective as of the date this BOD Resignation has been signed, that Atonn Muhammad has been removed as President of B2 Digital, Inc. as a Director of the B2 Digital Board of Directors.

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

2. Quaribus

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 resolution

is 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 April 27, 2015



Rodney P. Hunt - Chairman - Director



Ernest G. McKay - Secretary - Director



Andrew Georgens - Director



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



TO:

03/25/2015

B2 Digital, Inc.
1030 S. Mesa Dr.
Mesa, Arizona 85210
Attn: Board of Directors
c/o Mr. Paul Labarre

RE: RESIGNATION OF POSTION OF PRESIDENT OF B2 DIGITAL, INC.

Dear Sir/Madam:

Please accept this letter as official notice of my resignation of my position as President of B2 Digital, Inc. I thank you for the opportunity to serve the board. This resignation letter is effective immediately.

Regards,

Atonn Muhammad
President/CEO
Real Hip-Hop Network, Inc.
atonn@rhn.tv
(202) 379-3115