

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): November 07, 2012

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 Directors Authorizes Demand Letter to Shannon Newby for return 250 million shares of Restricted Stock

On November 07, 2012, B2 Digital, Inc., Board of Directors authorized a letter to be sent to Shannon Newby for the return of 250 million shares of restricted common stock under Rule 144. The return of the shares is demanded because of the Failure of Shannon Newby to deliver on funding commitments. Under the Agreement Shannon Newby was either to purchase the shares at market price and or return them within five days. To date B2 Digital has not received the funding promised and have not either had the shares returned and/or purchased.

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.

Item 9.01 Financial Statements and Exhibits

Financial Statements and Exhibits can be found for B2 Digital on: www.octmarkets.com Posted May 14, 2012, Year End Report, on Page 20,21,22,23.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u>	
10.1	BOD resolution dated November 7, 2012

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: November 7, 2012

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 of Demand letter to Shannon Newby for return Certificate in total amount of 250 million shares of restricted common B2 Digital Stock..

WHEREAS, the Company desires to make a written demand letter to Shannon Newby for the return of two-hundred and fifty million (250,000,000) shares of restricted common stock, B2 Digital stock for failure of Mr. Newby to perform on a Loan Agreement dated August 22, 2011. (Hereafter find the attached Firm Loan Agreement)

WHEREAS, the Company will issue a written demand letter requesting that the two-hundred and fifty million (250,000,000) shares of restricted common stock B2 Digital stock be returned. Under the terms of the agreement "If standby letter of credit is unable to be obtained within 5 business days lender agrees to immediately return 250,000,000 shares of (BTDG.PK) or cash equivalent at current market value". It is clear that NO Standby Letter Of Credit was issued and no loan was made.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the issuance of a written demand letter for the return of 250,000,000 shares of B2 Digital stock be returned within five days of the demand letter.

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. 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.

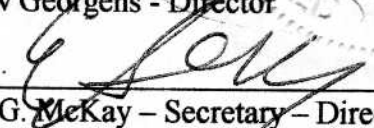
This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent as of November 07, 2012.



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

Andrew Georgens - Director



Ernest G. McKay - Secretary - Director

Board Members Not Present

Rodney P. Hunt - Chairman

Atonn Muhammad - President - Director