

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): February 13, 2017

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.)

Paul LaBarre CEO 25 N. Longmore, Mesa, Az. 85201
(Address of principal executive Offices) (Zip Code)

Registrant's telephone number, including areas code: (602) 625-7653

(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 On February 13, 2017, B2 Digital, Inc. Board of Directors Authorized the appointment of Greg P. Bell as Chairman and C.E.O., Current C.E.O. Paul D.H. LaBarre will become Co-Chairman and Executive Vice President of Research and Development.

On February 13, 2017, B2 Digital, Inc. Board of Directors Authorized the Appointment of Greg P. Bell as Chairman and C.E.O., current C.E.O. Paul D.H. LaBarre will become Co-Chairman and Executive PV Research and Development. Andy Georgens will remain as acting Secretary and Director. Under the Chairmanship of Chairman Bell a new accounting firm will take over the financials of B2 Digital, Inc. Whitley Penn. of Dallas, Texas (WPDT). This will start with the Financial Statements for 2016 year-end and will continue in the future under the direction of Chairman Bell. Chairman Bell will also appoint the attorney to serve as legal counsel of B2 Digital, Inc.

Other than with respect to the transaction, there is no material relationship between the Company or any director and 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 20, 2016, Quarterly Report – B2 Digital Quarterly Report June 30, 2016 Updated.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u> 10.1	BOD Authorization For the appointment of Greg P. Bell as Chairman and CEO.

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: February 13, 2017

B2 Digital, Incorporated

/s/ Paul D.H. LaBarre CEO

/s/Andrew Georgens CFO

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 Change Management Responsibility of Board of Directors.

1. The Company hereby appoints Greg P. Bell as Chairman and Chief Executive Officer of B2 Digital, Inc. as Chairman Greg P. Bell will appoint an attorney to serve as Legal Counsel. Paul D.H. LaBarre will move to the position as Co-Chairman and Executive Vice President of Research and Development. Andrew Georgens will remain as acting Secretary and Director.

2. The Main Corporate Offices shall be moved to such a location as directed by Chairman Bell, with a supporting office to remain in Arizona.

3. The Board of Directors hereby agrees and approves that no press release, written public statement and or posting of any kind will be completed, released or posted electronically globally without the written or electronically verifiable permission of the Chairman and CEO.

4. The Company does appoint Whitley Penn. Of Dallas, Texas, (WPDT) as the CPA firm of record of B2 Digital, Inc. Financial Statements for 2016 year-end will in the future be prepared by WPDT per the director of the Chairman and CEO of the Company and continue from that reporting forward being prepared in a professional and timely manner.

WHEREAS, the Company does believe that the changes in management duties that are listed herein are in the best interest of the Shareholders. With the appointment Greg P. Bell as Chairman and Chief Executive Officer of B2 Digital, Inc. as Chairman Greg P. Bell will appoint an attorney to serve as Legal Counsel. Paul D.H. LaBarre will move to the position as Co-Chairman and Executive Vice President of Research and Development. Andrew Georgens will remain as acting Secretary and Director. In moving the Company forward the addition of Whitley Penn. (WPDT) as CPA of record will review and prepare the financials of B2 Digital, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby appoint Greg P. Bell as Chairman and Chief Executive Officer of B2 Digital, Inc. as Chairman Greg P. Bell. Paul D.H. LaBarre will move to the position as Co-Chairman and Executive Vice President of Research and Andrew Georgens will remain as acting

Secretary and Director and the addition of Whitley Penn. (WPDT) as CPA for B2 Digital, Inc.

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**

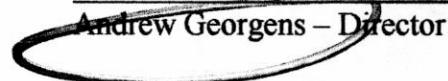
RESOLVED, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.

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 February 13, 2017.


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


Andrew Georgens - Director

ABSTAINED FROM VOTING—See Exhibit A
Greg P. Bell - Director

EXHIBIT A

DISCLOSURE OF GREG P. BELL

Greg P. Bell is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Greg P. Bell as a Director of B2 Digital, Inc. feel it would not be proper to vote in this matter. 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 Greg P. Bell has abstained from voting in regard to this BOD Authorization.

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 Greg P. Bell, related to his appointment as Chairman of the Board and Chief Executive Officer.