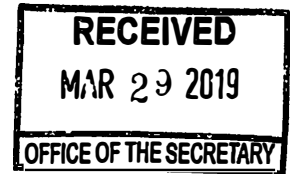


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

Digital Brand Media & Marketing Group,
Inc., *et al.*

Respondents.

**THE DIVISION OF ENFORCEMENT'S
CROSS-MOTION FOR SUMMARY DISPOSITION**

The Division of Enforcement ("Division") respectfully moves for summary disposition in this matter for the reasons set forth in its Brief in opposition to the Motion for Summary Disposition filed by Respondent Digital Brand Media & Marketing Group, Inc..

Dated: March 29, 2019

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "William S. Sam".

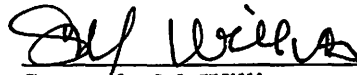
Securities and Exchange Commission
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Counsel for the Division of Enforcement

CERTIFICATE OF SERVICE

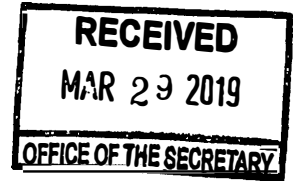
I certify that, on March 29, 2019, I caused the Division of Enforcement's Cross-Motion for Summary Disposition to be e-mailed to the following:

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Samantha M. Williams

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

Digital Brand Media & Marketing Group,
Inc., *et al.*

Respondents.

DIVISION OF ENFORCMENT'S BRIEF
IN OPPOSITION TO DIGITAL BRAND'S MOTION FOR SUMMARY DISPOSITION
AND
IN SUPPORT OF THE DIVISION'S CROSS-MOTION FOR SUMMARY DISPOSITION

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The Division of Enforcement (“Division”) respectfully submits its Brief in opposition to the Motion for Summary Disposition filed by Respondent Digital Brand Media & Marketing Group, Inc. (“Digital Brand”) and in support of its Cross-Motion for Summary Disposition.

INTRODUCTION

This case was tried in August 2017. Post-hearing evidentiary submissions were made through June 1, 2018, when Digital Brand submitted evidence that it believed proved it had come current with some (but not all) of its filing obligations. On November 9, 2018, based upon an agreement of the parties, the Administrative Law Judge ordered the case to be decided on the existing evidentiary record and a one-hour oral argument. Two days before the scheduled argument, Digital Brand filed a motion for summary disposition rearguing points already made and seeking to introduce new evidence. Whether the Administrative Law Judge decides this case on the existing record, or on a dispositive motion, the evidence establishes that revocation of Digital Brand’s registration is the appropriate sanction for noncompliance.

FACTS

Beginning in 2010, Digital Brand “begrudgingly” began obtaining financing from Asher Enterprises, Inc. (“Asher”) on what Digital Brand believed were “egregious terms,” because it could not get financing from other sources. **Ex. 1** (Hearing Transcript) at 113:25-114:9.¹ The loans were payable through cash or Company stock. **Ex. 2** (10-Q for Period Ending May 31, 2013) at Note 5.² By 2013, Digital Brand had borrowed over half a million dollars from Asher and had partially repaid Asher by issuing over 6.4 million shares of stock. **Ex. 1** at 114:7-9; **Ex. 2** at Note 5.

¹ A Table of Exhibits follows immediately after the Conclusion.

² The Administrative Law Judge may take judicial notice of matters in the public record of the Commission. Rule 323 of the Commission’s Rules of Practice.

On November 15, 2013, the Commission notified Digital Brand that its auditor had been disqualified and, in February 2014, Asher sued Digital Brand for failing to pay notes then due and owing. **Ex. 3** (Notice of Auditor Disqualification); **Ex. 4** (Asher Complaint) at ¶¶6-11. Notwithstanding these events, by September 2014, Digital Brand had completed the required re-audits and was current on all of its filings. **Ex. 1** at 180:3-13. Meanwhile, in the lawsuit, Digital Brand sought to avoid liability on the Asher loans by claiming that the terms were “oppressive, usurious, improper, unlawful, and unfair.” **Ex. 5** (Digital Brand’s Verified Answer and Counterclaim) at ¶28. Digital Brand also filed a counterclaim alleging that, by selling the stock it had acquired as payment for its loans, Asher had devalued Digital Brand’s stock price. *Id.* at ¶42.

After becoming current with its September 2014 re-audit filings, Digital Brand filed its annual report for 2014 and the next three quarterly reports. **Ex. 6A** (Edgar Report) at 2. By the time the 2015 annual report was due, however, Digital Brand had run out of resources sufficient to pay both for compliance work and litigation with Asher. Digital Brand chose to fund the litigation, contending it had a “moral duty” to protect its stock price by liberating Digital Brand from the terms of the Asher loans:

There were enough resources to either stop Asher . . . and stop the irreparable crushing of DBMM’s stock price and prevent current and future holders of DBMM from irreparable harm, or file the periodic reports which can be filed at a later date. ***It is an easy choice***; stop the irreparable harm. Essentially the seriousness of the violation by not timely complying with Exchange Act §13 (a) pales in comparison to the alternative of the seriousness of letting a multiple time sanctioned Asher have their way. DBMM made the responsible choice and stopped the more grave irreparable harm to current and future investors.

DBMM had no moral choice but to engage in a protracted litigation to protect its holders. There was no culpability on DBMM’s part. If anything, DBMM should be lauded for its efforts to comply with the Commissions directive and zealously defend its holders.

Ex. 7 (Digital Brand's Answer to Motion for Ruling on the Pleadings) at ¶¶14, 16 (emphasis added).³

Because Digital Brand chose to spend its resources litigating with Asher, it did not prepare and file the reports due from December 1, 2015 through January 16, 2018. Ex. 1 at 15:13-15:18, 94:21-96:7; Ex. 8 (Hearing Demonstrative); Ex. 9 (Affidavit of Linda Perry) at ¶¶6-7.

ARGUMENT

It is undisputed that Digital Brand failed to file required reports due from December 1, 2015 through January 16, 2018. The only issue is whether consideration of the Gateway factors justifies revocation of Digital Brand's registration. The *Gateway* factors are: (1) the seriousness of the issuer's violations, (2) the isolated or recurrent nature of the violations, (3) the degree of culpability involved, (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance, and (5) the credibility of its assurances, if any, against further violations. *Gateway Int'l Holdings, Inc.*, Exchange Act Release No 53907, 2006 WL 1506286, at *4 (May 31, 2006). As the Commission held in *Impax*, the "recurrent failure to file periodic reports as so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*, Exchange Act of Release No. 57864, at 12, 2008 WL 2167956 (May 23, 2008). See also *Accredited Bus. Consolidators Corp.*, Exchange Act Release No. 75840, 2015 WL 5172970, at *3 (Sept. 4, 2015). The record in this matter fails to make the strongly compelling showing required to avoid revocation – in fact it shows just the opposite.

³ Digital Brand suggests that it was unable to complete the required reports until the required re-audit was completed. The re-audit work, however, was finished in September 2014 and could not be the basis for filing failures that occurred almost a year later. See Ex. 6A at 2.

I. Digital Brand’s Violations are Serious, Recurrent, and Establish a High Degree of Culpability.

The evidence establishes that Digital Brand’s violations were serious, recurrent, and intentional. The Company deprived the investing public of current and accurate information about its operations and financial condition when it failed to file required reports over a two-and-a-half year period. **Ex. 10 (Delinquency Timeline)**. The Commission has held that filing lapses for shorter time periods and fewer missed filings were serious and recurrent.⁴

While Digital Brand claims that its business difficulties somehow lessen the seriousness of its compliance violations, those difficulties are evidence of their gravity. Investors were not informed, for example, that Digital Brand had filed a counterclaim against Asher accusing it of suppressing Digital Brand’s stock price. As the Commission has previously explained, an issuer’s “business difficulties do not excuse its failure to file; indeed, information about these difficulties would have been significant to both current and potential investors in evaluating whether they wanted to buy, sell or hold [the issuer’s] securities.” *Advanced Life Sciences Holdings, Inc.*, Exchange Act Release No. 81253, 2017 WL 3214455 at *3 (July 28, 2017).

To make matters worse, the notices Digital Brand filed explaining the reason for its filing failures were misleading.⁵ While Digital Brand noted that it had insufficient resources to prepare

⁴ See, e.g., *Accredited Bus. Consolidators Corp.*, 2015 WL 5172970, at *2 (failure to file for two years); *China-Biotics, Inc.*, Exchange Act Release 70800, 2013 WL 11270156, at *6 (Nov. 4, 2013) (failure to file for one-and-a-half years); *Nature’s Sunshine Prods.*, Exchange Act Release No. 59268, 2009 WL 137145, at *5 (January 21, 2009) (failure to file seven reports over two years); *Impax Labs., Inc.*, Exchange Act Release No. 57864, 2008 WL 2167956, at *7 (May 23, 2008) (eight missing reports over two years); *Gateway*, 2006 WL 82562929 at *1 (seven reports over two years).

⁵ See Exchange Act Rule 12b-25, 17 C.F.R. § 201.12b-25(a) (requiring issuers to give the Commission notice of their inability to file a periodic report, together with an explanation, by filing a Form 12b-25 ‘no later than one business day after the due date’ for such report).

the required reports, it qualified that statement by claiming the reports could not be prepared “timely” without “unreasonable effort and expense,” giving the impression that Digital Brand had sufficient funds to prepare the reports, just not on a timely basis. **Ex. 6B** (Digital Brand’s Form 12b-25 Forms) at Form 12b-25 for First Quarter of 2016. In reality, the expense was not unreasonable; nor was Digital Brand’s inability to pay limited to preparation of timely reports. Digital Brand lacked the funds to prepare reports period. The Commission has singled out an issuer’s inability to pay an auditor as information that is particularly significant to investors, yet Digital Brand failed to clearly provide this information to investors. An issuer’s “inability to pay an auditor to certify financial statements is something investors surely would want to know.” *Advanced Life Sciences*, 2017 WL 3214455 at n.19 (citations and internal punctuation omitted). By the end of its 2016 fiscal year, Digital Brand began claiming that “The Company intends to file the outstanding reports as a priority, as soon as possible.” *Id.* at Form 12b-25 for 2016 Annual Report. In fact, Digital Brand saw its litigation with Asher as the priority and, rather than devoting funds to cure its delinquency as soon as possible, decided to pay for the Asher litigation instead. That Digital Brand was faced with such a difficult financial choice was, again, material information that was denied its shareholders.

The evidence also establishes a high degree of culpability. Evidence that an issuer knew of its reporting obligations but failed to comply with them is evidence of a high degree of culpability. *Absolute Potential, Inc.* Exchange Act Release No. 71866, 2014 WL 1338256, *4 (Apr. 4 2014). Evidence that the issuer failed to notify the Commission of its inability to file and persisted in its noncompliance after receiving a delinquency notice also establishes a high degree

of culpability.⁶

Here, Linda Perry, Digital Brand's Principal Executive, is responsible for Digital Brand's disclosure obligations. *See, e.g., Ex. 9* at ¶1 and attached Super 10-K at 62-63. Ms. Perry conceded at the evidentiary hearing that she was aware of Digital Brand's filing obligations and that she was aware the required filings were not being made. *Ex. 1* at 86:2-5, 87:1-11 (Perry knew that Company's ethics policies required timely filing); *id.* at 94:24-95:2 (Perry knew that Digital Brand's 10-K was due 90 days after the end of Digital Brand's fiscal year); *id.* at 98:15-17 (Perry knew that information had not been sent to auditors for preparation of the 2015 annual report); *id.* at 103:13-15 (Perry believed it would be inappropriate to "cure" the delinquencies without "money in hand"). Over a year passed between the time the Commission issued its delinquency notice on February 27, 2017 and the time Digital Brand even attempted to cure by filing its Super 10-K on May 31, 2018, a year which included institution of this proceeding and an initial decision of default revocation. *Ex. 11* (Deficiency Notice); *Ex. 9* at ¶6. Moreover, Digital Brand's notifications of late filing on Forms 12b-25 were often filed late, some as many as 93 days late. *Ex. 12* (Chart Showing Filings Dates of 12b-25 Forms).⁷

The evidence supports a presumption of revocation that can only be overcome by a compelling showing with respect to the other *Gateway* factors.

⁶ *China-Biotics*, 2013 WL 11270156, at * 7 (issuer did not attempt to cure its delinquencies until two years after warning); *Absolute Potential*, 2014 WL 1338256 at *4 (same); *Gateway*, 2006 WL 1506286, at *5 (issuer only provided notice of its inability to file two of its seven delinquent filings and did not take steps to cure its deficiency until more than a year after notice of a potential enforcement action); *Nature's Sunshine*, 2009 WL 137145 at *6 (issuer filed only provided notice of its inability to file one of its seven delinquent filings).

⁷ It could be argued that Digital Brand did not file the required notices at all for the reports due the first quarter of 2017 and the third quarter of 2018. Although Digital Brand filed Form NT Qs near the time when these reports were due, the Form NT Qs claim to relate to different time periods. **Ex. 6B.**

II. The Remaining *Gateway* Factors do not Overcome the Presumption that Revocation is Appropriate; they Confirm it.

The remaining *Gateway* factors are: the extent of the issuer's efforts to remedy its past violations and ensure future compliance and the credibility of its assurances against further violations. *Gateway Int'l Holdings, Inc.*, 2006 WL 1506286, at *4. In assessing whether the issuer's evidence makes a compelling case against revocation, the Commission looks to whether the issuer has successfully cured past violations, met self-imposed deadlines for coming into compliance, implemented concrete, effective measures to remedy the cause of the violations, and maintained compliance by filing timely and accurate reports. *Absolute Potential*, 2014 WL 1338256 at *7-8 (summarizing evidence relied upon in *Phlo Corporation*, Exchange Act Release No. 55562, 2007 WL 966943 (Mar. 30, 2007) and *e-Smart Techs., Inc.*, Exchange Act Release No. 50514, 2004 WL 2309336, at *2 n.14 (Oct. 12, 2004)); *American Stellar Energy, Inc. a/k/a Tara Gold*, Exchange Act Release No. 64897, 2011 WL 12905129, at *4-5 (Jul. 18, 2011).

A. Digital Brand has Failed to Meet its Own Deadlines.

An issuer's failure to meet self-imposed deadlines for curing past deficiencies undermines the credibility of its assurances of future compliance. *Tara Gold*, 2011 WL 12905129, at *4 (assurances of future compliance were not credible were issuer "failed to adhere to the schedules that the company itself set"); *Calais Res., Inc.*, Exchange Act Release No. 67312, 2012 WL 2499349, at *6 (June 29, 2012) (same). The evidence shows that Digital Brand has repeatedly failed to meet its own deadlines. At the evidentiary hearing, Ms. Perry testified that Digital Brand could cure its filing failures within three to six months of the hearing and that Digital Brand would have \$313,000 to fund compliance work the week after the hearing. **Ex. 1** at 182:3-184:15; 108:17-109:13. While there is no evidence as to when Digital Brand received the additional funding, it was not the week after the hearing and was less than promised. **Ex. 9** at

attached Super 10-K at 42 (“Subsequent to August 31, 2017, the Company has raised \$192,000 from the issuance of new loan agreements”). Digital Brand did not even hire an auditor until two months after the hearing, suggesting that the funding arrived at that time, almost two months after the hearing. **Ex. 13** (Supplemental Material Demonstrating Continuing Good Faith Efforts) at attached Letter from Liggett & Webb P.A.

B. Digital Brand’s Attempts to Remedy Past Violations are Incomplete and Materially Deficient.

Lackadaisical efforts to cure deficiencies are insufficiently compelling to overcome the presumption of revocation. To date, Digital Brand has not filed the six quarterly reports missing for the 2016 and 2017 fiscal year. **Ex. 6A**. Digital Brand claims that its failure to cure is not serious because investors received the benefit of complete and audited financial information in the Super 10-K Digital Brand belatedly filed for those years. *Motion for Summary Disposition* at 8. The Commission has previously held that the filing of current audited financial statements does not cure the failure to file audited financial statements from an earlier time period. *Calais*, 2012 WL 2499349, at *6.

While Digital Brand included financial information required by the three still-missing annual reports in its Super 10-K, that cannot cure its annual report filing failures because Rule 13a-1 requires the filing of a separate annual report. *Tara Gold*, 2011 WL 12905129 at *5 (Super 10-K cannot cure annual report filing failure); *see also* 17 C.F.R. 240.13a-1. Indeed, in *Tara Gold*, the Commission found the issuer’s failure to recognize the importance of providing this information to its investors undermined the credibility of its assurances of future compliance. *Id.*

Even if a Super-K could cure an annual report filing failure, the Division of Corporation Finance deemed the Super 10-K materially deficient. Among other things, it did not include

quarterly interim financial statements or comparable information, did not contain a balanced discussion of Digital Brand's industry position, and did not state a conclusion regarding the effectiveness of the company's internal controls over financial reporting (“ICFR”). **Ex. 14** (Declaration of Robert Shapiro) at ¶¶4-5. Digital Brand has made no attempt to correct these deficiencies; instead, it simply argues they are not material. *Motion for Summary Disposition* at 8. The Commission takes a contrary view. *See China-Biotics*, 2013 WL 11270156, at *8-9 (issuer’s failure to include required information about ICFR was a material deficiency); *Tara Gold*, 2011 WL 12905129 at *5 (issuer’s failure to include required information about disclosure and ICFR controls was a material deficiency).

To top it off, Digital Brand has never filed proxy or information statements regarding the yearly director elections required by Florida, Digital Brand’s state of incorporation. **Ex. 6A.**⁸

C. Digital Brand has Made no Concrete Changes to Remedy the Cause of the Noncompliance.

There is no evidence of any concrete, remedial changes that would prevent the cause of Digital Brand’s noncompliance – its choice to fund litigation rather than to fund compliance. In fact, In fact, Digital Brand seems to believe that it can rewrite the periodic reporting requirements with impunity. After receiving the Order Instituting Proceedings, Digital Brand minimized the importance of the filing requirements, noting that the required reports “can be filed at a later date” and that the seriousness of Digital Brand’s noncompliance “pales in comparison” to letting Asher “have their way.” **Ex. 7** at ¶14. Digital Brand not only reaffirmed

⁸ Under Florida law, Digital Brand is required to elect at least one-third of its directors annually. Fla. Stat. Ann. §§ 607.0803 & 607.0806. Assuming that the company adhered to this provision, it would have been required either to: (1) solicit proxies for a director election and to file a proxy statement with the Commission or (2) file an information statement with the Commission including information substantially equivalent to that included in a proxy solicitation. 15 U.S.C. § 78I(a); 15 U.S.C. § 78I(c).

its choice, it sought to be congratulated for it. “If anything, DBMM should be lauded for its efforts to comply with the Commissions directive and zealously defend its holders.” *Id.* at ¶16. Those were not simply arguments of counsel; those were statements signed by Ms. Perry after affirming that she had read them and found them to be true and accurate. **Ex. 7** at 12. Even today, Digital Brand remains steadfast in its belief that it has done nothing wrong. As Digital Brand states in its dispositive motion, the violation was “due to no fault of Digital Brand[.]” *Motion for Summary Disposition* at 8.⁹

To the extent that the cause of Digital Brand’s noncompliance is viewed as a simple lack of resources rather than a deliberate choice, there has been no concrete change on that score either. Digital Brand’s operational revenue in 2018 was \$394,817 less than required to meet its operational expenses. **Ex. 15** (Annual Report for Fiscal Year 2018) at F-3. To make up some of the shortfall, Digital Brand was required to obtain loans from its officers and simply deferred paying the remainder of its 2018 operational expenses. *Id.*¹⁰ One only has to look at Digital Brand’s well-documented history of relying questionable sources of funding to see that the future ability to obtain outside sources of funding is far from assured. This uncertainty is underscored by the fact that its auditors included going concern paragraphs in its audits letters going back to at least 2010 – when the current management took over the company.

⁹ While Digital Brand points out that the litigation with Asher has settled, that is not evidence of a concrete change that would ensure future compliance. It is simply evidence that the circumstances giving rise to a difficult choice do not presently exist. In future, when faced with the choice to fund compliance or to fund protection of its stock price, Digital Brand has made clear it will choose the latter, which it views as a moral obligation.

¹⁰ The Company went from having \$564,423 in comprehensive income for fiscal year 2017 to a \$422,584 comprehensive loss for fiscal year 2018. **Ex. 15** at F-3. The only reason that Digital Brand had positive income in 2017 is that it was required to recognize \$776,858 in income resulting from loan forgiveness. Excluding the loan forgiveness income, Digital Brand had a \$212,435 loss in 2017, which more than doubled to a loss of \$456,410 in 2018. *Id.*

D. Digital Brand's Recent Filings have been Untimely and Materially Deficient.

Repeated non-compliance undermines the credibility of an issuer's claims of future compliance. *Tara Gold*, 2011 WL 12905129 at *5. Digital Brand has continued to make materially deficient filings, repeatedly ignoring guidance issued by Corporation Finance. Corporation Finance has found the Digital Brand's 2018 Annual Report is materially deficient because it fails to identify the framework Digital Brand used to assess its ICFR and failed to state whether Digital Brand had concluded the ICFR were effective or ineffective. **Ex. 16** (Declaration of Hilda Garrett) at ¶4. These are some of the same deficiencies noted by Corporation Finance with respect to the Super 10-K. Corporation Finance has also found all of Digital Brand's post-Super 10-K filings deficient because they impermissibly qualify Digital Brand's conclusion that its disclosure controls and procedures are effective. *Id.* at ¶5.

III. Digital Brand's Remaining Arguments are without Merit.

Digital Brand claims that the facts of this case are similar to *Phlo Corporation* and *e-Smart*, where the sanction of revocation was deemed unwarranted. The record in this case does not support the comparison. *Phlo* and *e-Smart* stand for the proposition that, where an issuer has remedied past deficiencies and, most importantly, made concrete changes to prevent the circumstances that gave rise to the delinquency, revocation might not be appropriate. *Absolute Potential*, 2014 WL 1338256 at *7-8 (distinguishing *Phlo* and *e-Smart*). The evidence is overwhelming that Digital Brand has not remedied past deficiencies and has made no concrete changes to prevent the circumstances giving rise to the violations. Digital Brand also suggests that revocation is only appropriate where the issuer is a "shell" corporation. The Commission has not hesitated to revoke the registration of issuers that had substantial operations and funding. *See, e.g., Impax*, 2008 WL 2167956 at *8 (revoking registration of issuer that had \$42 million in

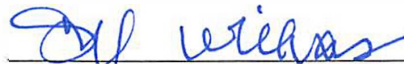
cash and \$700 million in revenues).

CONCLUSION

Failure to file periodic reports violates a central provision of the Exchange Act because the reports are the primary tools Congress has fashioned for the protection of investors. *In re Advanced Life Sciences Holdings, Inc.*, 2017 WL 3214455 at *3. Digital Brand's filing failures were serious, recurrent, and committed with a high degree of culpability. Only belatedly did Digital Brand attempt to cure its past deficiencies and, even now, minimizes the seriousness of its violations to excuse its failure to cure its noncompliance. Digital Brand has made no concrete changes to avoid the circumstances giving rise to the noncompliance, has failed to meet self-imposed deadlines, and has continued to file inaccurate reports, even repeating the same mistakes specifically noted by Corporation Finance in the Super 10-K. The appropriate sanction for Digital Brand's noncompliance is revocation of its registration.

Dated: March 29, 2019

Respectfully Submitted,



Securities and Exchange Commission

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Counsel for the Division of Enforcement

CERTIFICATE OF SERVICE

I certify that, on March 29, 2019, I caused the Division of Enforcement's Brief in Opposition to Digital Brand's Motion for Summary Disposition and in Support of the Division's own Motion, including supporting exhibits, to be e-mailed to the following:

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Samantha M. Williams

Table of Exhibits

Ex. No	Date	Description	Hearing ID
1.	08/16/17	Hearing Transcript	
2.		Digital Brand's First Quarter 10-Q	
3.	11/15/13	Commission Notice of Auditor Disqualification	C
4.	02/12/14	Asher Complaint against Digital Brand	F
5.	05/16/14	Digital Brand's Answer and Counterclaim in the Asher Litigation	G
6.	A 03/28/19	Edgar Report	
	B 03/28/19	Digital Brand's Form 12b-25s	
7.	06/13/17	Digital Brand's Verified Answer to Motion for Ruling on the Pleadings	F
8.	Various	Hearing Demonstrative	1
9.	06/01/18	Affidavit of Linda Perry with Excerpts from attached Super-10K	
10.	Various	Delinquency Time Line	
11.	02/27/17	Corporation Finance Notice of Delinquency	2
12.	Various	Chart Showing Filing Dates of Digital Brand's 12b-25 Forms	
13.	04/19/18	Supplemental Material Demonstrating Continuing Good Faith Efforts	
14.	06/15/18	Declaration of Robert Shapiro	
15.	12/14/18	Annual Report for Fiscal Year 2018	
16.	03/27/19	Declaration of Hilda Garrett	

3-17990

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Condensed Transcript

Prepared by:

3-17990

Wednesday, August 16, 2017

Page 1

1 THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION
2
3 In the Matter of:)
4)
5 DIGITAL BRAND MEDIA AND MARKETING) File No. 3-17990
6)
7 GROUP, INC., et al.)
8
9 ADMINISTRATIVE PROCEEDING - MERIT HEARING
10 PAGES: 1 through 205
11 PLACE: Securities and Exchange Commission
12 100 F Street, N.E.
13 Washington, D.C. 20549
14 DATE: Wednesday, August 9, 2017
15
16 The above-entitled matter came on for
17 hearing, pursuant to notice, at 9:36 a.m.
18
19 BEFORE:
20 JASON S. PATIL, ADMINISTRATIVE LAW JUDGE
21
22
23
24 Diversified Reporting Services, Inc.
25 (202) 467-9200

Page 2

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20 Also Present:
21 Linda Perry, Executive Director
22 Digital Brand Media & Marketing Group
23
24
25

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1 C O N T E N T S
2 DIVISION'S CASE IN CHIEF:
3 WITNESS DIRECT CROSS REDIRECT
4 Marva Simpson 12 -- --
5 Marc-Andre Boisseau 19 40 --
6 Mitchell Pruzansky 48 53 --
7 Michael Naparstek 57 65 69
8 Linda Perry 71 129 136
9
10 RESPONDENT'S CASE IN CHIEF:
11 WITNESS DIRECT CROSS REDIRECT
12 Linda Perry 144 187 --
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1 JUDGE PATIL: All right. If there are preliminary
2 matters, I'll hear them first from the Division and Respondents,
3 and then we'll proceed to testimony
4 MR. O'ROURKE: Your Honor, the one issue I wanted to
5 raise is, as you'll recall, there was a question about the
6 production of documents in response to the subpoena that Your
7 Honor issued to Ms. Perry and ordered that they be produced on
8 Monday of this week, which we did not receive. Yesterday
9 afternoon, we received an E-mail from Mr. Schichtman with about
10 25 pages attached with no explanation.
11 I don't know if that's supposed to be the full
12 production. Is it the production -- I'm assuming it's at least
13 part. I don't know. Is there more coming? I just need closure
14 on that issue.
15 JUDGE PATIL: Don't we all need closure on many issues?
16 MR. O'ROURKE: We'll try to get there, Your Honor,
17 and we have. Things are shrinking. I mean our case is going to
18 be condensed.
19 JUDGE PATIL: All right. That's one issue, and we'll
20 hear from Mr. Schichtman on that, not right now, but in a bit.
21 I'll remind him of it.
22 Was that it?
23 MR. O'ROURKE: Yes.
24 JUDGE PATIL: Well, then we'll hear from Mr. Schichtman
25 right now on that preliminary issue.

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1 PROCEEDINGS
2 JUDGE PATIL: This is a merit hearing in the matter of
3 Digital Brand Media & Marketing Group, Incorporated, et al., the
4 Respondents.
5 Can I have appearances from counsel, beginning with the
6 Division of Enforcement.
7 MR. O'ROURKE: Kevin O'Rourke on behalf of the
8 Division.
9 MR. WELCH: Neil Welch, Your Honor, and we also have
10 our law clerk, Mr. Bassey.
11 JUDGE PATIL: Thank you, and Mr. Bassey's first name?
12 MR. BASSEY: Uwem.
13 JUDGE PATIL: How do you spell that?
14 MR. BASSEY: U-W-E-M.
15 JUDGE PATIL: All right. Appearance of Respondent's
16 Counsel, please.
17 MR. SHICHTMAN: Your Honor, Marshal Shichtman, 1 Old
18 Country Road, Suite 360, Carle Place, New York 11514, for
19 Respondent Digital Marketing & Media.
20 JUDGE PATIL: And you're accompanied by?
21 MR. SHICHTMAN: Ms. Perry, who is the executive
22 director of Digital Brand.
23 JUDGE PATIL: Ms. Perry, good morning. Thank you for
24 being here. I appreciate it.
25 MS. PERRY: Good morning.

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1 So as I understand it, yesterday, you E-mailed the
2 Division approximately 25 pages of documents or 25 documents,
3 and what was that intended to accomplish?
4 MR. SHICHTMAN: That was pursuant to the subpoena that
5 was sent. The subpoena was for production on August 9th at 9:30
6 a.m., which is here and now. So we gave them early.
7 JUDGE PATIL: But I guess the question raised by Mr.
8 O'Rourke is whether that group of documents represents the full
9 response to the subpoena based on a reasonable search or if
10 there are other documents that were not produced in that group.
11 MR. SHICHTMAN: Your Honor, that was full response
12 after a diligent search.
13 JUDGE PATIL: All right. Mr. O'Rourke, you're welcome
14 to elicit testimony on that subject to the extent Ms. Perry
15 testifies, which I assume she will.
16 MR. O'ROURKE: I appreciate that, Your Honor.
17 There's one other matter, perhaps, best to put on the
18 record. There was a question about the two officers of the
19 entity over in the U.K., and Your Honor had offered to take them
20 by telephone and even on a different date if they needed, and
21 they have -- the indication is that they will not participate,
22 and I thought that probably ought to be on the record.
23 We may have more to say about that. I'm not going to
24 take up your time now, but in our post-trial brief, if we have
25 anything to say, we'll say it.

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1 Q What other position have you held with the Commission?

2 A I came to the Commission out of law school and I

3 started with the Division of Market Regulation, what was then

4 the Division of Market Regulation. I worked there for about a

5 year and a half. Then I rotated into Commissioner Roberts'

6 office. From there I went to the General Counsel's Office for a

7 couple of years, and then on to the Division of Corporation

8 Finance, where I am now.

9 Q And what do you do in your current position as special

10 counsel in the Office of Enforcement Liaison?

11 A I review the registration status of companies and their

12 filings. I review their EDGAR filing history to determine

13 whether the company is qualified for a delinquency letter.

14 Q Okay. Did there come a time that you determined that

15 Digital Brand was delinquent on its periodic reports?

16 A Yes.

17 Q And when was that?

18 A When I sent the letter, which was in February of 2017.

19 Q I'd ask you to take a look at Division Exhibit 2 in the

20 binder there.

21 Judge, you should have the exhibits up there. We

22 provided you both the Division's and the Respondent's exhibits.

23 JUDGE PATIL: I do. Please go ahead.

24 BY MR. WELCH:

25 Q Do you see Division Exhibit 2?

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1 A Yes, I do.

2 Q What is that?

3 A This is the delinquency letter that I sent to Digital

4 Brand.

5 Q And what was the date?

6 A February 27, 2017.

7 Q Do you know if that delinquency letter was received by

8 Digital Brand?

9 A Yes. It was.

10 Q And how do you know that?

11 A The website of the Postal Service.

12 Q What, did you put in the tracking number or something?

13 A Yes, the tracking number.

14 Q I'd ask you to take a look at Division Exhibit 3. Can

15 you identify that?

16 A Sure. This is the printout from the USPS website,

17 which shows that the letter was received on March 1, 2017 at

18 12:56 p.m.

19 Q Okay. Now, what did your delinquency letter tell the

20 issuer, Digital Brand?

21 A The delinquency letter basically notifies the company

22 that it's delinquent. It gives the company 15 days to cure the

23 delinquency. If it doesn't cure the delinquency, then the

24 company is subject to 12(j) and 12(k) proceedings.

25 Q I'd ask you take a look at Division Exhibit 7. Can you

Page 15

1 identify that, please?

2 A Yes. This is a printout of the EDGAR filing history.

3 Q For Digital Brand?

4 A For Digital Brand, yes.

5 Q And what was the last periodic report that Digital

6 Brand filed?

7 A May 31, 2015.

8 Q And that was the Form 10-Q?

9 A Yes, it was.

10 Q Okay. What was the last Form 10-K that was filed by

11 Digital Brand?

12 A August 31, 2014.

13 Q What is Digital Brand's fiscal year?

14 A August 31.

15 Q Now I'd ask you take a look at Division Demonstrative

16 Exhibit No. 1. Does that accurately list the missing filings of

17 Digital Brand as of today?

18 A Yes, it does.

19 Q And how many reports in total are there that are

20 missing?

21 A There are two annual reports and six quarterly reports.

22 MR. WELCH: Your Honor, there should be a miniature

23 copy of that demonstrative exhibit in your binder if you can't

24 see this.

25 JUDGE PATIL: That's okay. I can see that fine. I

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1 understand the point.

2 Oh, I see it. It's under a yellow tab labeled

3 "Demonstrative Exhibits". I'm a real sleuth when it comes to

4 finding exhibits.

5 Thank you.

6 BY MR. WELCH:

7 Q Ms. Simpson, has Digital Brand filed any of missing

8 filings listed on the exhibit?

9 A No. They have not.

10 Q Now, does Division Exhibit 7 also indicate whether or

11 not Digital Brand's officers and directors have filed any Forms

12 3, 4, and 5 considering their appointment as officers and

13 directors and the holdings of the company stock?

14 A No. There is no listings of any of those forms having

15 been filed.

16 Q I'd ask you take a look at Division Exhibit 4. Can you

17 identify that?

18 A Yes. This is an Order of Suspension of Trading, the

19 12(k) that was issued by the Commission on May 16, 2017.

20 Q And that suspended trading in the stock of Digital

21 Brand; is that right?

22 A That's correct.

23 MR. WELCH: Thank you. Your witness.

24 JUDGE PATIL: Excuse me. Are we going to move for the

25 admission of all the exhibits at the end of your case? Do you

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1 THE WITNESS: 2011 when the company was acquired.
 2 BY MR. O'ROURKE:
 3 Q And Neil Gray, when did he receive his?
 4 A When he converted his one year of salary. We converted
 5 it to preferred shares. Again, neither person has ever sold a
 6 share of stock.
 7 Q And Steve Bowman, you said earlier –
 8 JUDGE PATIL: I'm sorry. We're talking about Baughman?
 9 THE WITNESS: B-A-U-G-H-M-A-N, Boffman (phonetic).
 10 BY MR. O'ROURKE:
 11 Q Oh. The G-H is pronounced "F"?
 12 A Yes.
 13 Q You indicated he received shares at the time he started
 14 attending meetings?
 15 A When he joined us, he, again, has never received any
 16 salary whatsoever. We gave him the shares and he's never sold
 17 the shares.
 18 Q That's fine. I'm asking about shares now. How many
 19 shares did he receive and when was it?
 20 A I must say I just don't remember. It was back in
 21 whenever, 2012, 2013, whenever he joined us.
 22 Q Now, the 10-K reflects approximately 10 and half
 23 million?
 24 A Yes. That would be about right.
 25 Q Does that sound right to you?

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1 A Yeah, it does.
 2 Q Now, you are familiar with the DBMM Code of Ethics?
 3 A Yes.
 4 Q Did you help draft it?
 5 A Yes.
 6 Q And when was it implemented?
 7 A It actually was the RTG Code of Ethics. It's one that
 8 is – it's a standard fully comprehensive Code of Ethics and
 9 it's been in place since the very early days.
 10 Q So that was the predecessor entity?
 11 A Yes.
 12 Q And then it became part of – it became the DBMM Code
 13 of Ethics?
 14 A Um-hum.
 15 Q Yes?
 16 A Yes. Sorry.
 17 Q The Code of Ethics provides that the principal officers
 18 shall, among other things, provide full, fair, accurate, and
 19 timely and understandable disclosure of reports and documents
 20 that the entity files with or submits to the Securities and
 21 Exchange Commission and in other public communications made by
 22 the entity and comply with applicable government laws, rules,
 23 and regulations.
 24 Does that sound familiar to you?
 25 A Yes.

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1 Q So your own Code of Ethics requires many things, but
 2 including timely filings with the Securities and Exchange
 3 Commission?
 4 A Yes.
 5 Q It doesn't provide to decide to use your money to pay
 6 for something else; you're required to timely file, correct,
 7 under your Code of Ethics?
 8 A In an absolute sense, yes.
 9 Q And in a plain written English sense, it requires the
 10 timely filing of reports with the SEC. Correct?
 11 A Yes.
 12 Q Now, your company originally registered under Section
 13 12(g) of the Exchange Act under the name RTG Ventures, Inc. on
 14 October 1, 2007. Correct?
 15 A Yes.
 16 Q And if you look at Division Exhibit 1 – do you have
 17 that notebook in front of you? It should still be up there.
 18 A Under which tab?
 19 Q Tab 1.
 20 A Tab 1.
 21 Q I'll wait until you get there. Sorry.
 22 A Yes.
 23 Q That Form 8-A reflects the registration under 12(g).
 24 Correct?
 25 A Yes.

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1 Q And that registration or the company never filed a Form
 2 15 to deregister its securities according to EDGAR. Correct?
 3 A Correct.
 4 Q And if you need to, you can look at Division Exhibit 7,
 5 and that's the EDGAR report?
 6 A I'm familiar with EDGAR.
 7 Q I'm sure you are.
 8 A Yes.
 9 Q And based on that –
 10 A And I know what we have filed, yes.
 11 Q So you agree?
 12 A Yes.
 13 Q So Digital Brand is still registered under Section
 14 12(g) of the Exchange Act and the officers and directors have
 15 always been subject to the reporting requirements of Exchange
 16 Act Section 16(a) concerning the filing of Form 3, 4, and 5.
 17 Correct?
 18 A I must admit that I was not aware Form 3 was required.
 19 I certainly intend to file Form 3. I just did not realize, nor
 20 did anyone tell me that it was. So I was clearly listed in the
 21 filings. I apologize. I just did not know about Form 3.
 22 Q So you admit, as you sit here today, that you are
 23 required and have been required to file Form 3; you just didn't
 24 know you needed to?
 25 A That's correct.

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1 following the day in which a transaction resulting in a change
2 in beneficial ownership has been executed for the company stock;
3 you're aware of that?
4 A I am aware and, frankly, for you bringing that up, that
5 is probably the reason we never did any exploration, because we
6 never, any of us, sold any shares. So there's been no reason to
7 have any kind of disclosure with respect to shares.
8 So, perhaps -- I mean, I certainly know that when a
9 director sells shares in a company -- I'm a former senior
10 executive at Exxon Mobil. I know when I sell shares, I would
11 have to put a form in. So the point is I never sold a share.
12 So I never then found out I should have filed a form.
13 Q What about purchasing, obtaining shares; did you obtain
14 additional shares? Did you look whether you had to file with
15 respect to that?
16 A What do you mean, obtain?
17 Q You talked about selling, but how about when you first
18 obtained the shares?
19 A Well, they're preferred shares.
20 Q So that's why no Form 4 would have been filed?
21 A I never -- I don't know the details of those forms. So
22 I can't direct -- I don't know the answer to that.
23 Q I understand. Like Form 3, you weren't aware of any
24 Form 4 requirement?
25 A No, but I do know that if I sell shares in a company in

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1 which I'm a director, I would have to report that on something.
2 So I'm aware of that, but since I never sold, I never explored.
3 Q And Form 5, were you aware of that concerning officers
4 and directors, on or above the forty-fifth day of the end of the
5 fiscal year to report changes in beneficial ownership? Were you
6 aware of that? Is your answer the same for Form 5 as it was for
7 Form 4 and Form 3?
8 A Well, Form 4 and 5, not as forms. The requirement,
9 given my previous experience, I certainly know that those have
10 to be disclosed and reported if you're a director. I'm aware of
11 that.
12 Q And just to sum up, then, no Forms 3, 4, or 5 were
13 filed by you or your colleagues that have been identified here
14 and you're saying that if there was a requirement to file, none
15 of you knew about those requirements?
16 A That's correct.
17 Q Is that right?
18 A That is correct, yes.
19 Q Now let's turn to delinquent filings.
20 A Yes.
21 Q You have, I hope, within viewing sight the
22 demonstrative exhibit listing all of the delinquent filings.
23 A Yes.
24 Q It won't be too long and there may be another one added
25 at the bottom?

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1 A Yes. The 10-K for 2017 is due 90 days after the 31st
2 of August, which is the fiscal year.
3 Q So it won't be too much longer that unless something
4 happens, there will be another one that is delinquent as well.
5 Correct?
6 A Not necessarily.
7 Q Fair enough. Now, the last filed 10-K for Digital
8 Brand was for Fiscal Yearend 2014. That's Exhibit 20 in your
9 notebook.
10 A Yes.
11 Q Am I correct about that?
12 A I'm sure you are. One second.
13 Yes.
14 Q Then the last 10-Q that was filed was for the quarter
15 ending May 31, 2015, and that's Exhibit 22 in the notebook.
16 Correct?
17 A Yes.
18 Q And you agree that -- you may have indicated this
19 already -- that Digital Brand has failed to file its required
20 reports as indicated, all those indicated on Demonstrative
21 Exhibit No. 1. Correct?
22 A I agree that those filings, those reports, are delayed,
23 yes.
24 Q That Digital Brand failed to file them. Correct?
25 A Yes.

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1 Q For each of those periods, for each of those
2 identified?
3 A For what we believe to be unreasonable --
4 Q The reasons, I'm sure either or I or your counsel will
5 get into. Let's start with you agree that there is a failure to
6 file each of those?
7 A Yes.
8 Q Now, for the Fiscal Yearend 2015, you heard Mr.
9 Boisseau's testimony. Correct?
10 A Yes.
11 Q And for the Fiscal Yearend 2015, they were retained to
12 perform their normal work preparing a preaudit package.
13 Correct?
14 A Yes.
15 Q And as they normally did, the Boisseau firm prepared
16 the consolidated trial balances, financial statements, and draft
17 10-K after obtaining the necessary information. Correct?
18 A Yes.
19 Q And did you refer to that as a preaudit accounting
20 package?
21 A Absolutely.
22 Q That was a term you used?
23 A Yeah. In my view, it's completed.
24 Q No. Is that just the term you would use?
25 A Yes.

1 Q "Preaudit accounting package". If there is another
2 word you would normally use, I'll use it.

3 A No. That is fine. Thank you.

4 Q It was that preaudit accounting package that Boisseau
5 had prepared for previous audits that he worked on that had been
6 completed and reports had been filed. Correct?

7 A Yes.

8 Q And why is that you would use the Boisseau firm to get
9 that package together is because you, obviously, had no CFO or
10 internal accountant?

11 A No. That is not the case at all.

12 Q Well, if you would explain why you would use the
13 Boisseau firm.

14 A Why I would, because the Boisseau firm is -- and Marc,
15 as the principal, who was person who works with us --

16 Q Mr. Boisseau?

17 A -- is a CPA and a MBA. It would be very expensive for
18 a very small company to hire somebody of his caliber to put
19 together our financials. We're fully able to put our financials
20 together in a very organized fashion to give to him, and then he
21 uses his expertise to put it together in the best way to
22 represent the company, and I'm very happy with that
23 relationship.

24 Q When you say we are very capable, but "we", you mean
25 you?

1 balance for the work the firm performed for you. Correct?

2 A We had for -- I'm sure we're going to get to the
3 reasons why. When we asked Marc to begin putting us into
4 compliance and get all of these other reports done, he will be
5 paid in advance of that, which is what I've always done. I've
6 always had a check attached to all the material that we have.

7 Q I'm sure we're going to get to a lot of things assuming
8 I can get the answers to the questions first.

9 You never paid the Boisseau firm for work that was
10 performed for you. Correct?

11 A Not to this point.

12 Q Okay. And there's still an outstanding bill for that
13 work of seven or eight thousand dollars. Correct --

14 A Exactly.

15 Q Now, you contacted Marc Boisseau in recent weeks and
16 asked him for a letter. Correct?

17 A I did.

18 Q Did you think you were going to get a letter because if
19 he thought it might end up leading to you paying him the amount
20 owed?

21 A I wouldn't have asked him for something if I didn't
22 think he wasn't going to give it to me, because that was
23 completed. We have a very good relationship. He finished that
24 work.

25 What I was trying to demonstrate is that is -- to be

1 A And Reggie at the board level, because Reggie is
2 somebody who, obviously, looks at what the -- you know, the
3 final, he signs off on the final as I do.

4 Q For the U.K. portion?

5 A He submits all of the material for the U.K. portion in
6 U.S. GAAP, and then Marc puts it in U.S. GAAP form, and that
7 kind of expertise is invaluable as far as I'm concerned, and
8 what he can share by way of how we present ourselves is, again,
9 something -- I think it's certainly a lot less expensive than
10 having someone on staff.

11 Q At any rate, for the Fiscal Yearend 2015, Mr.
12 Boisseau's work -- and by Mr. Boisseau, you know I mean him and
13 his firm -- was completed in early 2016, January or February.

14 A That's correct.

15 Q Correct? But you did not send the information that he
16 had completed for auditing. Correct?

17 A No, I didn't.

18 Q It was ready for auditing, but it was not audited.
19 Correct?

20 A No. It was intended to be audited. It was intended
21 that we would follow the same process we had followed in
22 previous years and that is to send it to audit.

23 Q And to date, it has never been audited. Correct?

24 A That's correct.

25 Q And you never paid the Boisseau firm for an outstanding

1 honest, that's the bulk of the work, putting together all that
2 material to be audited and putting together in such a way as you
3 can do a proper audit very quickly because the material is all
4 there.

5 Q So you asked him for a statement?

6 A Yes.

7 Q And he sent it to you by E-mail. Correct?

8 A Yes.

9 Q Okay. And then you sent him a E-mail back, right,
10 saying that your attorney wants it on letterhead?

11 A I did.

12 Q Then he sent it to you on letterhead?

13 A Yes, the exact same thing. I think I provided the
14 E-mail in the documents, the few documents I had, in terms of
15 back and forth communication, and the E-mail there is the exact
16 same language.

17 Q Okay. You only provided the two. He sent you it and
18 then you provided the letterhead. You didn't put the in-between
19 saying your attorney wants it on the letterhead; you didn't
20 produce that?

21 A No, because I called him on the phone.

22 Q Oh. Now, let's just make sure we're talking about the
23 same letter, Exhibit 12 in the notebook in front of you.

24 A Yes.

25 Q Is that a copy of the letter that Mr. Boisseau sent

1 which is very important, is that in order to get this off dead
2 center, it was simply a function of money and the money was an
3 issue of the mitigating circumstances.

4 Q In answer to motions for ruling on the pleadings, you
5 signed and you said you have read the foregoing and found it
6 true and accurate, referring to the whole pleading, which
7 included that statement that I read?

8 A Yes.

9 Q Okay. Thank you.

10 Now, this may be clear, but maybe I can get a -- let me
11 make sure it's clear. Neither the Boisseau firm or any other
12 firm are preparing preaudit accounting packages for the missing
13 reports or the delinquent reports. Correct?

14 A That's correct.

15 Q Now, you heard Mr. Boisseau say that he certainly
16 wasn't doing any work for any of those other delinquent reports,
17 but he said I don't know if there's others doing it even though
18 he hadn't heard of any. You can tell us about whether there was
19 any other firm preparing these preaudit reports for those
20 missing periods. Would you tell us? Did any other firm prepare
21 any missing reports for those delinquent filings?

22 A No.

23 Q Thank you. And you would agree that without that
24 preaudit package for each of those filings, there would be
25 nothing for anyone to audit. Correct?

1 A Yes. That's correct.

2 Q And nothing has ever been started for any of those
3 periods after the 2015 10-K which was started and not completed.
4 Correct?

5 A No. Nothing has been started, but that really is kind
6 of a trick question, because at the end of the day, you need
7 your trial balance from the 10-K which has been audited in order
8 to begin. These filings must be done chronologically because
9 they build off each other. They tell the story.

10 So you can't -- first of all, I would never go to
11 anyone else but Marc because he's the person who I believe has
12 the expertise, but let's say Marc got hit by the yellow bus. I
13 would have to go to somebody else and he would have to start or
14 she would have start from that point. You need those end
15 balances to do each of the reports or the reports are incorrect.

16 So it's not a question that's fair, because Marc -- had
17 we been able, we would have finished '15 and we have gone on as
18 we intend to do and be fully compliant as we always have been.
19 If you go back to -- you don't have all the EDGAR reports in
20 here. If you take the EDGAR reports back to the beginning of
21 RTG Ventures in 2004, every one of those filings has been made
22 up to date.

23 Q I'm focusing on the delinquent reports. The rest is
24 history.

25 A I know we are. I'm trying, I guess --

1 Q We're here on the delinquent reports, ma'am, but I
2 think I get what you're saying. You can't move on to the second
3 one until the first one is complete and you can't move on to the
4 third one until the second one is complete.

5 A Correct.

6 Q So you can't do any of those and have not done any of
7 those, and in a few more months, you're going to have another
8 10-K that's delinquent.

9 A I'd like to mention --

10 Q Am I correct?

11 A Yes, you're correct.

12 MR. SHICHTMAN: Objection, Your Honor. Prognosticating
13 into the future.

14 JUDGE PATIL: Overruled.

15 MR. SHICHTMAN: He said in a couple of the months,
16 there will be another one late.

17 JUDGE PATIL: I overruled the objection already. Thank
18 you.

19 Go ahead. Finish your answer.

20 THE WITNESS: If you look at those -- and I know we
21 haven't gotten to it yet, but those re-audit years where we had
22 to do the Ks and the Qs and file them amended, the amount of
23 resources that that takes. We filed in mid-September 2014 five
24 reports seamlessly, chronologically, an consecutively on the
25 same day so that anyone looking at the re-filing would see them

1 going one to the other so that we made sure all of the numbers
2 flowed through the reports. That's how important -- that's how
3 seriously this company takes that effort. That's what we did
4 when we were required to re-audit through no fault of our own.
5 BY MR. O'ROURKE:

6 Q And then that's history, and then this is what we're
7 dealing with now, the delinquencies. Correct?

8 A The past is sometimes a predictor of the future, sir.

9 Q Now, you agree that Digital Brand is simply unable to
10 catch up with its existing delinquent filings in the near to
11 immediate future. Correct?

12 A That is correct.

13 Q You agree that Digital Brand has not and does not have
14 the funds to catch up; is that correct?

15 A That is incorrect. I'm giving you a here and now
16 answer today.

17 Q You have the funds to catch up, but you just haven't
18 caught up?

19 A I have the funds as of yesterday. I have the funds to
20 catch up. Actually, it was last week, and that's why we made an
21 offer that we thought that we could take.

22 Q You're talking about a settlement. This is not the
23 place for a settlement discussion.

24 Now, do you have cash in hand now?

25 A I will by -- I have to sign -- yeah, by the end of the

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1 you?

2 A I believe so.

3 Q Okay. Now, that letter, could you read it into the

4 record for us.

5 A Could I read Marc's letter into the record?

6 Q Yes.

7 A What in the world? I thought Marc read this.

8 JUDGE PATIL: We've already had this read into the

9 record. It's already admitted into evidence. Any questions

10 about it are fine now.

11 MR. O'ROURKE: All right. That's fine.

12 BY MR. O'ROURKE:

13 Q There's a statement included in there that the

14 information is ready to be sent to the auditors. That statement

15 is no different than what was the case in early 2016 when the

16 information was ready to be sent to the auditors?

17 A That is correct.

18 Q It concerns the same information that it had been

19 ready --

20 A Yes.

21 Q -- since 2016; nothing had changed concerning the

22 information. Correct?

23 A That's correct.

24 Q No additional work had been done. Correct?

25 A Yes. No additional work had been done. It was ready,

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1 actually, the end of January 2016.

2 Q You just wanted to make it looked like Digital was

3 making progress on the delinquencies. Correct?

4 A No. That is inaccurate. What I wanted is to show that

5 in January 2016, I was prepared to follow our normal practice

6 and send the accounting material to the auditors to be audited.

7 I was not able to do that, and may I say now why it is or not?

8 Q Let's go question by question.

9 A All right.

10 Q You attached that letter or your counsel attached that

11 letter to your answer to the OIP, Order Instituting Proceeding.

12 Correct?

13 A Yes, to show that at that point in time, we were

14 following our normal practice and all of the preaudit work had

15 been completed satisfactorily and it was ready for audit.

16 Q It was dated the day before the answer that it was

17 attached to. Correct?

18 A I'm sorry?

19 Q The letter from Mr. Boisseau is dated the day before

20 the answer that it was attached to for filing. Correct?

21 A I don't know what the predecessor letter is that you're

22 talking about.

23 Q Did you know that it was attached to a filing that was

24 filed on your behalf with the SEC?

25 A Well, of course. I wanted this to be part of the

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1 narrative, simply because it's very germane and it's very

2 important. I didn't want someone to think that we had to start

3 from scratch for 2015. We are totally -- we were totally ready

4 to send it to audit the end of January 2016.

5 Q Does the letter state that any efforts were currently

6 underway to cure any delinquencies?

7 A No, because I was not -- I was not in a position to say

8 -- to even ask Marc to do that, and I wouldn't do that unless,

9 in fact -- I have been going through a very significant funding

10 process for many years as a result of some very difficult

11 situations that started. All right?

12 Q Would it have been --

13 A But that is why it's inappropriate until he is paid in

14 full for me to say I'm going to cure. I can't cure until I have

15 money in hand. It's that simple.

16 Q Would it be wrong to claim that efforts were currently

17 underway to cure any delinquencies?

18 A It would not be, because it's simply a function of

19 money.

20 Q But it would be wrong to claim that efforts were

21 underway to cure the delinquencies?

22 A I guess I was being an absolutist and I was saying

23 unless I have money in hand -- to me, I have to make that happen

24 before I can -- because, to me, you then have to put a timeline

25 in place and you have to say I'm going to cure by this date,

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1 because -- and then you're accountable to do that.

2 To just say -- and, actually, there's some of the

3 documents I provided to you where I did reference or even Mitch

4 Pruzansky referenced to me that he knew when he made the offer

5 that I could pay half of my audit bill, if you will, 50 percent

6 of it, that he knows that I was engaged in funding efforts, and

7 this is an open-ended offer whenever I was able to execute it.

8 So it serves no purpose to go back and forth and say

9 I'm trying to cure. Marc, everybody, knew I was trying to fund,

10 and there were reasons why we were not able to do that; whereas,

11 we had in the past.

12 Q Does the letter state that any efforts were currently

13 underway to cure any delinquency?

14 A The letter does not say that.

15 Q Okay. Now let me ask you this: That is what you said

16 in your answer to the motion on the pleadings that you and your

17 counsel signed at page 8 of 13, citing that letter from DBMM's

18 preaudit accountant stating that efforts are currently underway

19 to continue to comply with the Exchange Act, that are currently

20 underway, and that letter doesn't say that at all, yet you and

21 your counsel both signed that pleading. Correct?

22 A I was making that statement on behalf of myself,

23 because that is what I have been doing. I am now finally

24 successful, incidentally, and I do have funding.

25 At the end of the day, that statement in pleadings,

1 week, this week.
 2 Q The check's in the mail type of situation?
 3 A No, not the check's in the mail.
 4 Q For how much money?
 5 A Is that -- it's two sources and it will be plenty of
 6 working capital to bring not only our filings up to date.
 7 Q How much?
 8 A I don't --
 9 Q Ma'am, you said you had the funds to catch up.
 10 A I do.
 11 Q How much in the way of funds are going to be in the
 12 mail to you in the next week?
 13 A \$61,000 plus \$250,000 from two private parties.
 14 Q They have already agree?
 15 A Yes. I have been talking to these people for a year,
 16 for a year, and yes, it is.
 17 Q Do you have documentation of that?
 18 A The papers are being drawn up. I will have.
 19 Q Papers haven't been drawn up yet?
 20 A You know, I wouldn't be here on the record saying
 21 something that isn't accurate that I can't prove.
 22 Q I'm just saying the papers have not been drawn up yet?
 23 A Not yet. I just got the commitment in the last week
 24 from both parties.
 25 Q But no papers and no money; just at the last second,

1 all of a sudden, you're saying you have the money?
 2 A No. It's people I have been speaking for a year who
 3 know the situation, and I know at some point, we're going to get
 4 into what the situation is so that I describe why it's taken
 5 this long and why my sources of funding totally dried up when I
 6 had to re-audit and then what happened subsequently. I know
 7 we're going to talk about that.
 8 Q Well, let's talk about what you've said now. Who are
 9 the people that you're supposedly going to get funds from?
 10 A That is private matter.
 11 Q So it shouldn't be taken into account by this tribunal
 12 or the Commission what you're saying about funds; is that what
 13 you're saying?
 14 A My commitment certainly can. You can sanction me if,
 15 in fact, I've incorrectly spoken to you. I'm telling you -- and
 16 I certainly am well trained. I wouldn't say something that I
 17 could not -- that was not going to happen. That's why I never
 18 said to Marc, Hey, I'm going to be able to fund you, I just
 19 don't know when, because I couldn't put my hands on it.
 20 Q So you will not say on the record who these sources are
 21 of funds that show up at the last minute and you claim you're
 22 going to get the funds from?
 23 A Sir, no one ever asked you to sign an NDA? No. You do
 24 not -- you cannot disclose people's names like that.
 25 Q You will not is what you're saying; is that right?

1 A If you care to take it that way, okay.
 2 Q Well, let me ask you this directly: Who are they?
 3 A In any SEC --
 4 Q You --
 5 A No. I wish to say this.
 6 MR. SHICHTMAN: Your Honor --
 7 THE WITNESS: In any SEC report, I cannot put the names
 8 of --
 9 MR. SHICHTMAN: Objection.
 10 JUDGE PATIL: Overruled.
 11 THE WITNESS: -- of people who put money into the
 12 company, and you're asking me in a public forum to give the
 13 names of private individuals that is required in a documented
 14 SEC report. I think that's untoward. I'm sorry.
 15 BY MR. O'ROURKE:
 16 Q Did your counsel know about these funds that have now
 17 mysteriously appeared?
 18 A They haven't mysteriously appeared.
 19 Q Because they haven't appeared yet. I understand.
 20 A That's pejorative and it's untrue. He knows I have
 21 been working on funding over a very long time and he knows the
 22 people I've spoken to and he knows why my previous sources were
 23 unavailable.
 24 Q Does he know the names of the funds? Let me ask you
 25 this.

1 A Ask him.
 2 Q Let me ask you this: If this is going to happen in the
 3 future -- the paperwork hasn't been done and you've submitted
 4 nothing on this -- is there some reason that Mr. Schichtman,
 5 who's said a lot of things in this case and the answers and here
 6 and there, hasn't said a word about it?
 7 A Because he follows my lead. I don't say a word about
 8 it until it's in my hand. He's not going to tell you she's
 9 going to -- but, gosh, it seems to me on Monday, he sent you a
 10 settlement agreement, because we knew we had funding.
 11 MR. O'ROURKE: Objection.
 12 JUDGE PATIL: Sustained. Sustained.
 13 There shouldn't be any testimony concerning settlement,
 14 because that's a private matters between the parties.
 15 THE WITNESS: I'm sorry.
 16 JUDGE PATIL: That's all right. Just don't mention
 17 that again.
 18 THE WITNESS: Okay.
 19 JUDGE PATIL: All right. Thank you.
 20 THE WITNESS: Sorry. I apologize.
 21 MR. O'ROURKE: Your Honor, I believe that that -- I'm
 22 not going to raise it, but that actually impeaches this
 23 testimony, and for that purpose, it might end up being relevant.
 24 JUDGE PATIL: We're not going to -- I'm ordering you to
 25 not discuss any of settlement overtures in this case. It never

1 should have been sent to me.
 2 MR. O'ROURKE: I agree, Your Honor.
 3 JUDGE PATIL: Please do not discuss it any further. It
 4 goes for you. It goes for the witness. It goes for everybody.
 5 All right. Go ahead, sir.
 6 THE WITNESS: So noted.
 7 BY MR. O'ROURKE:
 8 Q Digital Brand has been sued a while ago by Asher
 9 Enterprises over promissory notes that Digital Brand have
 10 voluntarily entered into with Asher Enterprises. Correct?
 11 A Yes.
 12 Q And you borrowed money from Asher Enterprises with your
 13 eyes wide open, but –
 14 A And everything was going along –
 15 Q Let me finish my question. Let me finish my question.
 16 With eyes wide open, and then you defaulted and were
 17 sued. Correct?
 18 A Yes.
 19 Q And nothing is surprising about that, that if you
 20 borrow money and you don't comply with your obligation and you
 21 get sued. Correct?
 22 A It didn't quite work that way.
 23 Q Now, you borrowed the money when it was – strike that.
 24 I'll start that over again.
 25 At the time that you borrowed the money, you knew that

1 A And we paid back all by 5,000 of that. So let's just
 2 get the right position her.
 3 Q One thing at a time. Let's get it straight. A
 4 February note of 42,500. Correct?
 5 A Yes.
 6 Q An April note of 37,500. Correct?
 7 A Correct.
 8 Q A June note of 32,500?
 9 A Yes.
 10 Q And these things are laid out in the complaint against
 11 you and in your counterclaim against Asher Enterprises. Right?
 12 A Yes.
 13 Q The notes have been submitted by your counsel and were
 14 included as your Respondent exhibits –
 15 A Yes.
 16 Q – that reflected those figures. Right?
 17 A Yes.
 18 Q And then you chose to not make your periodic – wait.
 19 Sorry.
 20 You decided not to make your periodic filings because
 21 you knew – you knew of your periodic filings, but you chose not
 22 to make them because you wanted to fight this with Asher
 23 Enterprises. Correct?
 24 A You are making – the timeline doesn't work. Let's go
 25 back. You brought the notes up. So if I may respond to the

1 Asher Enterprises was known as lender of last resort?
 2 A No, not at the time. We had been borrowing money from
 3 Asher. Keep in mind we acquired Digital Clarity in 2010, 2011
 4 at the top of the worst financial recessions we ever had. IBM
 5 couldn't even borrow money, let alone us.
 6 So yes and begrudgingly egregious terms. We were fine.
 7 We borrowed over a half a million dollar from Asher starting in
 8 2010. And they were paid back fine and dandy until we got to
 9 2013, and then can I –
 10 Q Let do this in order. How about this: My question
 11 that you knew at the time you borrowed money that they were
 12 known –
 13 A No.
 14 Q They were known as a lender of last resort?
 15 A No, I didn't.
 16 Q You went to them because you couldn't get money from
 17 anyone else. Correct?
 18 A I think that is a fallacious conclusion.
 19 Q You went to well to borrow from the three times in
 20 2013. Correct?
 21 A Yes. We did.
 22 Q A February note of 42,500?
 23 A Yes, and we had 75,000 remaining on the note. Yes.
 24 Q Let's get it straight. The February note of 42,500,
 25 you went and borrowed that?

1 notes.
 2 Q Let's go back to those notes, but maybe we can start
 3 with what happened after they sued you. Okay. Let's start with
 4 that.
 5 A You can't do that without going back to – well, just
 6 pre them suing us. So it's proper to just get that little bit
 7 before.
 8 It was November 15th of 2013. I received a letter from
 9 the SEC which stated that the auditor that we had been using,
 10 Sherb & Co., had been decertified and could no longer provide
 11 public audits, which meant I had to re-audit 2012 now. I was
 12 two weeks from filing my –
 13 MR. O'ROURKE: Your Honor, if I could interrupt, this
 14 is not a time for their whole defense.
 15 THE WITNESS: Yes, it is.
 16 MR. O'ROURKE: I'm focusing on particular notes that
 17 led to the judgment against them.
 18 JUDGE PATIL: Let me just – this may not be clear, but
 19 he's examining you right now just to get you to respond to his
 20 questions, and that's for purposes of what he thinks may be
 21 helpful to prove his case, which he bears the burden. Your
 22 counsel will have the opportunity – I'm hoping this is going to
 23 be the case, that he's going to walk through chronically the
 24 entire process, what extenuating factors existed, what
 25 circumstances presented or delayed the filing or complicated

1 proper – these were not toxic lenders. These are proper
 2 people. I just couldn't get any – a little bit, but not enough
 3 traction to really deal with the filing situation.
 4 So that is what I've been diligently trying to do. I
 5 mean, I consult to Barclay's Bank. I've got really good
 6 sources, but the microcap world is another world, and our hope
 7 is we've got an incredible company here, that we'll able to get
 8 of this market.
 9 I'll take two minutes to say what Marshal has heard
 10 from me ad nauseam. I really was naive. I never even knew what
 11 a penny stock was from my Exxon and Credit Suisse days, but I
 12 thought the idea, what a great thing. You have to company
 13 that's a startup with a really good value proposition and you
 14 couple that with people who really can't afford to get into the
 15 stock market as it is. It's too expensive for them. So you
 16 kind of grow together.
 17 What I didn't realize is that you bought in the morning
 18 and you sold in the afternoon. These were things that you
 19 couldn't any traction.
 20 So my view is you get out of the – you get onto NASDAQ
 21 ASAP, and that is something that has to happen incrementally
 22 just by growing business. That's all it needs. The only
 23 impediment to growth is capital, and the most important thing
 24 first is to get the filings up to date, and I would never ever
 25 have imagined that I would have been in this situation.

1 THE WITNESS: No. Sorry. The reverse. The chill was
 2 removed on November 8th, I believe, 2013. I got the notice from
 3 the SEC on the 15th. So I had one week of good feeling, Wow,
 4 can I go forward.
 5 BY MR. SHICHTMAN:
 6 Q But you did comply with the SEC order?
 7 A Oh, of course, yes. Of course, but I'm saying the
 8 chill took place – the removal took place at that time. I was
 9 so well-positioned at that point. I was so delighted, because
 10 it took us a while to unravel. Again, I recognize people think
 11 we're just – that it's a hard luck story, but it really isn't
 12 when things happen that you as a company did nothing. You know,
 13 this was nothing – the fact that a public shareholder sold his
 14 shares to Fair Hill had nothing to do with the company, yet, we
 15 were pulled into a net which we then had to prove that we never
 16 issued the shares to Fair Hill. We were never in any kind of a
 17 contract. They had a lot of 504. They were just the kind of
 18 company – as bad as Asher was, I just felt at least that was a
 19 direct loan for which it was convertible debenture, egregious,
 20 but I could live with it for the period of time that needed it
 21 and then I never wanted to see them again.
 22 Q So after the re-audit, after the DTC chill was removed,
 23 you got into a litigation with Asher and that has been three or
 24 four years?
 25 A Protracted, yes.

1 Q How many years have you been litigating with Asher?
 2 A They filed their suit in February 2014.
 3 Q Are there still motions going on?
 4 A Well, we have this gentlemen's agreement because of the
 5 turnover. We did all the motions. I signed all the motions.
 6 We were very comfortable with the next step, which was going to
 7 be take it to Federal Court. These are – the fact that he was
 8 disobeying a consent decree, in my view, meant that he was
 9 acting in bad faith through this whole thing, knowing full well
 10 at the front end that I was required by the Securities and
 11 Exchange Commission to re-audit files – re-audit reports, and
 12 for him to go in, even contractually I was late – I mean not
 13 late – i was not compliant with my filing so he could convert,
 14 there was extenuating circumstances and he knew those. In my
 15 view, that means he's just a bad guy, and when you read all
 16 these various things, there are other people that have said it
 17 far more elegantly than I'm saying it.
 18 Q So to surmise, you had to re-audit the financials
 19 because by no fault of Digital Brand, Sherb & Co. got disbarred
 20 and you had to do the re-audit; is that correct?
 21 A Yes.
 22 Q And then after the re-audit, you had to lift the chill
 23 from DTC; is that correct?
 24 A Um-hum.
 25 JUDGE PATIL: I'm sorry. When you say um-hum –

1 Q Protracted litigation, is that correct?
 2 A Yes.
 3 Q And then after that, RBSM quit on you; is that correct?
 4 A Well, RBSM was prior to the re-audit being filed.
 5 Right? I want to make sure we're in – RBSM quit June of 2014.
 6 So that's just the timeline, and then I hired D'Arelli,
 7 Pruzansky the 7th of July. We were able to do all our amended
 8 filings. I mean, that was really flat out, was the middle of
 9 September of 2014, and we filed everything on the same day so
 10 that there would be no question about them being seamless.
 11 There was no question. All the numbers were exactly one to one
 12 to one that anyone could look at, and we were compliant at that
 13 point.
 14 Q Without beleaguering all of these hardships that have
 15 befallen you, was there any point in time where you stopped
 16 trying to become current?
 17 A No, but I was extraordinarily frustrated, because I
 18 have very good sources, very good contacts. People told me they
 19 love the business. They really love the business, but I had to
 20 kind of settle the thing with Asher because they didn't want to
 21 have any involvement until the Asher thing were settled.
 22 So we continued, and that's why we had a meeting with
 23 Asher, and then that was pre the suspension, but once the
 24 suspension happened and I said to them, You know, it's pretty –
 25 it may be an extraordinary coincidence, but you put out this

1 phony press release on the 2nd of May and we got suspended on
2 the 16th of May, and that, to me, is punitive damages for this,
3 for DBMM. So they then backed off and said to Marshal we'll
4 just wait and see what happened. In other words, they stopped
5 chasing me for once in three years.

6 Q So you never lost sight of your goal, which was
7 becoming a current public filer; is that correct?

8 A Look, I have a good resume. I could be doing lots of
9 other things. I do consult to other companies, because as I
10 said, I don't take the – I'm not paid. I don't take any money
11 from DBMM, but I love the business. It is a – it's just the
12 business of the future. Anything you pick up, the world of
13 digital – the whole world of consumerism is changing how people
14 are shopping in bricks and mortar stores and how they're first
15 looking on line.

16 It's so important what your digital footprint is as a
17 company and to be able to put yourself forth so that when people
18 have choices of these myriad of companies, they're going to
19 choose you, and that's what we tell people we can do for them,
20 and then we come in because we actually have stewardship and
21 say, All right, it's been two quarters and your ROI is up by
22 three percent. That may not sound like much, but on a quarter,
23 it sure as heck is if you can continue to do it and you make
24 adjustments along the way.

25 So these people become – you know, we're their

1 management consultants on the ground as it relates to digital
2 marketing.

3 Q Moving on to the filings, is it your intention to
4 become current?

5 A Absolutely. Absolutely. It was only this lack of not
6 being – and funny enough, and I know it sounds like eleventh
7 hour and maybe that's just serendipitous, but two people that I
8 have been speaking to for over a year, one had to get out of a
9 certain investment. He's my 61K guy, and he is in the process
10 of doing the documents today. I've gotten two texts which I'd
11 be happy to share. No, I wouldn't but you know what I'm saying.

12 The other guy is a function of it's 16 companies and 12
13 banks that are coming together into a media and entertainment
14 company, and they would like DBMM to take them on as a client,
15 but they also want me to help them in some of their
16 organization. It's going to be heck of an event – of a
17 venture, and they're the ones that will put in – it will be
18 between – I may have – it's going to be between 200 and 250.

19 Q So should that capital arrive, do you intent to employ
20 that?

21 A Immediately. I will call Marc up the second it hits
22 the bank and say get going. I have to say, quite honestly, I
23 was very disappointed in the testimony this morning of Assurance
24 Dimensions. I have been having this conversation with them and
25 keeping them abreast and saying it's going to be soon because

1 I'm very close, I think, but I don't want to – you know, I
2 don't want to say – I just want to let you know that this is
3 the timing, because Mitch said to me, you know, we're a certain
4 size and I may have to bring in extra people.

5 So I was trying to keep them abreast of when he might
6 need additional people, because I want this done 24-7. Once I
7 having funding, I want to just go and just keep going until
8 everything is done, and what we'll do is because I haven't been
9 able to raise money in the last year, to be honest – you know,
10 the last one we don't have yet, the one for '17, actually, even
11 the one for '16, they are very, very super scrubbed kind of
12 audits in the sense of, you know, we have not changed our
13 outstanding. As an example, we have not changed our outstanding
14 shares since March 25, 2016.

15 So the kind of work, though, that has to go in when
16 you're issuing shares, when people are converting debentures,
17 that's a lot of work and that's the derivative liability that
18 Marc was speaking of. That's very tedious, also labor intensive
19 kind of accounting work and audit work, and you have to also
20 time – all of the confirms have to go out to people. You have
21 to verify what is the outstanding balance versus what was the
22 balance a year ago, how has it gone down. It's very meticulous,
23 and it should be. It should be, but we haven't done any of that
24 in the past year and a half.

25 Q So you're –

1 A So I can do this relatively quickly. I believe I can
2 do it within three to six months, but I don't want to – you
3 know, I don't want to say three months because that's – I would
4 get a commitment from the auditor that, in fact, he would meet
5 my criteria as well. I've had quite enough of people saying one
6 thing and doing another. I would want to a commitment.

7 So for them to say that they didn't – that we are not
8 a client, I'm going to rethink some things. I may speak to
9 Marc, and Marc, I have tremendous respect for him, and he has a
10 number of people. I may decide to change auditors, to be
11 perfectly honest. I need somebody that really believes in us
12 and will flat out, not do what's convenient.

13 No one issues an 8-K and writes it and then decides
14 that you're not a client and never tells you. That gives me
15 pause. I'm sorry.

16 Q So it's also your intention to Forms 3 and 4 to
17 correct –

18 A Whatever is necessary, yes.

19 Q And have you obeyed SEC orders in the past?

20 A Absolutely.

21 Q All right.

22 A I re-audited, didn't I? I mean, under very tough
23 circumstances.

24 MR. SHICHTMAN: Your Honor, no further questions at
25 this time.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: November 30, 2013

[] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: 333-85072

Digital Brand Media & Marketing Group, Inc.
(Exact name of small business issuer as specified in its charter)

Florida (State or other jurisdiction of incorporation or organization)	59-3666743 (IRS Employer Identification No.)
--	--

747 Third Avenue
New York, NY 10017
(Address of principal executive offices)

(646) 722-2706
(Issuer's telephone number, including area code)

(Former name or former address, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, or non-accelerated filer.

Large accelerated filer []	Accelerated filer []
Non-accelerated filer []	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes [] No [X]

Indicate by check mark whether the registrant has filed all the documents and reports required to be filed by Section 12, 13, or 15(d) of the Securities and Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [X] No []

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 567,726,798 shares of Common Stock, par value \$.001 per share, as of January 15, 2014.

Transitional Small Business Disclosure Format (Check one): Yes [] No [X].

EXPLANATORY NOTE:

This Quarterly report for the period ending November 30, 2013 contains unaudited financial statements which have not been reviewed by our independent registered public accounting firm in accordance with Article 10 of SEC Regulation S-X.

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
 CONSOLIDATED FINANCIAL STATEMENTS
 November 30, 2013
 (Unaudited)

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NOTE 4 - LOANS PAYABLE

	November 30, 2013 (Unaudited)	August 31, 2013 (Unaudited)
Loans payable	\$ 439,800	\$ 512,000

During the year ended August 31, 2013 a non-affiliated third-party shareholder loaned the Company \$134,500. The debt is due on demand and bears no interest. On January 8, 2013, the shareholder assigned \$44,000 of debt to a third party and the debt was restructured to a convertible note. On April 30, 2013, the Company repaid \$10,000 of principal and \$2,000 of interest relating to the outstanding loans and on August 30, 2013, the Company repaid \$20,000 of principal and \$3,000 of interest relating to the outstanding loans.

During the year ended August 31, 2013, the Company and an issuer of two convertible debentures totaling \$110,000 and accrued interest of \$4,570 restructured the convertible notes to a non-convertible loan totaling \$185,000.

The Company recorded the additional \$70,430 as interest expense. As of August 31, 2013, the Company repaid \$25,000 relating to this loan.

During the quarter ended November 30, 2013 a non-affiliated third-party shareholder loaned the Company \$120,300. The debt is due on demand and bears no interest. On September 4, 2013, the Company amended three loans payable totaling \$102,500. The loans were restructured to convertible notes. The convertible notes bear interest at 12% per annum and are convertible at a 50% discount. On October 1, 2013, the Company amended two loans payable totaling \$25,000. The loans were restructured to convertible notes. The convertible notes bear interest at 12% per annum and are convertible at a 50% discount. On November 10, 2013, the Company amended a loan payable totaling \$60,000. The loan was restructured to a convertible note. The convertible note bears interest at 8% per annum and is convertible at a 50% discount. On November 30, 2013, the Company amended a loan payable totaling \$15,000. The loan was restructured to a convertible note. The convertible note bears interest at 6% per annum and is convertible at a 50% discount.

NOTE 5 - CONVERTIBLE NOTES PAYABLE

At November 30, 2013 and August 31, 2013 convertible debentures consisted of the following:

	November 30, 2013 (Unaudited)	August 31, 2013 (Unaudited)
Convertible notes payable	\$ 427,455	\$ 412,831
Unamortized debt discount	(202,673)	(91,243)
Total	\$ 224,782	\$ 321,588

Effective September 1, 2010 the Company adopted (FASB ASC 815-40-15-5) ("ASC 815") "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" which outlines new guidance for being indexed to an entity's own stock and the resulting liability or equity classification based on that conclusion. The adoption of ASC 815 affects the accounting for convertible instruments with provisions that protect holders from declines in the stock price ("down - round" provisions).

In March, April, May and July 2011, the Company entered into agreements with a third party non-affiliate to four 8% interest bearing convertible debentures for \$203,000 due in nine months ("The 8% Convertible Notes"), with the conversion features commencing 6 months after the loan issuance date. The loans are convertible at an average share price computed on the 30 days prior to conversion. In connection with these debentures, the Company recorded a \$180,929 discount on debt, related to the beneficial conversion feature of the note to be amortized over the life of the note or until the note was converted or repaid. As of August 31, 2012 these notes have been converted into 2,663,719 shares of common stock which were sold into the public market under Rule 144 completed April 2012. The Company has recorded amortization expense amounting to \$100,533 for the year ended August 31, 2012.

During the year ended August 31, 2012, the Company entered into convertible loans with third party non-affiliates in which \$100,000 of debt was assigned from a shareholder and \$248,156 was received in cash. These loans bear interest ranging from 0% - 15% and mature in one year or less. They are convertible in six months or less at a discount based on average share prices ranging between 10 and 30 days. As a result the Company recorded \$300,758 in debt discount related to the beneficial conversion feature, \$164,198 of which was initially recorded as a derivative liability due to the variable convertible terms and \$136,560 was recorded in additional paid in capital. In connection with these debentures, the Company has recorded amortization expense amounting to \$263,585 for the years ended August 31, 2012 with \$137,709 net discount balance remaining. As of August 31, 2012, \$250,500 of debt was converted into 3,797,719 shares of common stock and \$29,625 has been paid in cash. As of August 31, 2012, the balance of the Company's convertible debt amounts to \$250,642, net of discount.

During the year ended August 31, 2013, the Company and an issuer of two convertible debentures totaling \$110,000 and accrued interest of \$4,570 restructured the convertible notes to a non-convertible loan totaling \$185,000.

During the year ended August 31, 2013, the Company entered into convertible loans with third party non-affiliates in which \$157,500 was received in cash. In addition, on January 8, 2013, a \$44,000 loan payable was assigned to a third party and the debt was restructured as a convertible debt. These loans bear interest ranging from 5% - 12% and mature in one year or less. They are convertible in one year or less at a discount based on average share prices ranging between 10 and 30 days. As a result, the Company recorded \$201,500 in debt discount related to the beneficial conversion feature in connection with these debentures, \$89,000 of which was initially recorded as a derivative liability due to the variable convertible terms and \$112,500 was recorded in additional paid in capital. During the year ended August 31, 2013, the Company has recorded amortization expense amounting to \$247,965 with \$91,241 net discount balance remaining. As of August 31, 2013, \$67,020 of debt was converted into 2,027,975 shares of common stock. As of August 31, 2013, the balance of the Company's convertible debt amounts to \$321,588, net of discount.

During the quarter ended November 30, 2013, the Company amended and restructured several loans payable totaling \$202,500 into convertible loans (see note 4). In addition, \$127,500 convertible notes were assigned to third parties. These notes bear interest ranging from 6% - 12% and mature in one year or less. They are convertible in one year or less at a discount based on average share prices ranging between 10 and 30 days. As a result, the Company recorded \$277,508 in debt discount related to the beneficial conversion feature in connection with these debentures, \$125,008 of which was initially recorded as a derivative liability due to the variable convertible terms and \$152,500 was recorded in additional paid in capital. During the quarter ended November 30, 2013, the Company has recorded

amortization expense amounting to \$166,070 with \$84,490 net discount balance remaining. As of November 30, 2013, \$167,875 of debt was converted into 93,178,112 shares of common stock. As of November 30, 2013, the balance of the Company's convertible debt amounts to \$224,782, net of discount.

As of November 30, 2013, the Company has convertible loans which matured totaling \$143,798. To date the noteholders have not requested repayment or provided conversion notices relating to the matured notes. In addition the Company has convertible loans totaling \$75,000 which are in default due to the delay in filing audited August 31, 2013 financial statements. The default is cured when the 10-KA is filed.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

November 15, 2013

Via Email to
Ms. Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.
747 Third Avenue
New York, NY 10017

Dear Ms. Perry:

We note that your August 31, 2012 financial statements were audited by Sherb & Co., LLP. On November 7, 2013, the Securities and Exchange Commission ("SEC") denied Sherb & Co., LLP the privilege of appearing or practicing before the Commission as an accountant. You can find a copy of the order at <http://www.sec.gov/litigation/admin/2013/34-70823.pdf>

As Sherb & Co., LLP is barred from practicing before the SEC, you may not include its audit report in your filings with the Commission on or after November 7, 2013. If Sherb & Co., LLP audited a year that you are required to include in your filings with the Commission, you should have a firm that is registered with the PCAOB re-audit that year.

Please advise us as to how you intend to address this matter by no later than November 29, 2013. If you have any questions, you can reach me at 202-551-3849.

Sincerely,

/s/ Jennifer Thompson for

James Allegretto
Senior Assistant Chief Accountant

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NASSAU

-----X
ASHER ENTERPRISES, INC.,

Plaintiff,

-against-

Defendants,

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
and LINDA PERRY,

Defendants.
-----X

Index No.
Plaintiff designates
Nassau County as the
place of trial


The basis of the venue
is plaintiff's place of
business

SUMMONS

Plaintiff's principal place of
Business:
1 Linden Place
Great Neck, NY 11021

YOU ARE HEREBY SUMMONED to answer the Complaint in the above-entitled action and to serve a copy of your Answer on the Plaintiff's attorney within twenty (20) days after the service of this summons, exclusive of the day of service or within thirty (30) days after completion of service where service is made in any other manner than by personal delivery within the State. In case of your failure to appear or to answer, judgment will be taken against you by default for the relief demanded in the Complaint.

Dated: Great Neck, New York
February 12, 2014



NAIDICH, WURMAN, BIRNBAUM, &
MADAY, LLP
Attorneys for Plaintiff
80 Cuttermill Road, Suite 410
Great Neck, New York 11021
(516) 498-2900

Defendants' Addresses:

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
747 Third Avenue – 2nd Floor
New York, NY 10022

Linda Perry
c/o DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
747 Third Avenue – 2nd Floor
New York, NY 10022

Linda Perry
[REDACTED]
New York, NY [REDACTED]

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NASSAU

-----X
ASHER ENTERPRISES, INC.,

Index No.:

Plaintiff,

VERIFIED COMPLAINT

-against

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.,
and LINDA PERRY,

Defendants.
-----X

Plaintiff, Asher Enterprises, Inc., by its attorneys, Nadich Wurman Birnbaum & Maday LLP, as and for its Complaint, respectfully shows and alleges as follows:

- 1.e That at all times relevant herein, the plaintiff, ASHER ENTERPRISES, INC.e (“Plaintiff”) has been and remains a corporation organized and existing under the Laws of the State Delaware, authorized to do business in the State of New York, with an office for business in the County of Nassau.
2. That at all times relevant herein, the defendant, DIGITAL BRAND MEDIA & MARKETING GROUP, INC. (“DIGITAL BRAND”) has been and remains a corporation organized and existing under the Laws of the State of Florida with an office for business in the City of New York in the State of New York in the County of New York.
3. That at all times relevant herein, the defendant, LINDA PERRY (the “Individuale Defendant”), has, based upon information and belief, been and remains a resident of the City of New York in the State of New York in the County of New York, and is the Executive Director of DIGITAL BRAND.
- 4.e That upon information and belief, DIGITAL BRAND and the Individual Defendante conduct business within the State of New York.

AS AND FOR A FIRST CAUSE OF ACTION
PROMISSORY NOTES DEFAULTS

5.e Plaintiff repeats and realleges each and every allegation contained in paragraphs 1e through 4 of this Complaint with the same force and effect as if fully set forth at length herein.

6.e That on or about February 1, 2013, DIGITAL BRAND, as borrower, made, executed and delivered to the Plaintiff a convertible promissory note ("the February Note") in the amount of \$42,500, which Note was issued pursuant to a Securities Purchase Agreement ("the February Agreement") of even date, which provided for certain issuance of, and conversion rights in and to the common stock of DIGITAL BRAND.

7.e The principal balance of the February Note is \$5,000.00 and that sum with unpaid interest is now due and owing.

8.e That on or about April 25, 2013, DIGITAL BRAND, as borrower, made, executed and delivered to the Plaintiff a convertible promissory note ("the April Note") in the amount of \$37,500, which Note was issued pursuant to a Securities Purchase Agreement ("the April Agreement") of even date, which provided for certain issuance of, and conversion rights in and to the common stock of DIGITAL BRAND.

9.e No payments or conversions of the principal balance of the April Note have been made and the current principal balance is \$37,500 together with accrued, unpaid interest.

10.e That on or about June 5, 2013, DIGITAL BRAND, as borrower, made, executed and delivered to the Plaintiff a convertible promissory note ("the June Note" and together with the February Note and April Note, collectively referred to herein as "the Notes") in the amount of \$32,500, which Note was issued pursuant to a Securities Purchase Agreement ("the June Agreement" and together with the February Agreement and April Agreement, collectively referred to herein as "the Agreements") of even date, which provided for certain issuance of, and conversion rights in and to the common stock of DIGITAL BRAND.

11.e No payments or conversions of the principal balance of the April Note have been made and the current principal balance is \$32,500 together with accrued, unpaid interest.

12.e That the Agreements provided that venue for any action between the parties would be the State of New York, County of Nassau.

13.e That in the Notes, DIGITAL BRAND: (i) granted Plaintiff the right to convert all or any part of the outstanding and unpaid principal amount and accrued interest of the Notes into fully paid and non-assessable shares of common stock of DIGITAL BRAND; and (ii) agreed that an Event of Default of the Notes shall occur upon DIGITAL BRAND' failing to comply with the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act").e

14.e That DIGITAL BRAND has failed to file its Form 10Q for the quarterly period ending November 30, 2013 on or by its required due date of January 14, 2014.

15.e That on or about February 7, 2014, Plaintiff served a written notice of default under the Notes. A copy of the February 7, 2014 letter is annexed hereto and incorporated herein as Exhibit "A". The default has not been cured.

16.e That DIGITAL BRAND and Individual Defendant have not cured the defaults thereby causing damages to the Plaintiff in an amount to be determined by the Court but not less than an amount equal to \$112,500 [(50,000 + 37,500 + 32,500) * 150%] together with applicable interest thereon.

AS AND FOR A SECOND CAUSE OF ACTION
FRAUD IN THE INDUCEMENT

17.e Plaintiff repeats and realleges each and every allegation contained in paragraphs 1e through 16 of this Complaint with the same force and effect as if fully set forth at length herein.

18. Plaintiff made an investment in the aggregate amount of One Hundred Twelve Thousand Five Hundred Dollars (\$112,500.00) in DIGITAL BRAND as a result of the foregoing transactions and, other than \$37,500 of common stock in partial conversion of the February Note, has not received any payments nor common stock in conversion of such investments.

19.e Plaintiffs' willingness to assent to the terms of the investment and the Notes, and the investment itself, was caused by the fraudulent misrepresentations of DIGITAL BRAND and the Individual Defendant contained within the Notes, Agreements and confirmed within resolutions of the Board of Directors of DIGITAL BRAND including but not limited to the representations that DIGITAL BRAND would remain compliant with the reporting requirements of the Exchange Act.

20. That upon information and belief, DIGITAL BRAND and the Individual Defendant acting in concert and based upon a conspiracy between them made the foregoing representations with the knowledge that DIGITAL BRAND would not honor its obligations under the Notes and the Agreements.

21.e That Plaintiff has been irreparably damaged by DIGITAL BRAND and the Individual Defendant's misconduct.

22.e That DIGITAL BRAND and the Individual Defendant's conduct was fraudulent, oppressive and/or recklessly committed with scienter, to induce Plaintiff to invest in the Notes.

23.e That DIGITAL BRAND and Individual Defendant's actions have caused damages to the Plaintiff in an amount to be determined by the Court but not less than an amount equal to \$112,500 $[(5,000 + 37,500 + 32,500) * 150\%]$ together with applicable interest thereon.

AS AND FOR A THIRD CAUSE OF ACTION
BREACH OF CONTRACT – LOST PROFITS

24.e Plaintiff repeats and realleges each and every allegation contained in paragraphs 1e through 23 of this Complaint with the same force and effect as if fully set forth at length herein.

25.e That as a direct result of the defaults of the defendants and their failure to abide by their contractual obligations the Plaintiff has been deprived of, and continues to be deprived of, the opportunity to acquire and dispose of the common stock of DIGITAL BRAND which profits are irretrievably lost because the markets for the common stock can no longer be recreated.

26.e That by reason of the foregoing Plaintiff is entitled to judgment in an amount to be determined by the Court and equal to the lost profits that Plaintiff would have realized had the stock been made available and delivered to Plaintiff in accordance with its conversion notice.

27.e That DIGITAL BRAND and Individual Defendant' actions have caused damages to the Plaintiff in an amount to be determined by the Court but not less than an amount equal to \$112,500 $[(5,000 + 37,500 + 32,500) * 150\%]$ together with applicable interest thereon.

AS AND FOR A FOURTH CAUSE OF ACTION
BREACH OF CONTRACT – LITIGATION EXPENSES

28.e Plaintiff repeats and realleges each and every allegation contained in paragraphs 1e through 33 of this Complaint with the same force and effect as if fully set forth at length herein.

29.e That the Agreements provide that in the event of a dispute and/or litigation between the parties, the prevailing parties shall be entitled to recover all of its litigation expenses including reasonable attorney fees.

30.e That by reason of the foregoing, Plaintiff is entitled to a judgment for its reason legale fees and litigation expenses incurred in this action.

WHEREFORE, Plaintiff demands judgment as follows:

(i)e That DIGITAL BRAND and Individual Defendant have not cured thee defaults, thereby causing damages to the Plaintiff in an amount to be determined by the Court but not less than an amount equal to \$112,500 [(5,000 +e37,500 + 32,500) * 150%] together with applicable interest thereon on thee First Cause of Action.


(ii)eThat DIGITAL BRAND and Individual Defendant have not cured thee defaults, thereby causing damages to the Plaintiff in an amount to be determined by the Court but not less than an amount equal to \$112,500 [(5,000 +e37,500 + 32,500) * 150%], together with applicable interest thereon on thee Second Cause of Action;

(iii)e For an amount of lost profits to be determined by the Court but in noe event less than \$112,500 [(5,000 + 37,500 + 32,500) * 150%] together with applicable interest thereon on the Third Cause of Action;

(iv)e Awarding Plaintiff its reasonable legal fees and costs of litigation one the Fourth Cause of Action; and

(v)e Together with the costs and disbursements of this action, interest, ande such other and further relief as the Court may deem just and proper.

Dated: Great Neck, New York
February 12, 2014

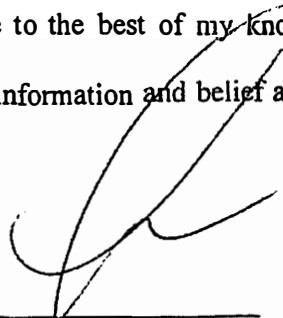


NAIDICH WURMAN BIRNBAUM &
MADAY, LLP
Attorneys for Plaintiff
80 Cuttermill Road, Suite 410
Great Neck, New York 11021
516-498-2900

VERIFICATION

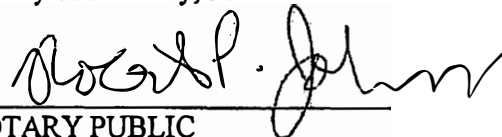
STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

Curt Kramer, being duly sworn, deposes and says: That I am the president of ASHER ENTERPRISES, INC., plaintiff in the within action; that I have read the foregoing Verified Complaint and know the contents thereof; the same is true to the best of my knowledge, except as to those matters therein stated to be alleged upon information and belief and as to those matters, I believe them to be true.



CURT KRAMER

Sworn to before me this
12 day of February, 2014



NOTARY PUBLIC

ROBERT P. JOHNSON
NOTARY PUBLIC STATE OF NEW YORK
NO. 30-4735214
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES MARCH 30, 2015

ASHER ENTERPRISES, INC.,

Plaintiff,

-against-

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
and LINDA PERRY,

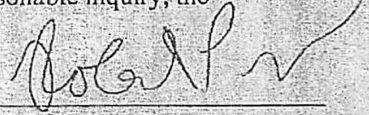
Defendants.

SUMMONS & COMPLAINT

NAIDICH WURNMAN BIRNBAUM & MADAY, LLP
ATTORNEYS FOR PLAINTIFF
80 CUTTERMILL ROAD - SUITE 410
GREAT NECK, NEW YORK 11021
(516) 498-2900

Pursuant to 22 NYCRR 130-1.1, the undersigned, an attorney admitted to practice in the courts of New York State, certifies that, upon information and belief and reasonable inquiry, the contentions contained in the annexed document are not frivolous.

DATED: February 12, 2014

Signature: 

Print: Robert P. Johnson, Esq.

Service of a copy of the within
Dated:

is hereby admitted.

Attorney(s) for

PLEASE TAKE NOTICE

NOTICE OF ENTRY that the within is a (certified) true copy of an Order entered in the office of the clerk of the within named Court on , 2012.

NOTICE OF SETTLEMENT that an Order of which the within is a true copy will be presented for settlement to the Hon. , one of the judges of within named Court, at on , 2012 at a.m.

DATED: Great Neck, New York
February 12, 2014

NAIDICH WURMAN BIRNBAUM & MADAY, LLP
Attorneys for Plaintiff
80 Cuttermill Road - Suite 410
Great Neck, New York 11021
(516) 498-2900

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NASSAU

-----X
ASHER ENTERPRISES, INC.,

Plaintiff,

-against-

DIGITAL BRAND MEDIA & MARKETING GROUP,
INC. and LINDA PERRY,

Defendants.
-----X

Index № 600717

**VERIFIED
ANSWER WITH
COUNTERCLAIM**

Hon. _____

Defendants, DIGITAL BRAND MEDIA & MARKETING GROUP, INC. and
LINDA PERRY, by and through their attorneys, MARSHAL SHICHTMAN &
ASSOCIATES, P.C., hereby answer the allegations set forth in Plaintiff's complaint as
follows:

1. Deny information sufficient to form a belief as to the allegations set forth in paragraphs 12, 15, 18 and there deny same.
2. Deny the truth of the allegations set forth in paragraphs 7, 9, 11, 13, 16, 19, 20, 21, 22, 23, 25, 26, 27, 29, and 30.
3. Except to admit that Defendant DIGITAL BRAND is a Florida corporation doing business in New York, denies the truth of the allegations set forth in paragraph 2.
4. Except to admit that Defendant LINDA PERRY is a New York resident and Executive Director of DIGITAL BRAND, denies the truth of the allegations set forth in paragraph 3.

-
5. Except to admit that Defendant DIGITAL BRAND executed a note on or about February 1, 2013, denies the truth of the allegations set forth in paragraph 6.
 6. Except to admit that Defendant DIGITAL BRAND executed a note on or about April 25, 2013, denies the truth of the allegations set forth in paragraph 8.
 7. Except to admit that Defendant DIGITAL BRAND executed a note on or about June 5, 2013, denies the truth of the allegations set forth in paragraph 10.
 8. Except to admit that Defendant DIGITAL BRAND did not file a 10Q for the period ending November 30, 2013, denies the truth of the allegations set forth in paragraph 14.

Affirmative Defenses

9. Plaintiff's claims are barred by reason of its failure to state a claim upon which relief can be granted.
10. Plaintiff's claims are barred by reason of its own culpable conduct, bad faith, laches and/or unclean hands.
11. Plaintiff's claims are barred by reason of statute of frauds.
12. Plaintiff's claims are barred by reason of lack of privity.
13. Plaintiff's claims are barred by reason of waiver.
14. Plaintiff's claims are barred by reason of lack of personal jurisdiction.
15. Plaintiff's claims are barred by reason of overvaluation of Plaintiff's claim.

-
16. Plaintiff's claims must be dismissed in the interests of justice.
 17. Plaintiff lacks standing to maintain this action.
 18. Plaintiff's claims are barred by reason of usurious interest.
 19. Plaintiff's claims are barred by reason of its own failure to adhere to the terms of the agreements and understandings between the parties.
 20. Plaintiff's claims are barred or offset by reason of the counterclaims interposed by the Defendants herein as follows.

COUNTERCLAIMS

Common Facts

21. Plaintiff is well known as a "lender of last resort."
22. Plaintiff has perfected a *modus operandi* whereby it preys upon publicly trading companies in dire need of operating capital, and then makes draconian loans convertible into common stock which it has no desire to be repaid and seeks primarily to convert into cheap stock.
23. Plaintiff sets up its "loan arrangements" so that it can convert the borrowing company's debt into publicly trading stock at a usurious multiple.
24. As a result of Plaintiff's machinations, it is able to usurp common trading stock from the borrowing company and then, effectively, dumps it into the market and drive the price of borrowing company's stock into near oblivion while enjoying substantial profit.
25. Plaintiff deployed the aforementioned scheme as against the Defendants

herein.

26. Plaintiff, upon information and belief, employs the scheme upon not less than 600 other public companies.
27. The Plaintiff knowingly, intentionally and willfully advanced sums to the Defendants which it was aware could not be repaid.
28. The Plaintiff knowingly, intentionally and willfully advanced such sums to the Defendants upon oppressive, usurious, improper, unlawful and unfair terms.
29. The Plaintiff knowingly, intentionally and willfully advanced such sums to the Defendants with the understanding that they were under extreme economic duress and would accede to any terms that the Plaintiff dictated.
30. The Plaintiff knowingly, intentionally and willfully advanced such sums with the understanding that it would receive trading common stock well in excess of the value of the purported loans so that it could then engage in its illicit and detrimental trading of such stock, all to its own benefit and all to the detriment of the Defendants.
31. The Plaintiff's Defendant repeatedly and persistently contacted the Defendant's auditor which placed the Plaintiff in the position of a *de facto* fiduciary and/or an "insider" as that term is defined by the Securities Exchange Commission.
32. Upon information and belief, Plaintiff routinely contacts auditors to receive insider information with all of its 600 companies it works with to obtain insider information.

-
33. The Plaintiff has acted in bad faith and with unclean hands.
34. The Plaintiff has improperly, unlawfully and illicitly traded the Plaintiffs' stock and caused its market value to plummet into virtual nothingness.

Count I -- Fraud

35. Defendants repeat and reallege all of the allegations set forth in paragraphs 1 through 34 and if same were forth more fully set forth herein.
36. Plaintiff represented to the Defendants that it would work with Defendants to get its company "vertical" and assist with restoring it to profitability.
37. Plaintiff knew that these representations of material fact were false at the time the representations were made.
38. The representations were in fact false as judged by its ordinary course of business with the Plaintiffs other clients, where the Plaintiff routinely dumps stock into public markets, effectively destroying the public market for the respective public company.
39. The intent of making the representations was to induce the Defendant to enter into the loan arrangements.
40. The Defendant materially relied upon Plaintiffs statements to be true, which was a material inducement to enter into the convertible loans.
41. By so inducing Defendants to enter into the agreements complained of, it committed fraud in the inducement.
42. Plaintiff has sold BILLIONS of the Defendant's shares into the public market through the employment of the convertible loans to Defendant. During the time Plaintiff has been selling into the market, the share price

has dropped from \$0.025 to \$0.0002, almost a 1,000% decline.

43. Defendant, due to its decreased share price from the sell in by Plaintiff, has been unable to attract other lenders, attract other business, consummate any contemplated acquisitions and/or merger as a result from Plaintiff's tortious activities.
44. As a result of the foregoing, the Defendants were damaged in a sum that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.
45. Pursuant to the laws, rules, regulations, and case law, Defendant is entitled to punitive damages for actions for fraud. Said punitive damages are calculated by the incurred damage to claimant multiplied by the number of occurrences by the respondent, which is roughly 600 other public companies.
46. The Plaintiff is accordingly liable to the Defendants in an amount that is greater than all courts of limited jurisdiction but not less than six hundred million (\$600,000,000.00) dollars.

Count II – Stock Manipulation, Illegal Distribution and violation of §5 of the Securities and Exchange Act of 1933

47. Defendants repeat and reallege all of the allegations set forth in paragraphs 1 through 46 and if same were forth more fully set forth herein.
48. By reason of Plaintiff's improper, illicit and unlawful trading of Defendants' publicly trading common stock, Plaintiff wrongfully,

improperly and/or unlawfully downwardly manipulated the price of such stock by selling into the market billions of shares of common stock.

49. By reason of Plaintiff's improper, illicit and unlawful trading of Defendants' publicly trading common stock, Plaintiff wrongfully, improperly and/or unlawfully engaged in and/or abetted the illegal distribution of such stock by selling in vast quantities of stock into the market, in aggregate constituting a distribution by selling newly issued stock directly into the market and Plaintiff is not registered to do underwriting.
50. Defendant is in the class sought to be protected by §5 of the Securities and Exchange Act of 1933.
51. As a result of the foregoing, the Defendants were damaged in a sum that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.
52. The Plaintiff is accordingly liable to the Defendants in an amount that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.

Count III – Tortious Interference

53. Defendants repeat and reallege all of the allegations set forth in paragraphs 1 through 52 and if same were forth more fully herein.
54. By reason of Plaintiff's *de facto* fiduciary status, Plaintiff was in a position to directly interfere with and/or otherwise influence Defendants' various contractual, representation and/or professional relationships by making the

Defendant's stock remarkably unappealing to potential business partners and creditors.

55. Plaintiff knowingly, intentionally and willfully exploited its unique position and adversely affected Defendants' above described relationships, again to Plaintiff's advantage and to Defendants' detriment.

56. As a result of the foregoing, the Defendants were damaged in a sum that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.

57. The Plaintiff is accordingly liable to the Defendants in an amount that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.

Count IV - Conversion

58. Defendants repeat and reallege all of the allegations set forth in paragraphs 1 through 52 and if same were forth more fully herein.

59. Plaintiff acting in bad faith, wrongfully induced Defendant to enter into the convertible loan agreements, wrongfully engaged in an illegal distribution contrary to §5 of the Securities and Exchange Act of 1933.

60. As a result of Plaintiff's aggregate bad faith, Plaintiff sold BILLIONS of shares into a thinly traded market, thus exerting undue control over the stock and drove the stock price down over 1,000%.

61. As a result of Plaintiff's relentless conversion and unmitigated selling into the market, the Plaintiff exerted wrongful control over the stock of the Defendant, driving the stock ever downward.

62. The Defendant has suffered material damage by the significant decrease in the stock price by the tarnishing of credit and deterring of potential business partners.

63. As a result of the foregoing, the Defendants were damaged in a sum that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.

64. The Plaintiff is accordingly liable to the Defendants in an amount that is greater than all courts of limited jurisdiction but not less than one million (\$1,000,000.00) dollars.

Count I – Fraud	\$1,000,000, actual damages \$600,000,000 punitive damages
Count II – Stock Manipulation & Illegal Distribution	\$1,000,000
Count III – Interference with Prospective Economic Advantage	\$1,000,000
Count IV – Conversion	\$1,000,000
<i>Total</i>	<i>\$604,000,000</i>

WHEREFORE, the answering Defendants demand judgment as against the Plaintiff dismissing the complaint in its entirety together judgment on the counterclaims, the costs and disbursements of this action, punitive damages, reasonable attorneys fees, and such other and further relief as this Court deems just and proper.

Dated: Carle Place, New York
May 16, 2014

Yours, etc.

MARSHAL SHICHTMAN & ASSOCIATES, P.C.

Attorneys for Defendants
One Old Country Road, Suite 360
Carle Place, New York 11514
(516) 741-5222 tel
(516) 741-5212 fax

To:
NAIDICH WURMAN BIRNBAUM
& MADAY, LLP
Attorneys for Plaintiff
80 Cuttermill Road, Suite 410
Great Neck, New York 11021
(516) 498-2900 tel

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NASSAU

-----X
ASHER ENTERPRISES, INC.,

Plaintiff,

-against-

DIGITAL BRAND MEDIA & MARKETING GROUP,
INC. and LINDA PERRY,

Defendants.
-----X

Index № 600717

VERIFICATION OF
ANSWER AND
COUNTER CLAIM

Hon. _____

Verification

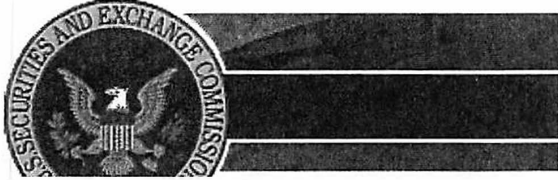
STATE OF NEW YORK)
 : ss.:
COUNTY OF NASSAU)

I, LINDA PERRY, am the Executive Director of Digital Brand Media & Marketing Group, Inc., compromising the Defendants. I have read the foregoing answer and know the contents thereof. I know the contents thereof by my own knowledge, except as to matters therein stated to be alleged on information and belief, and as to those matters I believe it to be true.

I affirm that the foregoing is true under the penalties of perjury.

Dated: Carle Place, New York
May 16, 2014

Linda Perry



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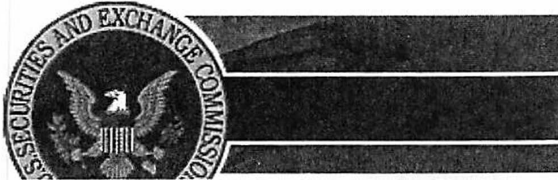
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10-Q	Documents	Interactive Data Quarterly report [Sections 13 or 15(d)] Acc-no: 0001185185-19-000063 (34 Act) Size: 2 MB	2019-01-14	000-528380 19525481
10-K0	Documents	Interactive Data Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001185185-18-002178 (34 Act) Size: 3 MB	2018-12-14	000-528380 181235347
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001185185-18-002101 (34 Act) Size: 31 KB	2018-11-29	000-528380 181207048
10-Q	Documents	Interactive Data Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-18-000031 (34 Act) Size: 3 MB	2018-07-18	000-528380 18958391
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-18-000024 (34 Act) Size: 49 KB	2018-07-17	000-528380 18955705
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10-Q0	Documents	Interactive Data Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-18-000009 (34 Act) Size: 4 MB	2018-06-22	000-528380 18915184
10-K	Documents	Interactive Data Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001127475-18-000007 (34 Act) Size: 14 MB	2018-05-31	000-528380 18870001
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NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-18-000002 (34 Act) Size: 49 KB	2018-04-18	000-528380 18760235
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001144204-18-008967 (34 Act) Size: 113 KB	2018-02-14	005-87517 18613137
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-17-000015 (34 Act) Size: 49 KB	2017-12-15	000-52838 1712587910
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8-K	Documents		Current report, items 4.01 and 9.01 Acc-no: 0001127475-17-000006 (34 Act) Size: 124 KB	2017-06-22	000-52838 17925510
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SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001144204-17-008462 (34 Act) Size: 115 KB	2017-02-14	005-87517 17605845
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SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001457716-15-000042 (34 Act) Size: 161 KB	2015-11-06	005-87517 151204805
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001062993-15-005534 (34 Act) Size: 34 KB	2015-10-21	005-87517 151167851
SC 13G/A	Documents		[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001615774-15-002886 (34 Act) Size: 74 KB	2015-10-09	005-87517 151152816
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SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001144204-13-066937 (34 Act) Size: 58 KB	2013-12-12	005-87517 131273440
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001199835-13-000836 (34 Act) Size: 76 KB	2013-12-09	005-87517 131265624
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001199835-13-000833 (34 Act) Size: 72 KB	2013-12-09	005-87517 131265246
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8-K	Documents		Current report, items 1.01, 2.01, 5.02, and 9.01 Acc-no: 0001471242-12-000888 (34 Act) Size: 43 KB	2012-06-12	000-52838 12903221
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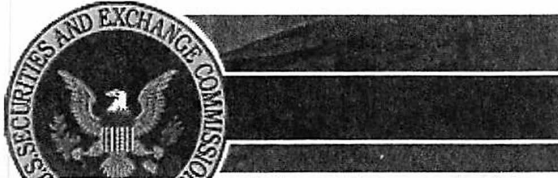
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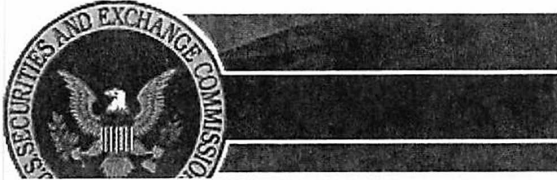
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10-K0	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001437749-11-009512 (34 Act) Size: 8 MB	2011-12-15	000-528380 111262334
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8-K0	Documents	Current report, item 5.02 Acc-no: 0001437749-11-007527 (34 Act) Size: 17 KB	2011-10-13	000-528380 111138356
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8-K0	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001437749-11-003533 (34 Act) Size: 35 KB	2011-05-23	000-528380 11865472
8-K	Documents	Current report, items 5.02 and 9.01 Acc-no: 0001437749-11-002342 (34 Act) Size: 41 KB	2011-04-15	000-528380 11761935
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10-Q0	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-11-000352 (34 Act) Size: 413 KB	2011-01-19	000-528380 11536578
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001437749-11-000311 (34 Act) Size: 31 KB	2011-01-18	000-528380 11533640
10-K0	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001437749-10-004392 (34 Act) Size: 909 KB	2010-12-15	000-528380 101252148
NT 10-K0	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT4050 Acc-no: 0001437749-10-004198 (34 Act) Size: 33 KBO	2010-11-30	000-52838 1012219880
8-K/A0	Documents	[Amend] Current report, items 1.01, 2.01, and 9.01 Acc-no: 0001437749-10-002924 (34 Act) Size: 1 MB	2010-09-08	000-528380 101062810
10-Q0	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-10-002230 (34 Act) Size: 541 KB	2010-07-15	000-528380 10954445
8-K/A0	Documents	[Amend] Current report, items 1.01, 2.01, 5.02, and 9.01 Acc-no: 0001437749-10-002224 (34 Act) Size: 91 KB	2010-07-15	000-528380 10954038

10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-10-001138 (34 Act) Size: 574 KB	2010-04-19	000-52838 10757233
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001437749-10-001052 (34 Act) Size: 27 KB	2010-04-14	000-52838 10749771
8-K/A	Documents	[Amend] Current report, items 1.01, 2.01, 5.02, and 9.01 Acc-no: 0001437749-10-001003 (34 Act) Size: 616 KB	2010-04-09	000-52838 10740719
8-K/A	Documents	[Amend] Current report, items 1.01 and 9.01 Acc-no: 0001437749-10-000085 (34 Act) Size: 66 KB	2010-01-20	000-52838 10536829
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-10-000038 (34 Act) Size: 617 KB	2010-01-11	000-52838 10518563
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001437749-09-001982 (34 Act) Size: 849 KB	2009-12-08	000-52838 091226938
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001437749-09-001917 (34 Act) Size: 34 KB	2009-11-30	000-52838 091212784
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-09-000710 (34 Act) Size: 1 MB	2009-07-01	000-52838 09922383
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-09-000463 (34 Act) Size: 612 KB	2009-05-04	000-52838 09792818
NTN 10Q	Documents	Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001437749-09-000393 (34 Act) Size: 29 KB	2009-04-16	000-52838 09754224
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001437749-09-000026 (34 Act) Size: 548 KB	2009-01-16	000-52838 09531596
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001437749-09-000024 (34 Act) Size: 28 KB	2009-01-14	000-52838 09526670
10-K	Documents	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001437749-09-000019 (34 Act) Size: 805 KB	2009-01-14	000-52838 09524899
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001172665-08-000196 (34 Act) Size: 16 KB	2008-12-01	000-52838 081221668
8-K/A	Documents	[Amend] Current report, items 1.01 and 9.01 Acc-no: 0001144204-08-052183 (34 Act) Size: 84 KB	2008-09-10	000-52838 081065882
10-Q	Documents	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001172665-08-000147 (34 Act) Size: 220 KB	2008-07-14	000-52838 08951005
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-08-000080 (34 Act) Size: 214 KB	2008-04-15	000-52838 08757488
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001172665-08-000078 (34 Act) Size: 15 KB	2008-04-15	000-52838 08757401
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-08-000005 (34 Act) Size: 59 KB	2008-01-09	000-52838 08521008
8-K/A	Documents	[Amend] Current report, items 1.01 and 9.01 Acc-no: 0001144204-07-068870 (34 Act) Size: 60 KB	2007-12-21	000-52838 071322845
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001172665-07-000354 (34 Act) Size: 104 KB	2007-12-12	000-52838 071302661
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001172665-07-000346 (34 Act) Size: 8 KB	2007-11-30	000-52838 071276926
8-A12G	Documents	Registration of securities [Section 12(g)] Acc-no: 0001144204-07-052174 (34 Act) Size: 26 KB	2007-10-01	000-52838 071146739
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000211 (34 Act) Size: 63 KB	2007-07-13	333-85072 07978460



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Digital Brand Media & Marketing Group, Inc. CIK#:
0001127475 (see all company filings)

SIC: 7389 - SERVICES-BUSINESS SERVICES, NEC
 State location: NY | State of Inc.: FL | Fiscal Year End: 0831
 formerly: RTG VENTURES INC (filings through 2013-04-11)
 (Assistant Director Office: 2 & 3)
 Get insider transactions for this issuer.

Business Address
 747 THIRD AVE, 2ND FLOOR
 NEW YORK NY 10017
 646-722-2706

Mailing Address
 747 THIRD AVE, 2ND FLOOR
 NEW YORK NY 10017

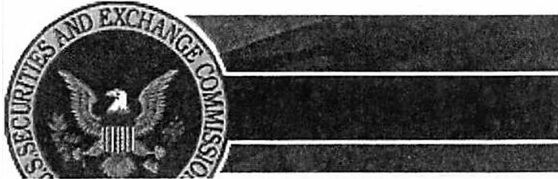
Filter Results: Filing Type: Prior to: (YYYYMMDD) Ownership? include exclude only Limit Results Per Page: Search

Items 121 - 160 RSS Feed

Filings	Format	Description	Filing Date	File/Film Number
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000190 (34 Act) Size: 63 KB	2007-05-23	333-85072 07872613
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000188 (34 Act) Size: 63 KB	2007-05-22	333-850720 07871745
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001172665-07-000186 (34 Act) Size: 109 KB	2007-05-22	333-850720 07871610
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000170 (34 Act) Size: 66 KB	2007-05-15	333-850720 07855127
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000169 (34 Act) Size: 65 KB	2007-05-15	333-850720 07855055
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-07-000168 (34 Act) Size: 65 KB	2007-05-15	333-850720 07854957
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001172665-07-000167 (34 Act) Size: 112 KB	2007-05-15	333-850720 07854932
8-K0	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001144204-07-013817 (34 Act) Size: 392 KB	2007-03-21	333-850720 07708575
8-K/A	Documents	[Amend] Current report, items 5.01, 5.02, and 9.01 Acc-no: 0001161697-06-000414 (34 Act) Size: 14 KB	2006-04-28	333-850720 06788883
8-K0	Documents	Current report, items 5.01, 5.02, and 9.01 Acc-no: 0001161697-06-000386 (34 Act) Size: 13 KB	2006-04-25	333-850720 06778940
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001172665-05-000654 (34 Act) Size: 8 KB	2005-11-30	333-850720 051235242
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001172665-05-000409 (34 Act) Size: 65 KB	2005-07-20	333-850720 05963957
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001172665-05-000401 (34 Act) Size: 8 KB	2005-07-15	333-850720 05957622
8-K	Documents	Current report, items 5.02, 5.03, 7.01, and 9.01 Acc-no: 0001144204-05-012804 (34 Act) Size: 9 KB	2005-04-26	333-850720 05772359
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001144204-05-012338 (34 Act) Size: 62 KB	2005-04-21	333-850720 05763510
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB	2005-04-15	333-850720

		Acc-no: 0001144204-05-011675 (34 Act) Size: 8 KB		05753363
8-K	Documents	Current report, items 5.01, 5.02, and 9.01 Acc-no: 0001144204-05-006075 (34 Act) Size: 8 KB	2005-02-25	333-85072 05641976
8-K	Documents	Current report, items 5.01, 5.02, 5.03, and 9.01 Acc-no: 0001144204-05-005740 (34 Act) Size: 10 KB	2005-02-22	333-85072 05631621
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001144204-05-002442 (33 Act) Size: 19 KB	2005-01-27	333-122327 05552139
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001144204-05-002090 (34 Act) Size: 45 KB	2005-01-24	333-85072 05544531
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001144204-05-001269 (34 Act) Size: 6 KB	2005-01-14	333-85072 05530732
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001144204-05-001248 (34 Act) Size: 111 KB	2005-01-14	333-85072 05530240
8-K	Documents	Current report, items 4.01 and 9.01 Acc-no: 0001144204-04-021024 (34 Act) Size: 38 KB	2004-12-03	333-85072 041184134
NT 10-K	Documents	Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001144204-04-020698 (34 Act) Size: 7 KB	2004-11-30	333-85072 041175000
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001144204-04-015818 (33 Act) Size: 24 KB	2004-10-06	333-119568 041068511
8-K	Documents	Current report, items 1.01 and 9.01 Acc-no: 0001144204-04-015792 Size: 35 KB	2004-10-06	333-85072 041067913
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001144204-04-013932 Size: 85 KB	2004-09-07	333-118837 041018582
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001162327-04-000058 Size: 159 KB	2004-07-15	333-85072 04916128
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001162327-04-000051 Size: 161 KB	2004-05-14	333-85072 04806659
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001162327-04-000043 Size: 14 KB	2004-04-15	333-85072 04735438
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001162327-04-000025 Size: 82 KB	2004-02-05	333-112496 04568442
S-8 POS	Documents	Securities to be offered to employees in employee benefit plans, post-effective amendments Acc-no: 0001162327-04-000018 Size: 29 KB	2004-01-23	333-112155 04541139
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001162327-04-000015 Size: 80 KB	2004-01-23	333-112155 04540674
10KSB/A	Documents	[Amend] Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001162327-04-000012 Size: 157 KB	2004-01-23	333-85072 04540273
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001162327-04-000009 Size: 133 KB	2004-01-20	333-85072 04532567
NT 10-Q	Documents	Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001162327-04-000005 Size: 8 KB	2004-01-13	333-85072 04522825
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001162327-04-000003 Size: 191 KB	2004-01-02	333-85072 04500872
10KSB	Documents	Optional form for annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405] Acc-no: 0001162327-03-000085 Size: 238 KB	2003-12-31	333-85072 031080158
8-K	Documents	Current report, item 5 Acc-no: 0001162327-03-000057 Size: 15 KB	2003-09-05	333-85072 03882954
8-K	Documents	Current report, item 8 Acc-no: 0001162327-03-000052 Size: 13 KB	2003-08-29	333-85072 03874414

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Digital Brand Media & Marketing Group, Inc. CIK#: 0001127475 (see all company filings)

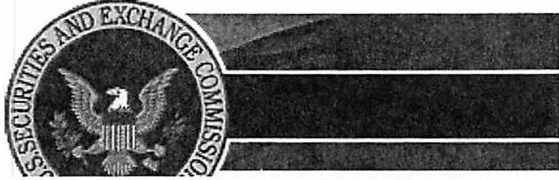
SIC: 7389 - SERVICES-BUSINESS SERVICES, NEC
 State location: NY | State of Inc.: FL | Fiscal Year End: 0831
 formerly: RTG VENTURES INC (filings through 2013-04-11)
 (Assistant Director Office: 2 & 3)
 Get insider transactions for this issuer.

Business Address	Mailing Address
747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017

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Items 161 - 172 RSS Feed

Filings	Format	Description	Filing Date	File/Film Number
8-K	Documents	Current report, items 4 and 7 Acc-no: 0001162327-03-000049 Size: 194 KB	2003-08-22	333-850720 03862674
S-8	Documents	Securities to be offered to employees in employee benefit plans Acc-no: 0001116502-03-001377 Size: 55 KB	2003-07-29	333-107446 03809333
8-K0	Documents	Current report, items 1, 2, 5, and 7 Acc-no: 0001116502-03-001028 Size: 7 KB	2003-06-06	333-850720 03735279
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001116502-03-000787 Size: 18 KB	2003-05-06	333-850720 03683425
10QSB	Documents	Optional form for quarterly and transition reports of small business issuers Acc-no: 0001116502-03-000325 Size: 18 KB	2003-03-11	333-850720 03599618
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-001797 Size: 94 KB	2002-11-19	333-85072 02833102
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-001730 Size: 94 KB	2002-11-14	333-850720 028234220
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-001552 Size: 93 KB	2002-10-22	333-850720 02794650
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-001363 Size: 87 KB	2002-09-12	333-850720 02762174
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-000974 Size: 95 KB	2002-07-16	333-85072 02704080
SB-2/A	Documents	[Amend] Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-000825 Size: 97 KB	2002-06-07	333-85072 02674057
SB-2	Documents	Optional form for registration of securities to be sold to the public by small business issuers Acc-no: 0001116502-02-000356 Size: 124 KB	2002-03-27	333-850720 02589555



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Form NTN 10K - Notices of Late Filings of Form 10-K or 10-KSB:

SEC Accession No. 0001127475-15-000026

Filing Date 2015-12-02	Period of Report 2015-08-31
Accepted 2015-12-02 13:26:47	Effectiveness Date 2015-12-02
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10K - DBMM 08.31.15	dbmmnt10kaug3115.htm	NT 10-K	48894
	Complete submission text file	0001127475-15-000026.txt		50030

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorpor.:** FL | **Fiscal Year End:** 0831
Type: NTN 10K | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 151264191
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER
000-52838e

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: August 31, 2015

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

As of the date of this report, the Registrant's Annual Report on Form 10-K for the period ending August 31, 2015 could not be completed and filed within the prescribed time period without unreasonable effort and expense because additional time is required by the Registrant to complete underlying data and complete its financial statements.

PART IV — OTHER INFORMATION

(1)e Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706e (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Digital Brand Media & Marketing, Inc.

Date: December 2, 2015
Full Name of Registrant

By: /s/ Linda Perry
Linda Perry, Executive Director

Former Name if Applicable

747 Third Avenue

Address of Principal Executive Office (Street and Number)

New York, NY 10017

City, State and Zip Code



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-K/A - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405: [Amend]
SEC Accession No. 0001127475-15-000028

Filing Date	Period of Report
2015-12-07	2015-08-21
Accepted	Effectiveness Date
2015-12-07 08:38:39	2015-12-07
Documents	
1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10K/A - DBMM 08.31.15	dbmmnt10ka_aug3115.htm	NT 10-K/A	49683
	Complete submission text file	0001127475-15-000028.txt		50823

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorporation:** FL | **Fiscal Year End:** 0831
Type: NT 10-K/A | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 151271324
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address	Mailing Address
747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25 / Amendment 1

SEC FILE NUMBER
000-52838o

NOTIFICATION OF LATE FILING

(Check one):

X	Form 10-K		Form 20-Fo		Form 11-Ko		Form 10-Q		Form 10-Do		Form N- SAR		Form N- CSR
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For Period Ended: August 31, 2015

Transition Report on Form 10-Ko

Transition Report on Form 20-Fo

Transition Report on Form 11-Ko

Transition Report on Form 10-Qo

Transition Report on Form N-SARo

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

<input type="checkbox"/>	<p>(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;</p> <p>(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and</p> <p>(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.</p>
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PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

The Registrant is withdrawing/amending NT 10-K, Form 12b-25 filed on December 2, 2015 by Amendment dated today, December 7, 2015 herein. The earlier filing was issued in error by the Registrant and the Amendment is intended to clarify its understanding and

As of the date of this report Amendment, the Registrant's Annual Report on Form 10-K for the period ending August 31, 2015 could not be completed and filed within the prescribed time period without unreasonable effort and expense because additional time is required by the Registrant to complete underlying data and complete its financial statements.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name)	646 (Area Code)	722-2706o (Telephone Number)
-----------------------	--------------------	---------------------------------

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing, Inc.	
Full Name of Registrant	
Former Name if Applicable	Digital Brand Media & Marketing, Inc.
747 Third Avenue	(Name of Registrant as Specified in Charter)
Address of Principal Executive Office (<i>Street and Number</i>)	
has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.	
Date:	December 7, 2015
By:	/s/ Linda Perry Linda Perry, Executive Director
City, State and Zip Code	
New York, NY 10017	



U.S. Securities and Exchange Commission

Filing Detail

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Form NTN 10Q - Notices of Late Filings of Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-16-000030

Filing Date 2016-01-25	Period of Report 2015-11-30
Accepted 2016-01-25 16:25:56	Effectiveness Date 2016-01-25
Documents 1	

Document Format Files

<u>Seq</u>	<u>Description</u>	<u>Document</u>	<u>Type</u>	<u>Size</u>
1	NT 10Q - Q3 2015 - MAY 31, 2015	dbmmnt10qnov3015.htm	NT 10-Q	48030
	Complete submission text file	0001127475-16-000030.txt		49166

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NTN 10Q | Act: 34 | File No.: 000-52838 | Film No.: 161359039
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER
000-52838

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: November 30, 2015

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company intends to file 1Q2016 coincidentally with 10-K 2015.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry 646 722-2706
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

3/28/2019

NT 10Q - Q3 2015 - May 31, 2015

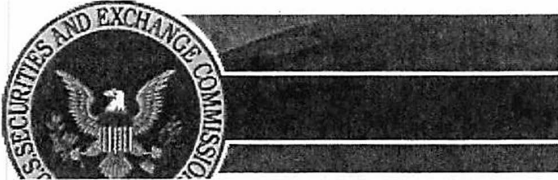
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 22, 2016

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NTN 10Q - Notices of Late Filings of Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-16-000032

Filing Date 2016-04-18	Period of Report 2016-02-29
Accepted 2016-04-18 16:30:02	Effectiveness Date 2016-04-18
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10Q - Q2 2016 - FEB 29, 2016	dbmmt10qfeb2916.htm	NT 10-Q	48028
	Complete submission text file	0001127475-16-000032.txt		49164

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NTN 10Q | Act: 34 | File No.: 000-52838 | Film No.: 161577175
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER
000-52838

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: February 29, 2016

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date, or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date, and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company intends to file 2Q2016 coincidentally with 10-K 2015.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry 646 722-2706
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 18, 2016

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

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Form NTN 10Q - Notices of Late Filings of Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-16-000034

Filing Date 2016-07-19	Period of Report 2016-05-31
Accepted 2016-07-19 16:52:46	Effectiveness Date 2016-07-19
Documents 1	

Document Format Files

<u>Seq</u>	<u>Description</u>	<u>Document</u>	<u>Type</u>	<u>Size</u>
1	NT 10Q - Q3 2016 - MAY 31, 2016	dbmmnt10qmay3116.htm	NT 10-Q	48016
	Complete submission text file	0001127475-16-000034.txt		49152

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NTN 10Q | Act: 34 | File No.: 000-52838 | Film No.: 161773914
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER
000-52838

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: May 31, 2016

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company intends to file 3Q2016 coincidentally with 10-K 2015.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification
- | | | |
|--------------------|-------------|--------------------|
| <u>Linda Perry</u> | <u>646</u> | <u>722-2706</u> |
| (Name) | (Area Code) | (Telephone Number) |
- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).
- Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?
- Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 19, 2016

By: /s/ Linda Perry
Linda Perry, Executive Director



Filing Detail

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Form NT 10-K - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405:

SEC Accession No. 0001127475-16-000036

Filing Date	Period of Report
2016-12-16	2016-08-31
Accepted	Effectiveness Date
2016-12-16 16:25:09	2016-12-16
Documents	
1	

Document Format Files

Seq	Description	Document	Type	Size
1	DBMM NT 10K AUG 31, 2016	dbmmnt10kaug3116.htm	NT 10-K	48005
	Complete submission text file	0001127475-16-000036.txt		49141

Digital Brand Media & Marketing Group, Inc. (Filer) **CIK:** 0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorp.:** FL | **Fiscal Year End:** 0831
Type: NT 10-K | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 162056592
SIC: 7389 Services-Business Services, NEC
 Assistant Director 2 & 3

Business Address	Mailing Address
747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 12b-25

**SEC FILE NUMBER
000-52838**

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: August 31, 2016

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

<input checked="" type="checkbox"/>	(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
	(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject

quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its financial statements without unreasonable effort or expense. The Company intends to file the outstanding reports as a priority, as soon as possible.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry

(Name)

646

(Area Code)

722-2706

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2016

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-K/A - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405: [Amend]
SEC Accession No., 0001127475-16-000038

Filing Date 2016-12-16	Period of Report 2016-08-31
Accepted 2016-12-16 17:16:09	Effectiveness Date 2016-12-16
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	DBMM NT/A 10K AUG 31, 2106	dbmmnt10kaaug3116.htm	NT 10-K/A	48181
	Complete submission text file	0001127475-16-000038.txt		49321

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
 0001127475 (see all company filings)

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

IRS No.: 593666743 | State of Incorpor.: FL | Fiscal Year End: 0831
 Type: NT 10-K/A | Act: 34 | File No.: 000-52838 | Film No.: 162057128
 SIC: 7389 Services-Business Services, NEC
 Assistant Director 2 & 3

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 12b-25 **SEC FILE NUMBER**
000-52838
NOTIFICATION OF LATE FILING

(Check one):

<input checked="" type="checkbox"/>	X	<input type="checkbox"/>	Form 10-K	<input type="checkbox"/>	Form 20-F	<input type="checkbox"/>	Form 11-K	<input type="checkbox"/>	Form 10-Q	<input type="checkbox"/>	Form 10-D	<input type="checkbox"/>	Form N-SAR	<input type="checkbox"/>	Fo N-CSI
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For Period Ended: August 31, 2016

Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing, Inc.
 Full Name of Registrant

Former Name if Applicable

747 Third Avenue
 Address of Principal Executive Office (Street and Number)

New York, NY 10017
 City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

<input type="checkbox"/>	(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
<input type="checkbox"/>	(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject

quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Amended filing is to correct the checkboxes in Part 2 and Part 4(2) which should not have been checked. Registrant's limited resources prevent it from allocating timely resources to the completion of its financial statements without unreasonable effort or expense. The Company intends to file the outstanding reports as a priority, as soon as possible.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry

(Name)

646

(Area Code)

722-2706

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2016

By: /s/ Linda Perry

Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-Q - Notification of inability to timely file Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-17-000002

Filing Date 2017-01-19	Period of Report 2016-11-30
Accepted 2017-01-19 09:17:36	Effectiveness Date 2017-01-19
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10Q - Q1 2017 - NOVEMBER 30, 2016	dbmmnt10qnov3016.htm	NT 10-Q	48154
	Complete submission text file	0001127475-17-000002.txt		49289

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NT 10-Q | Act: 34 | File No.: 000-52838 | Film No.: 17534935
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [] Form 10-K [] Form 20-F [] Form 11-K [X] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: November 30, 2015

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant
Former Name if Applicable
747 Third Avenue Address of Principal Executive Office (Street and Number)
New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [] (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company Intends to file 1Q2017 coincidentally with 10-K 2016. The Company sees the filing as a priority and will transact as soon as possible.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes [] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 19, 2017

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-Q - Notification of inability to timely file Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-17-000004

Filing Date 2017-04-19	Period of Report 2017-02-28
Accepted 2017-04-19 16:13:23	Effectiveness Date 2017-04-19
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10Q - Q2 2017 - FEBRUARY 28, 2017	dbmmnt10qfeb2817.htm	NT 10-Q	48141
	Complete submission text file	0001127475-17-000004.txt		49276

Digital Brand Media & Marketing Group, Inc. (Filer) [CIK](#):
0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorp.:** FL | **Fiscal Year End:** 0831
Type: NT 10-Q | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 17770112
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address
747 THIRD AVE, 2ND
FLOOR
NEW YORK NY 10017
646-722-2706

Mailing Address
747 THIRD AVE, 2ND
FLOOR
NEW YORK NY 10017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [] Form 10-K [] Form 20-F [] Form 11-K [X] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: February 28, 2017

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant
Former Name if Applicable
747 Third Avenue Address of Principal Executive Office (Street and Number)
New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [] (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date;
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra sheets if needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company intends to file 2Q2017 coincidentally with 10-K 2016. The Company sees the filing as a priority and will transact as soon as possible.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? Yes [] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 19, 2017

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-Q - Notification of inability to timely file Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-17-000008

Filing Date 2017-08-14	Period of Report 2017-05-31
Accepted 2017-08-14 07:33:39	Effectiveness Date 2017-08-14
Documents 1	

Document Format Files

<u>Seq</u>	<u>Description</u>	<u>Document</u>	<u>Type</u>	<u>Size</u>
1	NT 10Q - Q3 2017 - MAY 31, 2017	dbmmnt10qmay3117.htm	NT 10-Q	48125
	Complete submission text file	0001127475-17-000008.txt		49261

Digital Brand Media & Marketing Group, Inc. (Filer) **CIK:** 0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorp.:** FL | **Fiscal Year End:** 0831
Type: NT 10-Q | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 171026894
SIC: 7389 Services-Business Services, NEC
 Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [] Form 10-K [] Form 20-F [] Form 11-K [X] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: May 31, 2017

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant
Former Name if Applicable
747 Third Avenue Address of Principal Executive Office (Street and Number)
New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [] (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

Registrant's limited resources prevent it from allocating timely resources to the completion of its quarterly financial statements without unreasonable effort or expense. The Company intends to file 3Q2017 coincidentally with 10-K 2016. The Company sees the filing as a priority and will transact as soon as possible.

PART IV - OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification
Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)
(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes [] No []
(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 16, 2017

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-K - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405:
SEC Accession No. 0001127475-17-000015

Filing Date 2017-12-15	Period of Report 2017-08-31
Accepted 2017-12-15 15:02:20	Effectiveness Date 2017-12-15
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10K - Q4 2017 - AUG 31, 2017	dbmmnt10kaug3117.htm	NT 10-K	47903
	Complete submission text file	0001127475-17-000015.txt		49039

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NT 10-K | Act: 34 | File No.: 000-52838 | Film No.: 171258791
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [X] Form 10-K [] Form 20-F [] Form 11-K [] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: August 31, 2017

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant
Former Name if Applicable
747 Third Avenue Address of Principal Executive Office (Street and Number)
New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [] (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

DBMM is preparing a Consolidated (Super) 10-K for 2015-2016-2017 and have allocated additional resources both in time and capital to support the professional advisors completion as soon as possible. The labor intensive effort identifies the task as its main priority. Once completed, the next Annual Audit is not due until November 30, 2018.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes [] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 15, 2017

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

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Form NT 10-K - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405:

SEC Accession No. 0001127475-18-000002

Filing Date 2018-04-18	Period of Report 2017-11-30
Accepted 2018-04-18 07:55:23	Effectiveness Date 2018-04-18
Documents 1	

Document Format Files

<u>Seq</u>	<u>Description</u>	<u>Document</u>	<u>Type</u>	<u>Size</u>
1	NT 10K - Q1 2018 - NOV 30, 2017	dbmmnt10qnov3017.htm	NT 10-K	48184
	Complete submission text file	0001127475-18-000002.txt		49319

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
Type: NT 10-K | Act: 34 | File No.: 000-52838 | Film No.: 18760235
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [] Form 10-K [] Form 20-F [] Form 11-K [X] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: November 30, 2017

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant
Former Name if Applicable
747 Third Avenue Address of Principal Executive Office (Street and Number)
New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [] (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

DBMM is preparing a Consolidated (Super) 10-K for 2015-2016-2017 and have allocated additional resources both in time and capital to support the professional advisors completion as soon as possible. The labor intensive effort identifies the task as its main priority. Once completed, the next Annual Audit is not due until November 30, 2018. The Quarterly 10Q for 1 and 2Q's will be immediately prepared and filed following the filing of the Consolidated 10-K for 2015-2016-2017

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes [] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

3/27/2019

NT 10K - Q1 2018 - Nov 30, 2017

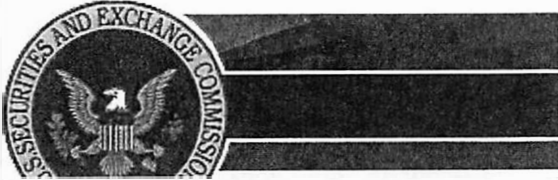
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 17, 2018

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

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Form NT 10-Q - Notification of inability to timely file Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-18-000004

Filing Date 2018-04-18	Period of Report 2018-02-28
Accepted 2018-04-18 08:02:49	Effectiveness Date 2018-04-18
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	NT 10Q - Q2 2018 - FEB 28, 2017	dbmmnt10qfeb2818.htm	NT 10-Q	48180
	Complete submission text file	0001127475-18-000004.txt		49315

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorp.:** FL | **Fiscal Year End:** 0831
Type: NT 10-Q | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 18760244
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER
000-52838

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: February 28, 2018

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

DBMM is preparing a Consolidated (Super) 10-K for 2015-2016-2017 and have allocated additional resources both in time and capital to support the professional advisors completion as soon as possible. The labor intensive effort identifies the task as its main priority. Once completed, the next Annual Audit is not due until November 30, 2018. The Quarterly 10Q for 1 and 2Q's will be immediately prepared and filed following the filing of the Consolidated 10-K for 2015-2016-2017.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

3/27/2019

NT 10Q - Q2 2018 - Feb 28, 2017

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 17, 2018

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-Q - Notification of inability to timely file Form 10-Q or 10-QSB:

SEC Accession No. 0001127475-18-000024

Filing Date 2018-07-17	Period of Report 2018-05-31
Accepted 2018-07-17 09:53:20	Effectiveness Date 2018-07-17
Documents 1	

Document Format Files

Seg	Description	Document	Type	Size
1	NT 10K - Q3 2018 - MAY 31, 2018	dbmmnt10qnmay3118.htm	NT 10-Q	48104
	Complete submission text file	0001127475-18-000024.txt		49239

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | State of Incorp.: FL | Fiscal Year End: 0831
 Type: **NT 10-Q** | Act: 34 | File No.: 000-52838 | Film No.: 18955705
 SIC: 7389 Services-Business Services, NEC
 Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
---	--

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 12b-25

SEC FILE NUMBER 000-52838

NOTIFICATION OF LATE FILING

(Check one): [] Form 10-K [] Form 20-F [] Form 11-K [X] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: November 30, 2017

- [] Transition Report on Form 10-K
[] Transition Report on Form 20-F
[] Transition Report on Form 11-K
[] Transition Report on Form 10-Q
[] Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc. Full Name of Registrant

Former Name if Applicable

747 Third Avenue Address of Principal Executive Office (Street and Number)

New York, NY 10017 City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
(b) [X] The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date;
(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

DBMM completed its filing on Form 10Q for the period ended May 31, 2018 (Q3-2018) in a timely fashion. However, on Edgarrization of the report, and submission of a test filing, including the Interactive Data (XBRL) files the filing agent received an error response from the Edgar system indicating it had found an invalid ASCII code (19) in a line of the filing. As soon as this error is corrected, the filing will be posted.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry (Name) 646 (Area Code) 722-2706 (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes [X] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes [] No [X]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 17, 2018

By: /s/ Linda Perry
Linda Perry, Executive Director



U.S. Securities and Exchange Commission

Filing Detail

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Form NT 10-K - Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405:
SEC Accession No. 0001185185-18-002101

Filing Date 2018-11-29	Period of Report 2018-08-31
Accepted 2018-11-29 08:22:03	Effectiveness Date 2018-11-29
Documents 1	

Document Format Files

Seq	Description	Document	Type	Size
1	FORM NT 10-K Complete submission text file	dbmm20181128_nt10k.htm 0001185185-18-002101.txt	NT 10-K	30504 31640

Digital Brand Media & Marketing Group, Inc. (Filer) CIK:
0001127475 (see all company filings)

IRS No.: 593666743 | **State of Incorp.:** FL | **Fiscal Year End:** 0831
Type: NT 10-K | **Act:** 34 | **File No.:** 000-52838 | **Film No.:** 181207048
SIC: 7389 Services-Business Services, NEC
Assistant Director 2 & 3

Business Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017 646-722-2706	Mailing Address 747 THIRD AVE, 2ND FLOOR NEW YORK NY 10017
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UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

SEC FILE NUMBER
000-52838

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: August 31, 2018

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Digital Brand Media & Marketing Group, Inc.
Full Name of Registrant

Former Name if Applicable

747 Third Avenue
Address of Principal Executive Office (Street and Number)

New York, NY 10017
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra Sheets if Needed)

The Company has not been able to compile the requisite financial data and other narrative information necessary to enable it to complete the Company's Annual Report on Form 10-K by November 29, 2018 without unreasonable effort and expense.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Linda Perry	646	722-2706
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Digital Brand Media & Marketing Group, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 29, 2018

By: /s/ Linda Perry
Linda Perry, Executive Director

United States of America before the
Securities and Exchange Commission
Exchange Act Release № 80701
Administrative Proceeding File № 3-17990

-----X
In the Matter of

Digital Brand Media & Marketing Group, Inc.,

DBMM.
-----X

File № 3-17990

**ANSWER TO MOTION
FOR RULING ON THE
PLEADINGS**

Hon. Brenda P. Murray, CAJ

DBMM Digital Brand Media and Marketing Group, Inc., CIK 0001127475, ("DBMM"), by and through their counsel Marshal Shichtman & Associates, P.C., hereby submits this Answer to the Motion for Ruling on the Pleadings, dated 6 June 2017.

Background:

1. Digital Brand Media & Marketing Group, Inc. ("DBMM") had been using Sherb & Co., LLP as the DBMM's auditors from 2006 to 2013. The Commission instituted proceedings against Sherb & Co., LLP, and its constituent principals, on or about November 2013 (See Administrative Proceeding № 3-15609), and subsequently barred Sherb & Co. from representing public issuers for matters unrelated to DBMMs. As a consequence of the bar, DBMM had to reaudit the prior three years, which involved locating and paying a new auditor, and the ensuing process of reauditing.
2. DBMM, which needed a capital infusion to pay for three years audit all at once, entered into a series of ill-fated convertible instruments with Asher Enterprises, Inc.. Unbeknownst to

DBMM, Asher Enterprises, Inc. and its principal Curt Kramer was subsequently classified as a bad actor by FINRA, pursuant to FINRA Rule 6490 (d) (3) (3), in correspondence dated 16 September 2014, (See In re: Ecolocap Solution, Inc. CAS 29596-C5Y7S4) , stemming from a Commission Administrative Proceeding against Asher Enterprises, Inc. for violation of Section 5 (a) and 5 (c) of the Securities Act. (File № 3-15621), and culminating in a press release dated 25 November 2013 from the Commission (See SEC Press Release 2013-249).

3. Asher Enterprises, Inc. is a toxic lender. It loans issuers money and takes convertible instruments and then proceeds to relentlessly convert shares materially discounted below market price to perpetually sell at a profit, and ever decrease the share price because no matter how low the stock price goes Asher is always selling well below its cost basis. The share price can never go up with the selling pressure, and Asher never stops.
4. Asher Enterprises, Inc. then recommended RBSM, LLP as the new auditor, which DBMM accepted the recommendation of one of its lenders (See DBMM 8K dated 18 April 2013). Unbeknownst to DBMM, and under information and belief, RBSM, LLP, under information and belief, represents or represented a significant number of issuers that are holders of Asher Enterprises, Inc. convertible instruments.
5. Under information and belief, due to Asher Enterprises, Inc. aggressive conversions the Depository Trust and Clearing Corporation ("Cede") the instituted a Deposit Chill against the DBMM which was subsequently lifted on November 8, 2013 (See Exhibit A), to ensure that the aggressive conversions documentation on the issuers side was in order; which it was found to be.

6. Asher Enterprises, Inc., who was not supposed to be converting during the Deposit Chill and was delinquent at the time while waiting for RBSM, LLP to finish the audit so DBMM could file, then sued the DBMM in February 2014. (See Asher Enterprises, Inc. v. Digital Brand Media and Marketing Group, Inc., Supreme Court of New York sitting in Nassau County, Index № 600717/2014) DBMM then waited three months for RBSM, LLP, the DBMM's certifying accountant, to finish the audit and render the litigation moot. When RBSM did not finish the audits, DBMM submitted their answer and counterclaims against Asher Enterprises, Inc., which included counterclaims that Asher Enterprises, Inc. had unauthorized communications with the DBMM's certifying accountant in June of 2014. Said answer and counterclaim did not include a third party complaint against RBSM, LLP because DBMM did not want to upset the audit process by providing a conflict of interest; although DBMM's counterclaim for §5 violations and other claims was dismissed on motion. In June 2014, RBSM, LLP then resigned as the DBMM's certifying accountants, and the DBMM then retained D'Arelli Pruzansky, P.A as the DBMM's certifying accountant (See DBMM's 8K filed on July 7, 2014), and in an abundance of prudence hired Boisseau, Felicione & Associates, Inc. as its CPS for pre-audit accounting work.

7. Asher Enterprises, Inc. eventually obtained a judgment against DBMM, on motion again, in July 2015, and have been engaging in post judgment motion practice to the present day in push back against Asher Enterprises, Inc. Asher Enterprises, Inc. then in May 2017 released a press release incorrectly stating a turnover order for all securities of the DBMM and their subsidiaries to Asher Enterprises, Inc., which was since rectified by further motion practice stating that any turnover for securities in possession of DBMM, which was

clarified not to include any securities in treasury of the DBMM but did include securities in any subsidiaries of DBMM; to wit Stylar, Ltd.. Counsel for DBMM has prepared a motion to renew overturn the decision based upon Asher Enterprise, Inc. recent consent decree with the Commission, admonishing Curt Kramer, Principal of Asher Enterprises, Inc. for violating Section 5 (a) and (c) of the Securities Act, again, dated October 2016 (See Administrative Proceeding File № 3-17647) and stating that Mr. Kramer and consequently affiliate Asher Enterprises, Inc., was barred from receiving unregistered securities, but has not filed said motion as it is in a gentleman's moratorium with opposing counsel who has prepared a motion for contempt for not tendering the contemplated securities.

8. In the interim of all of the aforesaid, which is no small feat in and of itself, DBMM has complied with the Commission's request for a reaudit for the three years requested by the Commission, in addition to 2014, filing three amended 10Qs and two amended 10Ks, and has had its accountant, Boisseau, Felicione & Associates, Inc. prepare fiscal year 2015 for audit (See Exhibit B) in addition to filing three quarterly reports for 2015.
9. The DBMM, despite a Deposit Chill, a cantankerous protracted litigation, and three changes of auditors which entailed paying for the reaudits three times, has moved forward despite the hardships befallen it. The DBMM, with its limited resources, has made best efforts in complying with its Periodic Reporting requirements; but there is only so much a company of DBMM's size can reasonably be expected to accomplish in such a short time.
10. The DBMM has complied with the Commission's request for three years of reaudits, and paid three separate auditors, it has and still is aggressively fighting Asher Enterprises, Inc.,

deemed a “bad actor” by FINRA, but it fell a behind in DBMM’s Periodic Reporting obligations; which it fully intends to entirely become current with.

11. Given the aforementioned, the DBMM respectfully asserts that the DBMM qualifies for a Continuing Hardship Exemption as specified in 17 CFR §232.202 as it cannot perform everything at once within the allotted time frame, and undertakes to become current in its Periodic Reporting obligations of Section 13 of the Exchange Act.

Answer to Allegations

Digital Brand Media and Marketing Group, Inc. is acting as a responsible issuer

12. Digital Brand Media and Marketing Group, Inc. (“DBMM”) admits its obligation to file periodic reports under the Exchange Act §12 (j) and understands the seriousness of its obligations to file not just to the Commission, but to current and future investors. In furtherance of the seriousness of these obligations, DBMM has reissued several years of restated financial statements; in accordance with the directives of the Commission after the barring of Sherb & Co., DBMM’s prior accountant. To date, DBMM has filed through Q3 2016 but could not afford to have the 2015 Form K audited because of the litigation DBMM is in with Asher Enterprises, Inc.. To wit, DBMM has been litigating with Asher Enterprises for the very protection of its shareholders and the protection of its marketplace. Asher Enterprises, Inc. has been sanctioned numerous times by the Commission for Securities §5 violations and, under information and belief, intends to commit further Securities Act §5 violations in DBMM’s securities. To combat this, and protect the current and future shareholders, DBMM entered into a protracted litigation with Asher Enterprises, Inc. to

fight off an entity that FINRA has deemed a “bad actor” as an exemplification of its efforts to be a responsible issuer. The Commission and FINRA have taken efforts to curtail Asher Enterprises, Inc. insidious Securities Act §5 violations where the Commission and FINRA have left off. Unfortunately, these efforts have come at the cost of leaving DBMM with diminished resources to pay for an audit. If DBMM was not acting as a responsible issuer, DBMM would have simply handed over the securities requested by Asher Enterprises, Inc. Such costly efforts by DBMM should not be held against DBMM, especially where restraining of Asher Enterprises, Inc. from converting securities en masse protects the current and future shareholders. Regrettably, the conscious choice to be a responsible issuer came at a Sophie’s choice: pay for the audits and satisfy the letter of the regulations and let the share price be crushed by Asher’s conversions, or pick up the sword where the Commission left off and protect the investors from immediate harm. This is not to say that no efforts have been made on the financial statements. To the contrary, DBMM has made efforts to prepare the financial statements due under Exchange Act §13(a), albeit slowly, as evidenced by the pre-auditor’s successful review of the books and records of DBMM to hasten the certifying accountants audit of DBMM’s books and records.

Revocation is not an appropriate sanction

13. The Commission has relied IN the Matter of Gateway International Holdings, Inc. and Lawrence Consalvi, Administrative Proceedings File N^o 3-11894, Release N^o 53907, 2006 SEC LEXIS 1288. In making its argument the Commission relies upon the 5 prong test of *Gateway*. Those prongs are as follows: 1) the seriousness of the issuers violations; 2) the

isolated or reoccurring nature of the violations; 3) the degree of culpability involved; 4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and 5) the credibility of the issuer's assurances against future violations.

14. In the first prong, the seriousness of the issuers violations, DBMM weighed the balance of the harms, either file timely or fight off Asher Enterprises, Inc., and determined that the immediate and irreparable harm came from Asher's relentless conversions, which Asher and its principal have been sanctioned for numerous times by the Commission. There were enough resources to either stop Asher from committing continuing Securities Act §5 violations, which it is currently under a Consent Decree, the most recent of which dated October 2016, not to commit further violations, and stop the irreparable crushing of DBMM's stock price and prevent current and future holders of DBMM from irreparable harm, or file the periodic reports which can be filed at a later date. It is an easy choice; stop the irreparable harm. Essentially the seriousness of the violation by not timely complying with Exchange Act §13 (a) pales in comparison to the alternative of the seriousness of letting a multiple time sanctioned Asher have their way. DBMM made the responsible choice and stopped the more grave irreparable harm to current and future investors.

15. The second prong, the isolated or reoccurring nature of the violations while seemingly a simple thing is very much not as simple as first blush. DBMM contends that the untimely filings are an isolated occurrence because being behind in the multiple filings stemmed from one directive of the Commission to refile its financial statements due to the disbaring of DBMM's prior auditor, which was completely unrelated to DBMM. But for having to refile several years in the first place, DBMM would have had its filings up to date as it would not

have had to spend its precious resources on refiling past years. DBMM contends that the instigating act was a singular act and directive of the Commission to refile several years of financial statements, and thus all remedial efforts, or shortcomings thereof, are in accord one act. The singular directive of the Commission to refile prior years financial statements stemmed a transaction of occurrences which had lasting repercussions, but were still isolated in nature as but for the Commission's directive, which was complied with by DBMM, the §13 (a) issue would not have occurred.

16. The third prong, the degree of culpability involved, cannot be implied or inferred as an intentional or malicious act by DBMM but rather DBMM was a victim of circumstance without any culpability whatsoever. The Commission directed DBMM refile prior years financial statements, which it did to the great expense of DBMM. As a point of fact, DBMM paid Sherb & Co., the disbarred auditor, and then paid RBSM, LLP which performed the work and then resigned, and then paid D'Arelli Pruzansky, P.A to complete the audits. DBMM paid three times for these audits. Those are not the acts of a culpable party. Then, to make matters worse, the Asher situation arose and DBMM had no moral choice but to engage in a protracted litigation to protect its holders. There was no culpability on DBMM's part. If anything, DBMM should be lauded for its efforts to comply with the Commissions directive and zealously defend its holders.

17. The fourth prong, the extent of the issuer's efforts to remedy its past violations and ensure future compliance, speaks to the efforts of DBMM has made in complying with the Commission's directive to refile, the submitted letter from DBMM's pre-audit accountant stating that efforts are currently underway to continue to comply with Exchange Act §13 (a),

and the litigation to defend and protect DBMM's shareholders. DBMM has made fearless efforts to fight off designated "bad actors", as determined by FINRA and the Commission with demonstrated malicious intent to shareholders, and has made material headway to become compliant in addition to engaging in litigation to protect and defend holders against future Securities Act §5 violations by Asher. DBMM can only fight effectively on so many fronts at the same time, but its efforts to be timely and moral must be recognized.

18. In the fifth and final prong, the creditability of the issuer's assurances against future violations, the Commission need only look to what DBMM has done for creditability. DBMM has refiled in accordance with the directive of the Commission. DBMM has worked with its pre-audit accountants to get the 2015 financial statements prepared for a painless audit. DBMM has litigated unwaveringly to protect its holders from the malicious and well sanctioned acts of Asher. DBMM need not plead to the Commission for a kind eye on creditability, DBMM needs only to rest its laurels on its accomplishments in the face of extreme adversity. Achieving results in the face of adversity is credibility. DBMM has earned its credibility in protecting its holders now and in the future, and will continue to do so.

This is a strongly compelling showing with respect to other factors that justifies a lesser sanction than revocation.

19. As stated previously, there are other factors involved. A Commission mandated refiling of prior years' financial statements, which DBMM has complied with, having had and paid THREE auditors to accomplish this. The litigation by Asher, who despite being a designated bad actor, had its principal Curt Kramer sanctioned multiple times in multiple entities, and is

the poster child of malicious intention, is a sophisticated and contentious litigator with ample resources. However, despite being battered and bruised by the litany of “other factors” DBMM continues to march on and work on its audits and defend its holders against Asher. DBMM has had to deal with “other factors” and has, and will continue to protect and defend its holders and comply with the Commission’s directives and obligations.

Revocation is not the appropriate remedy

20. Revocation would be disastrous for DBMM and its holders. The revocation of DBMM registration would chiefly stop DBMM from trading as the refiling of a 15c-211 would require a PMM (primary market maker), which at the current share price would be almost impossible due to the low price of the security resulting from Asher’s relentless selling because any primary market maker or clearing house would not go near it in the current regulatory environment and would completely disenfranchise holders. Moreover, the Commission is amiss in stating that DBMM could file a Form 15 because DBMM is not current in their reporting obligations. Furthermore, DBMM is a marketing and advertising firm focusing on social branding and imaging, hence the name Digital Brand Media & Marking Group, Inc. The revocation of its securities will cause DBMM is lose face and prestige and thus materially lose customers resulting from the damage to its reputation. Revoking DBMM’s registration is the worst thing that could happen to DBMM as everyone would lose; the shareholders would be disenfranchised and be left holding an illiquid security because the security could not trade on a public exchange without the functions of market makers and clearing houses, the business operations would material suffer from the

wound to its reputation, and Asher would write the whole matter off as a tax loss. This does not even account for the good credit DBMM has done in litigating and complying with the Commissions directive. Revocation in this instance does not send a message to other issuers to file, it sends a message to other issuers to take the path of least resistance because no credit is given.

Digital Brand Media & Marketing Group, Inc. is a small business, with bona fide business lines that has been growing incrementally

21. DBMM crafts, designs and executes digital marketing strategies across multiple ad platforms and social media networks for a broad array of clients. DBMM currently has approximately 35 global clients establishing a unified and coherent brand message, image, and identification across the digital landscape. Such clients include Mercedes Bens UK, Santander Bank, and Savill Property Management, to name a few.
22. Since 2011 DBMM has consistently incrementally grown its gross revenue and client base.

Undertakings of filings and reporting

23. DBMM hereby undertakes to engage in best efforts to file its periodic reports, past, current and future, and file its Form 3s as soon as possible.

Conclusion of respectfully requesting a hardship exemption

24. DBMM respectfully requests that the Hardship exemption be granted and the Commission withdraw proceedings to enforce Section 12 (j) of the Exchange Act pursuant to the authority granted in 17 CFR §232.202.

I have read the foregoing and found it true and accurate.

Dated: 13 June 2017
New York, New York

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.


By: Linda Perry, Executive Director

MARSHAL SHICHTMAN & ASSOCIATES, P.C.

Marshal Shichtman, Esq.

By: Marshal Shichtman, Esq.
Counsel for DBMM
1 Old Country Road
Suite 360
Carle Place, New York 11514
Tel (516) 741-5222

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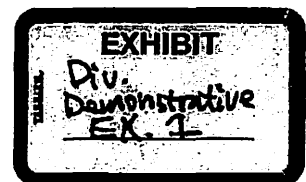
Neil J. Welch, Jr., Esq.
Division of Enforcement

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Office of the Secretary
Securities and Exchange Commission
100 F Street NE, Mail Stop 1090
Washington, DC 20549
Phone 202-551-5400
Fax 703-813-9793
alj@sec.com

DIGITAL BRAND'S PERIODIC REPORTS NOT FILED

<u>Periodic Report</u>	<u>For Period Ended</u>
Form 10-K	August 31, 2015
Form 10-Q	November 30, 2015
Form 10-Q	February 28, 2016
Form 10-Q	May 31, 2016
Form 10-K	August 31, 2016
Form 10-Q	November 30, 2016
Form 10-Q	February 28, 2017
Form 10-Q	May 31, 2017



United States of America before the
Securities and Exchange Commission
Exchange Act Release No. 80701
Administrative Proceeding File No. 3-17990

-----X

File No. 3-17990

In the Matter of

Digital Brand Media & Marketing Group, Inc.,

Respondent.

-----X

UPDATE RE ORDER FOR
SUPPLEMENTAL EVIDENCE
AND BRIEFING

(UPDATE PROVIDED BY
AFFIDAVIT OF LINDA PERRY,
EXECUTIVE DIRECTOR)

Hon. Jason S. Patil, ALJ

I, **Linda Perry**, hereby affirm under penalty of perjury the following to be true and accurate.

1. As the Affiant, I am the Executive Director of the Respondent, Digital Brand Media & Marketing Group, Inc. (“DBMM”) and have been during the entire period in question, and speak to the following from personal knowledge.

2. By way of clarification and confirmation, Affiant terminated DBMM’s Attorney of Record, Marshal Shichtman & Associates, P.C., on May 17, 2018 at a hearing in Nassau Supreme Court before the Hon. Jerome Murphy. Oddly, Attorney Shichtman advised the Commission on May 24, 2018 indicating the engagement will conclude on May 29, 2018. DBMM will be identifying a new Corporate Counsel shortly. In the interim, I will respectfully provide the Update ordered by the Hon. Judge Patil, ALJ, in his “Order for Supplemental Evidence and Briefing” in Release No. 5692 on April 23, 2018.

3. The additional evidence provided herein supports the Company's contention that its intent always was to file the outstanding delinquent reports as soon as possible, but it had been unable to do so because of mitigating circumstances resulting from matters outside of its control. Additionally, those circumstances were preventing DBMM from raising the funds required, while protecting shareholders from an overreaching adversary – a delicate balance.

4. By way of background, DBMM had previously filed its reports in a timely fashion prior to the re-audit requirement, and immediately thereafter through May 31, 2015. When the Company acquired Styler/Digital Clarity in 2011, the agreement was that all revenues would be reinvested in the labor-intensive operating company, while the parent company would maintain the public company and infuse capital to grow the business as quickly as possible. There has never been an issue with the operating business; the Proof of Concept was clear Pre-Acquisition. The reality of a massive confluence of events beyond DBMM's control resulted in the public company's reporting and growth capital stymied by three years of re-audit (2011 through 2013) caused by a litigation because DBMM became immediately non-compliant. Future funding was precluded because of the litigation and the fact that 9 months of re-auditing cost DBMM \$153,631. That amount has been documented in the Confidential Evidence provided on February 6, 2018.

5. Nevertheless, after almost two (2) years, as stated at the hearing on August 9, 2017, funding was identified from new supporters of the company to bring the delinquent filings current and provide additional funding for ongoing working capital. The venture was re-tooled

and re-branded as a long-term investment. Unlike the past, there was mutual understanding of investors going forward as investors, not lenders.

6. DBMM filed all its requisite annual audits on Thursday, May 31, 2018, entitled “Super 10-K for 2015-2016-2017.” The report was filed in EDGAR following the long and laborious annual audit of three years, thus providing the public with audited financial statements in hand. (Exhibit 1 is the report in PDF, with the EDGAR link of <https://www.sec.gov/Archives/edgar/data/1127475/000112747518000007/f20171615super10kfinal052918.htm>.)

7. In addition to the Super 10-K, Liggett & Webb, P.A., coincidentally provided a summary document entitled, “Results of the 2017, 2016 & 2015 Year End Annual Audits” for the DBMM Audit engagement and relationship (attached as Exhibit 2). DBMM is very proud to have this important task behind it and looks forward to building on the foundation established and improving results year-on-year with long-sought funding identified.

8. DBMM will continue to operate at a loss, sharing that situation with the majority of digital companies in the development/growth stage. Likewise, lack of profit is part of that model as well. Being redundant, even the giant Amazon with gross revenues on December 31, 2016 of **\$135 billion**, had a net income of **only \$2.37 million**. As recently as 2014, there was a loss of **\$241 million**, not a profit, because revenues were re-invested in the business. Twitter made a profit for the first time in 4Q17. I only raise the examples to illustrate that the digital model is different, and citing household names like Amazon and Twitter makes the point. The

manufacturing model has changed dramatically, wherein profit is only after a TBD point, usually associated with a stage of growth.

9. The 1-2Qs 2018 are the next task to complete in order to bring DBMM current with its filings. The 3Q18 concluded yesterday and the report is due on July 15, 2018, and will be filed in a timely manner. The Extended Engagement Letter for 2018 from Liggett & Webb has been signed and returned (Exhibit 3). Boisseau, Felicione has already begun to assemble the review packages for the three quarters so that the review will be very efficient in the circumstances. Also, following the Super 10-K, our Auditor now has a familiarity with the Company and its business. Attached is a Letter from the Company's Auditors (Status Letter attached as Exhibit 4) which follows its previous letter of April 19, 2018 indicating the next step and confirmation of the outstanding reviews of the Q's as a priority. The Auditor's expectation is that all three reports will be concluded by the due date for the 3Q18 report. Each report will be filed with EDGAR as completed.

10. Purposely included as part of the Super 10-K in the sections titled "Going Concern" and "Subsequent Events," respectively, was the funding evidence following that included in the February 6, 2018 evidence provided under Judge Patil's Remand Order of December 6, 2017. It was very important to DBMM that the Company demonstrated that it has the resources now and going forward to make certain all requisite filings are provided in a timely, organized and professional manner. The statements are included in the Super 10-K on pg. 42 and pg. F-17 Note 13, respectively, stating actual documented funding from long-term investors. The majority of the matured debt referenced is from other long-term investors, so these

parties are with the Company for the foreseeable future or until an appropriate exit strategy in a 5-8-year timeframe.


11. From a planning perspective, we believe large companies seeking a digital presence, e.g., Publicis, WPP, are acquiring companies with digital technology/marketing expertise, rather than building the offering organically. DBMM can spend 5-8 years achieving both organic growth including perhaps another acquisition, and potentially be sold to a larger entity as a possible exit strategy. That is a viable premise, stressing growth, and is manageable.

12. DBMM plans to settle its only litigation within the next 30 days and had a short chat at the Nassau County hearing of May 17, 2018 with Plaintiff's counsel to that end.

13. The Company very much apologizes for the situation which occurred, but DBMM cured the delinquencies with tenacious focus despite significant challenges. The business is sound and we are positioned to move quickly into a growth mode, and away from a holding pattern of the business model execution. Please allow us that consideration. DBMM is providing assurances that reporting will meet all timetables established, without fail.

14. The undersigned asserts that this Update is factual and has been documented accordingly.

Dated: June 1, 2018
New York, New York


Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.

Distribution List:

The Honorable Jason S. Patil, ALJ
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Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.
747 Third Avenue
New York, NY 10017
Tel: 646-722-2706
Direct: 646-696-8015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR FISCAL YEARS ENDED: August 31, 2017, August 31, 2016, and August 31, 2015

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 333-85072

DBMM GROUP

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.

WWW.DBMMGROUP.COM

(Name of small business issuer in its charter)

Florida

(State or other jurisdiction of incorporation or organization)

59-3666743e

(IRS Employer Identification No.)

747 Third Avenue, 2nd FL., New York, NY 10017

(Address of principal executive offices)

(646) 722-2706

(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
None	None

Securities registered under Section 12(g) of the Exchange Act:

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.001 per share	OTC Electronic Bulletin Board

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

EXHIBIT 1

Going Concern

The Company has outstanding loans and convertible notes payable aggregating \$1.2 million at August 31, 2017 and doesn't have sufficient cash on hand to satisfy such obligations. Subsequent to August 31, 2017, the Company has raised \$192,000 from the issuance of new loan agreements. The Company has received a non-binding commitment letter from an investor of \$250,000 (plus a right of first refusal on additional equity raise up to \$3.0 million which will contribute to satisfying such obligations and fund any potential cash flow deficiencies from operations for the foreseeable future.

Accordingly, the accompanying financial statements have been prepared in conformity with U.S. GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

RESULTS OF OPERATIONS

**Comparison of Results for the Years Ended August 31, 2017, August 31, 2016 and August 31, 2015
Consolidated Operating Results**

	For the Years Ended August 31,			2017 Compared to 2016	2016 Compared to 2015
	2017	2016	2015		
SALES	\$ 486,369	\$ 468,601	\$ 493,758	\$ 17,767	\$ (25,156)
COST OF SALES	311,028	325,628	315,971	(14,601)	9,657
GROSS PROFIT	175,341	142,973	177,787	32,368	(34,813)
COSTS AND EXPENSES					
General and administrative	117,658	300,700	623,358	(183,042)	(322,658)
Compensation Expense	206,500	204,000	212,000	2,500	(8,000)
	324,158	504,700	835,358	(180,542)	(330,658)
TOTAL OPERATING EXPENSES	324,158	504,700	835,358	(180,542)	(330,658)
OPERATING INCOME (LOSS)	(148,817)	(361,727)	(657,571)	212,910	295,844
OTHER (INCOME) EXPENSE					
Interest expense	63,618	243,047	128,294	(179,429)	114,753
Gain/loss on derivative liability	(776,858)	1,007,007	(47,800)	(1,783,865)	1,054,807
TOTAL OTHER (INCOME) EXPENSE	(713,240)	1,250,054	80,494	(1,963,294)	1,169,560
NET INCOME (LOSS)	\$ 564,423	\$ (1,611,781)	\$ (738,065)	\$ (2,176,204)	\$ 873,716

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There are not currently and have not been any disagreements between us and our accountants on any matter of accounting principles, practices or financial statement disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. We are required to maintain “disclosure controls and procedures” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Executive Director, who serves as our Principal Executive Officer and as our Principal Financial Officer, has concluded that our disclosure controls and procedures were effective (notwithstanding the mitigating factors outside the Company’s control) to ensure that the information relating to our company, required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Executive Director, to allow timely decisions regarding required disclosure as a result of material weaknesses in our internal control over financial reporting.

The Company has developed its control process to provide reasonable assurance of: i) reliability of financial reporting; ii) effectiveness and efficiency of operations; iii) compliance with applicable laws, rules, and regulations; iv) the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; v) reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and vi) reasonable assurances regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer’s assets that could have a material effect on the financial statements; vii) reasonable assurances that the Company records, processes, summarizes and reports, within the time periods specified. In doing this self-assessment, the Company has taken into account the size of the Company and the complexity of the transactions it conducts. The Company has concluded that the controls and procedures are materially sufficient to comply with the aforementioned internal control processes.

Management’s Report on Internal Control over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15 (f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk

that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART III MANAGEMENT

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers and Directors

The following table sets forth certain information, as of August 31, 2017, with respect to our directors and executive officers.

Directors serve until the next annual meeting of the stockholders; until their successors are elected or appointed and qualified, or until their prior resignation or removal. Officers serve for such terms as determined by our board of directors. Each officer holds office until such officer's successor is elected or appointed and qualified or until such officer's earlier resignation or removal. No family relationships exist between any of our present directors and officers.

<u>Name</u>	<u>Position</u>
Neil Gray	Chairman and Executive Director
Reggie James	Co-Chief Operating Officer, Senior Vice President and Executive Director
Linda Perry	Executive Director, Chair Nomination/Compensation and Audit Committees

The following is a brief account of the business experience of each of our Directors and Executive Officers:

Neil Gray Mr. Gray has served as Chairman and Executive Director of DBMM as of April 1, 2010. He is a career entrepreneur in various industries from real estate to commodities. He was a principal in a privately-held UK-based Healthcare group in the UK and EU. Other projects were developed in engineering, textiles and import/export in Africa, South America, Spain and the Black Sea. Early experience included participation on a think tank team assessing risk management for a UK insurance company.

Reggie James, As of April 1, 2011, Mr. Reggie James has served as Senior Vice President of Marketing and Communications and Executive Director. Mr. James also is the Managing Director of Digital Clarity. In 2013, he was appointed Co-Chief Operating Officer with Steve Baughman. Mr. James has been involved in the commercial element of the internet since its inception and has been instrumental in driving forward business models that are common place today.

DIGITAL BRAND DELINQUENCY TIMELINE

DATE	EVENT
12/1/2015	DB Fails to File Annual Report for 2015
1/25/2016	DB Fails to File Q1 Report for 2016
4/14/2016	DB Fails to File Q2 Report for 2016
4/18/2016	DB files Form 12b-5 for Q2 Report for 2016 three days late
7/15/2016	DB Fails to File Q3 Report for 2016
7/19/2016	DB files Form 12b-5 for Q3 Report for 2016 three days late
11/29/2016	DB Fails to File Annual Report for 2016
12/16/2016	DB files Form 12b-5 for 2016 Annual Report sixteen days late
1/14/2017	DB Fails to File Q1 Report for 2017
1/19/2017	DB files Form 12b-5 for Q1 Report for 2017 four days late. The Form references a different time period
2/27/2017	Corporation Finance issues a deficiency notice
4/14/2017	DB Fails to File Q2 Report for 2017
4/19/2017	DB files Form 12b-5 for Q2 Report for 2017 four days late
5/16/2017	The Commission issues an Order Instituting Proceedings
6/13/2017	DB files papers in the administrative proceeding stating that its failure to file required reports is not as serious as DB's need to litigate Asher because, among other things, the reports "can be filed at a late date" and claiming that DB should be "lauded" for its choice to fund the Asher litigation rather than compliance.
7/17/2017	DB Fails to File Q3 Report for 2017
8/09/2017	Trial
8/14/2017	DB files Form 12b-5 for Q3 Report for 2017 twenty-seven days late
10/16/2017	DB hires auditor to prepare missing reports
11/29/2017	DB Fails to File Annual Report for 2017
12/15/2017	DB files Form 12b-5 for 2016 Annual Report fifteen days late
1/14/2018	DB Fails to File Q1 Report for 2018
4/16/2018	DB Fails to File Q2 Report for 2018
4/18/2018	DB files Form 12b-5 for Q1 Report for 2018 Ninety-three days late
4/18/2018	DB files Form 12b-5 for Q2 Report for 2018 one day late

5/31/2018	DB files Super 10-K for 2015, 2016, and 2017
6/15/2018	Corporation Finance Finds DB's Super 10-K Materially Deficient
6/22/2018	DB files Report for Q1 Report for 2018. Report includes some of the same deficiencies as the Super 10-K
6/25/2018	DB files Report for Q2 Report for 2018. Report includes some of the same deficiencies as the Super 10-K
7/16/2018	DB Fails to File Q3 2018 Report
7/17/2018	DB files Form 12b-5 for Q3 Report for 2018 on time, but Form references a different time period
7/18/2018	DB files Report for Q3 Report for 2018. Report includes some of the same deficiencies as the Super 10-K
11/29/2018	Digital Brand Fails to File Annual Report for 2018
12/14/2018	DB files Annual Report for 2018. Report includes some of the same deficiencies as the Super 10-K
1/14/2019	DB files Report for Q1 of 2019. Report includes some of the same deficiencies as the Super 10-K
3/19/2019	DB files Motion for Summary Disposition claiming that deficiencies noted by Corporation Finance regarding Super 10-K are immaterial



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 27, 2017

CERTIFIED MAIL
TRACKING # 7013 2630 0002 2660 1267
RETURN RECEIPT REQUESTED

Linda Perry, Executive Director
Digital Brand Media & Marketing Group, Inc.
747 Third Avenue
New York, NY 10017

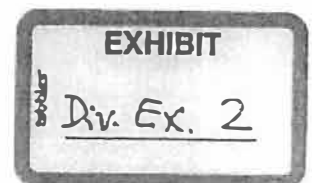
Re: Digital Brand Media & Marketing Group, Inc.
File No. 0-52838

Dear Ms. Perry:

We are writing to address the reporting responsibilities under the Securities Exchange Act of 1934 of the referenced company. For ease of discussion in this letter, we will refer to the referenced company as the "Registrant."

It appears that the Registrant is not in compliance with its reporting requirements under Section 13(a) of the Securities Exchange Act of 1934. If the Registrant is in compliance with its reporting requirements, please contact us (through the contact person specified below) within fifteen days from the date of this letter so we can discuss the reasons why our records do not indicate that compliance. If the Registrant is not in compliance with its reporting requirements, it should file all required reports within fifteen days from the date of this letter.

If the Registrant has not filed all required reports within fifteen days from the date of this letter, please be aware that the Registrant may be subject, without further notice, to an administrative proceeding to revoke its registration under the Securities Exchange Act of 1934. This administrative proceeding would be brought by the Commission's Division of Enforcement pursuant to Section 12(j) of the Securities Exchange Act of 1934. If the Registrant's stock is trading, it also may be subject to a trading suspension by the Commission pursuant to Section 12(k) of the Securities Exchange Act of 1934.



Page 2

e Finally, please consider whether the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934. If the Registrant is eligible to terminate its registration, it would do so by filing a Form 15 with the Commission. While the filing of a Form 15 may cease the Registrant's on-going requirement to file periodic and current reports, it would not remove the Registrant's obligation to file all reports required under Section 13(a) of the Securities Exchange Act of 1934 that were due on or before the date the Registrant filed its Form 15. Again, if the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934, please note that the filing of a Form 15 would not remove the Registrant's requirement to file delinquent Securities Exchange Act of 1934 reports – the Registrant would still be required to file with the Commission all periodic reports due on or before the date on which the Registrant filed a Form 15.e

If you should have a particular question in regard to this letter, please contact the undersigned at (202) 551-3245 or by fax at (202) 772-9207.

Sincerely,



Marva D. Simpson
Special Counsel
Office of Enforcement Liaison
Division of Corporation Finance

EXHIBIT 12 CHART SHOWING FILING DATES OF DIGITAL BRAND'S 12B-5 FORMS BETWEEN 12.1.2015 AND 11.29.18

REPORT	PERIOD ENDED	DUE DATE	FILING DATE OF FORM NT Q/K	PERIOD COVERED BY FORM	DAYS LATE
FY 2015					
ANNUAL	8/31/2015	12/1/2015	12/2/2015		0
FY 2016					
1 ST QUARTER	11/30/2015	1/25/2016	1/25/2016		0
2 ND QUARTER	2/29/2016	4/14/2016	4/18/2016		3
3 RD QUARTER	5/31/2016	7/15/2016	7/19/2016		3
ANNUAL	8/31/2016	11/29/2016	12/16/2016		16
FY 2017					
1 ST QUARTER	11/30/2016	1/14/2017	1/19/2017	11/30/2015	4
2 ND QUARTER	2/28/2017	4/14/2017	4/19/2017		4
3 RD QUARTER	5/31/2017	7/17/2017	8/14/2017		27
ANNUAL	8/31/2017	11/29/2017	12/15/2017		15
FY 2018					
1 ST QUARTER	11/30/2017	1/14/2018	4/18/2018		93
2 ND QUARTER	2/28/2018	4/16/2018	4/18/2018		1
3 RD QUARTER	5/31/2018	7/16/2018	7/17/2018	11/30/2017	0
ANNUAL	8/31/2018	11/29/2018	11/29/2018		0

United States of America before the
Securities and Exchange Commission
Administrative Proceeding File No 3-17990

File No 3-17990

In the Matter of

Digital Brand Media & Marketing Group, Inc.,

Respondent.

**SUPPLEMENTAL
MATERIAL
DEMONSTRATING
CONTINUING GOOD
FAITH EFFORTS**

Hon. Jason S. Patil, ALJ

Respondent Digital Brand Media and Marketing Group, Inc., ("DBMM"), by and through their counsel Marshal Shichtman & Associates, P.C., hereby submits this Supplemental Material Demonstrating Good Faith Efforts by Respondent DBMM in continuance of their efforts to become current in their periodic filings, pursuant to the Order Following Remand, dated 6 December 2017.

Whereas, the attached are letters from the Respondent stating that the Respondent has made significant headway in their efforts to complete their audit, and a letter from the Respondent's auditors stating, [the] "... anticipated completion for the audit for the named 3 years will take another 3 to 4 weeks."

WHEREFORE, the Respondent respectfully requests that the enclosed material be taken into consideration prior to forming an opinion on the matter as demonstrative good faith efforts.

Dated: Friday, 20 April 2018
Carle Place, New York

MARSHAL SHICHTMAN & ASSOCIATES, P.C.

Marshal Shichtman, Esq.

By: Marshal Shichtman, Esq.
Counsel for Respondent

1 Old Country Road
Suite 360
Carle Place, New York 11514
Tel (516) 741-5222

DISTRIBUTION LIST:

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Washington, D.C. 20549-2557

Neil J. Welch, Jr., Esq.
Division of Enforcement
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C., 20549-6010

Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C., 20549-6010

DBMM GROUP

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
WWW.DBMMGROUP.COM

COMPANY PRIVATE

By E-mail: abelb@sec.gov
shieldsk@sec.gov
alj@sec.gov

April 18, 2018

The Honorable Jason S. Patil, ALJ
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Subject: Administrative Proceeding, File No. 3-17990

Dear Judge Patil:

On February 14, 2018, Release No. 5994 was issued which was an Order Extending Deadline for Decision on Ratification to April 20, 2018. This was much appreciated by Digital Brand Media & Marketing Group, Inc. ("DBMM"). The purpose of this letter is to request an extension in order for DBMM to conclude and file its Consolidated 10-k for 2015-2016-2017, a/k/a Super 10-K for 3 Years, for your reference. According to the OMB in the 10-K Instructions, "the burden of hours to prepare a 10-K is 2,391.73 hours." DBMM is issuing three 10-Ks in one document. We had hoped to complete the task with our professional advisors by now, but the year-end and tax season timeframe made it impossible, even though a priority by all.

Evidence was provided on February 6, 2018, under your Protective Order, which documented that the Consolidated Audit was underway and all professional advisors were participating in its speedy conclusion. The result is a 3-Year Audit which will be available to the public. It is very close, but in the midst of tax season for the last few months, was simply not feasible. The evidence was to document funding and payments to the requisite professional advisors, as well as to document the costs to DBMM to follow re-audit requirements for sanctions to a previous Auditor, although through no fault of DBMM, as discussed at the August hearing.

In addition, following the filing of the Super 10-K, DBMM has instructed its Accountant (Boisseau & Felicione), and its Auditor (Liggett & Webb) to immediately prepare and file the outstanding 1Q and 2Q for 2018 in order to demonstrate that DBMM has become current in its filings and will remain current, as it executes its Business Plan. Once the Super 10-K is filed, DBMM will formally contract an Engagement Letter with Liggett & Webb for the 2018 Fiscal year. I am told that is the proper protocol. DBMM's professional advisors will attest to the enormous amount of audit preparation and execution which has taken place to this point (see attached letter).

Thank you in advance for your consideration.

The Honorable Jason S. Patil, ALJ
April 19, 2018
Page 2

DBMM GROUP



Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.

c (with attachment):

Neil Welch
By e-mail: welchn@sec.gov

Marshal Shichtman, Esq.
By email: marshal@lawmsa.com

Liggett & Webb P.A./Jim Liggett
By email: jiml@lvwcpa.com

Boisseau & Felicione Associates, Inc./Marc-Andre Boisseau
By email: mboisseau@bfagroup.com



432 Park Avenue South, 10th Floor
New York, NY 10016 / (212) 481-3490

1901 South Congress Avenue, Suite 110
Boynton Beach, FL 33426 / (561) 752-1721

April 19, 2018

U.S. Securities & Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

To The Honorable Jason S. Patil, ALJ,

We were engaged by Digital Brand Media & Marketing Group, Inc. ("The Company") on October 16, 2017 to audit the Company's Financial Statements for the fiscal years ending August 31, 2015, August 31, 2016 and August 31, 2017. The result of the three-year consolidated audit will be the filing of a Super 10-K for 2015-2016-2017.

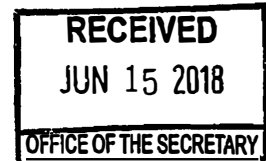
We are currently working with the Company and its professional advisors to complete our substantive audit procedures for the three years under audit. Assuming we are able to complete our substantive audit procedures, it is anticipated that the completion of the audit for the named 3 years will take another 3 to 4 weeks.

Should you have any additional questions, please contact Jim Liggett at (212) 481-3490.

Thank You,

A handwritten signature in cursive script that reads 'Liggett & Webb P.A.'.

Liggett & Webb, P.A.



UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

**Digital Brand Media & Marketing
Group, Inc., *et al.***

Respondents.

**DECLARATION OF ROBERT SHAPIRO IN SUPPORT OF DIVISION OF
ENFORCEMENT'S BRIEF IN RESPONSE TO DIGITAL BRAND'S SUBMISSION**

I, Robert Shapiro, pursuant to 28 U.S.C. § 1746, declare:

1.0 I am a Senior Staff Accountant in the Division of Corporation Financeo ("Corporation Finance") at the Securities and Exchange Commission ("Commission"). I have worked in the Office of Enforcement Liaison within Corporation Finance since October 1, 2017. I previously worked as a staff accountant in Corporation Finance in the Assistant Director (AD) Group-11- Telecommunications from October 1, 2012. In AD Group-11 - Telecommunications, I examined company filings, including annual reports, quarterly reports, current reports, and registration statements filed by reporting companies under the Securities Exchange Act of 1934 (the "Exchange Act") and the Securities Act of 1933. I am submitting this Declaration in support of the Division of Enforcement's Brief in Response to Digital Brand's Submission.

2.o Digital Brand Media & Marketing Company, Inc. (CIK No. 112475) (“Digitalo Brand”) failed to file Form 10-Ks for each of the fiscal years ended August 31, 2015, 2016 and 2017, and Forms 10-Q for the quarterly periods in each of the two most recent fiscal years.

3.o Recently, on May 31, 2018, Digital Brand filed a Form 10-K with the Commission on EDGAR for the annual periods beginning September 1, 2014 through August 31, 2017.¹ I have reviewed the recently filed Form 10-K to determine whether or not Digitalo Brand meets the financial disclosure and information requirements for Forms 10-K and Forms 10-Q under the Exchange Act and Regulation S-X and S-K thereunder.o

4.o As a result of my review, it is my opinion that the Form 10-K that was filed on May 31, 2018 is materially deficient for the following reason:

- o The financial statements included in the Form 10-K are not complete as they do not include the quarterly interim financial statements or disclose comparable financial information for each of the most recent two fiscal years as required by Article 10 of Regulation S-X.o

5.o In addition, the following disclosures require amending, as noted below:o

- o Management’s Discussion and Analysis of Financial and Results of Operation (“MD&A”) does not contain a balanced discussion of the Company’s industry position and gives undue prominence to industry metrics for digital advertising and larger public companies that use digital advertising with no clear correlation to the Company’s business. Such information is more heavily weighted than the discussion of the Company’s results of operations, financial condition, and its o

¹ Digital Brand has an August 31 year end.

trends, risks, and uncertainties in MD&A in the Form 10-K pursuant to Item 303 of Regulation S-K; and

- The Item 9(A) of Form 10-K. “Controls and Procedures” disclosures in the Form 10-K for the years ended August 31, 2015, 2016, and 2017 are not compliant with Item 308 of Regulation S-K because they do not disclose the conclusions of Digital Brand’s principal executive and principal financial officer, or persons performing similar functions, regarding the effectiveness of the company’s internal controls over financial reporting.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 11, 2018.



Robert Shapiro

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR FISCAL YEAR ENDED: August 31, 2018

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____

Commission file number: 333-85072

**DBMM GROUP
DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
WWW.DBMMGROUP.COM**
(Name of small business issuer in its charter)

Florida

(State or other jurisdiction of incorporation or organization)

59-3666743

(IRS Employer Identification No.)

747 Third Avenue, 2nd FL., New York, NY 10017
(Address of principal executive offices)

(646) 722-2706

(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of exchange on which registered
None	None

Securities registered under Section 12(g) of the Exchange Act:

Title of each class	Name of exchange on which registered
Common Stock, par value \$0.001 per share	OTC Electronic Bulletin Board

Table of Contents**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of
Digital Brand Media & Marketing Group, Inc. and Subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Digital Brand Media & Marketing Group, Inc. and subsidiaries (the "Company") as of August 31, 2018 and 2017, the related statements of operations and comprehensive loss, changes in stockholders' deficit, and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2018 and 2017 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has accumulated deficits and negative working capital. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting in accordance with the standards of the PCAOB. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion in accordance with the standards of the PCAOB.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Liggett & Webb P.A.

We have served as the Company's auditor since 2017.
New York, NY
December 14, 2018

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DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	Years Ended August 31,	
	2018	2017
ASSETS		
CURRENT ASSETS		
Cash	\$ 33,117	\$ 55,262
Accounts receivable, net	94,208	55,376
Prepaid expenses and other current assets	480	1,491
Total current assets	127,805	112,129
Property and equipment - net	2,021	3,805
TOTAL ASSETS	\$ 129,826	\$ 115,934
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 362,102	\$ 362,777
Accrued interest	333,431	255,198
Accrued compensation	1,070,156	882,643
Loans payable, net	440,000	370,000
Derivative liability	724,313	740,953
Officers loans payable	140,896	22,851
Convertible debentures, net	840,791	840,791
	3,911,689	3,475,213
STOCKHOLDERS' DEFICIT		
Preferred stock, Series 1, par value .001; authorized 2,000,000 shares; 1,995,185, and 1,995,185 shares issued and outstanding	1,995	1,995
Preferred stock, Series 2, par value .001; authorized 2,000,000 shares; 0 and 0 shares issued and outstanding	-	-
Common stock, par value .001; authorized 2,000,000,000 shares; 745,718,631, and 745,718,631, shares issued and outstanding	745,718	745,718
Additional paid in capital	9,274,044	9,274,044
Other comprehensive loss	8,865	(24,961)
Accumulated deficit	(13,812,485)	(13,356,075)
TOTAL STOCKHOLDERS' DEFICIT	\$ (3,781,863)	\$ (3,359,279)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 129,826	\$ 115,934

See Notes to Consolidated Financial Statements.

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DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Years Ended August 31,	
	2018	2017
SALES	\$ 536,501	\$ 486,369
COST OF SALES	428,548	311,028
GROSS PROFIT	107,953	175,341
COSTS AND EXPENSES		
Sales, general and administrative	502,770	324,158
TOTAL OPERATING EXPENSES	502,770	324,158
OPERATING (LOSS)	(394,817)	(148,817)
OTHER (INCOME) EXPENSE		
Interest expense	78,233	63,618
Change in fair value of derivative liability	(16,640)	(776,858)
TOTAL OTHER (INCOME) EXPENSE	61,593	(713,240)
NET (LOSS) INCOME	\$ (456,410)	\$ 564,423
OTHER COMPREHENSIVE (LOSS)		
Foreign exchange translation	33,826	(314)
COMPREHENSIVE (LOSS) INCOME	\$ (422,584)	\$ 564,109
NET LOSS PER SHARE		
Basic and diluted	\$ (0.001)	\$ 0.001
WEIGHTED AVERAGE NUMBER OF SHARES		
Basic and diluted	745,718,631	745,718,631

See Notes to Consolidated Financial Statements.

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DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED AUGUST 31, 2017 AND 2018

	Series 1		Series 2		Common Stock		Additional Paid in Capital	Accumulated Deficit	Other Comprehensive Income (Loss)	Total Stockholders' Deficit
	Preferred Stock Shares	Amount	Preferred Stock Shares	Amount	Shares	Amount				
Balance, August 31, 2017	1,995,185	\$ 1,995	-	\$ -	745,718,631	\$ 745,718	\$ 9,274,044	\$ (13,920,498)	\$ (24,647)	\$ (3,923,388)
Net income	-	-	-	-	-	-	-	564,423	-	564,423
Other Comprehensive Loss	-	-	-	-	-	-	-	-	(314)	(314)
Balance, August 31, 2017	<u>1,995,185</u>	<u>\$ 1,995</u>	<u>-</u>	<u>\$ -</u>	<u>745,718,631</u>	<u>\$ 745,718</u>	<u>\$ 9,274,044</u>	<u>\$ (13,356,075)</u>	<u>\$ (24,961)</u>	<u>\$ (3,359,279)</u>
Net loss	-	-	-	-	-	-	-	(456,410)	-	(456,410)
Other Comprehensive Loss	-	-	-	-	-	-	-	-	33,826	33,826
Balance, August 31, 2018	<u>1,995,185</u>	<u>\$ 1,995</u>	<u>-</u>	<u>\$ -</u>	<u>745,718,631</u>	<u>\$ 745,718</u>	<u>\$ 9,274,044</u>	<u>\$ (13,812,485)</u>	<u>\$ 8,865</u>	<u>\$ (3,781,863)</u>

See Notes to Consolidated Financial Statements.

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DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended August 31, 2018	For the Year Ended August 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	\$ (456,410)	\$ 564,423
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation	546	216
Amortization of debt discount	-	32,083
Change in fair value of derivative liability	(16,640)	(776,858)
Changes in operating assets and liabilities:		
Accounts receivable	(35,876)	(12,184)
Prepaid expenses and other current assets	1,010	28
Accounts payable and accrued expenses	(674)	(23,723)
Accrued interest	78,233	63,286
Accrued compensation	187,513	181,596
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	<u>(242,298)</u>	<u>28,867</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	<u>(1,718)</u>	<u>(660)</u>
NET CASH USED IN INVESTING ACTIVITIES	<u>(1,718)</u>	<u>(660)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from loan payable	135,000	-
Proceeds from officers loans payable	118,045	22,851
Payment made for loan payable	<u>(65,000)</u>	<u>-</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>188,045</u>	<u>22,851</u>
NET (DECREASE) INCREASE IN CASH	(55,971)	51,058
EFFECT OF VARIATION OF EXCHANGE RATE OF CASH HELD IN FOREIGN CURRENCY	33,826	(314)
CASH - BEGINNING OF YEAR	<u>55,262</u>	<u>4,518</u>
CASH - END OF YEAR	<u>\$ 33,117</u>	<u>\$ 55,262</u>
Supplemental disclosures of cash flow information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>

See Notes to Consolidated Financial Statements.

Table of Contents**DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 1 – ORGANIZATION, BASIS OF PRESENTATION AND GOING CONCERN****Nature of Business and History of the Company**

Digital Brand Media & Marketing Group, Inc. (f/k/a RTG Ventures, Inc.) (“The Company”) is an OTC:PK listed company. The Company was organized under the laws of the State of Florida on September 29, 1998.

The Company strategically focuses on developing the business of its wholly owned and revenue generating online marketing services company, Digital Clarity. With deep DNA in its operating market, blending the services of an experienced professional workforce leveraging a technology offering positions the company in a strong, forward looking structure. Digital Clarity operates in the growing area of digital marketing that helps companies make the most of the digital economy focusing on areas such as Search Engine Marketing (Google, Yahoo! & Bing), Social Media (Twitter, Facebook & LinkedIn) and Internet Strategy Planning including Design, Analytics and Mobile Marketing.

Following the acquisition of Digital Clarity in 2011 the Company has been honing its business model to be the differentiating service provider in digital marketing space to its clients and prospective business as DBMM grows into one of the leaders in the industry going forward.

Today, DBMM Group crafts, designs and executes digital marketing strategies across multiple ad platforms and social media networks for a broad array of clients to help each of them establish a uniform brand identity across the digital universe. The product offering is a unique value proposition of intelligent analytics provided by an experienced digital marketing and technology team. Therefore, DBMM Group is a blend of data, strategy and creative execution.

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis. The financial statements do not reflect any adjustments that might result if The Company is unable to continue as a going concern.

The Company has outstanding loans and convertible notes payable aggregating \$1.4 million at August 31, 2018 and doesn't have sufficient cash on hand to satisfy such obligations. However, during fiscal year 2018, loans of \$188,045 were raised from the new loan arrangements. The Company also has a non-binding Commitment Letter from an investor of \$250,000 which also includes a right of first refusal on additional capital raise up to \$3 million which will contribute to satisfying such obligations and fund any potential cash flow deficiencies from operations for the foreseeable future.

Accordingly, the accompanying consolidated financial statements have been prepared in conformity with U.S. GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**Basis of Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Stylar (DBA Digital Clarity). All significant inter-company transactions are eliminated.

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Cash and Cash Equivalents

Cash and cash equivalents consist primarily of cash in banks. The Company considers cash equivalents to include all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had no cash equivalents as of August 31, 2018 or 2017.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest. Accounts receivable are presented net of allowance for doubtful accounts.

The Company has a policy of reserving for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the bad debt expense after all means of collection have been exhausted and the potential for recovery is considered remote. At August 31, 2018 and 2017, the Company recognized \$ 0 and \$21,797, respectively, as the allowance for doubtful accounts.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the related assets (primarily three to five years).

Revenue Recognition

The Company follows the guidance of ASC Topic 605, formerly, SAB 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

Advertising Costs

Advertising costs, which are included in cost of sales and general and administrative expenses in the accompanying Statements of Operations, are expensed when incurred. Total advertising expenses for fiscal years 2018 and 2017 amounted to \$13,972 and \$7,838, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Company follows the provisions of the ASC 740 -10 related to, *Accounting for Uncertain Income Tax Positions*. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all highly certain of being upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

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The Company has adopted ASC 740-10-25 *Definition of Settlement*, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion of an examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open.

Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities have been excluded from the per share computations as of August 31, 2018 and 2017.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of August 31, 2018, which consist of convertible instruments and rights to shares of the Company's common stock and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

During the years ended August 31, 2018 and 2017, the Company had notes payable outstanding in which the conversion rate was variable and undeterminable. Accordingly, the Company has recognized a derivative liability in connection with such instruments. The Company uses judgment in determining the fair value of derivative liabilities at the date of issuance at every balance sheet thereafter and in determining which valuation is most appropriate for the instrument (e.g., Binomial method), the expected volatility, the implied risk-free interest rate, as well as the expected dividend rate.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below.

- | | |
|---------|---|
| Level 1 | Observable inputs such as quoted market prices in active markets for identical assets or liabilities. |
| Level 2 | Observable market-based inputs or unobservable inputs that are corroborated by market data. |
| Level 3 | Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions. |

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The Company did not have any Level 2 or Level 3 assets or liabilities as of August 31, 2018, and 2017, with the exception of its derivative liability which are valued based on Level 3 inputs.

Cash is considered to be highly liquid and easily tradable as of August 31, 2018 and 2017 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Stock Based Compensation

We account for the grant of stock options and restricted stock awards in accordance with ASC 718, "Compensation-Stock Compensation." ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation.

Foreign Currency Translation

Assets and liabilities of subsidiaries operating in foreign countries are translated into U.S. dollars using either the exchange rate in effect at the balance sheet date or historical rate, as applicable. Results of operations are translated using the average exchange rates prevailing throughout the year. The effects of exchange rate fluctuations on translating foreign currency assets and liabilities into U.S. dollars are included in a separate component of stockholders' equity (accumulated other comprehensive loss), while gains and losses resulting from foreign currency transactions are included in operations.

Table of Contents**Business Combinations**

In accordance with Accounting Standards Codification 805, "Business Combinations" ("ASC 805") the Company records acquisitions under the purchase method of accounting, under which the acquisition purchase price is allocated to the assets acquired and liabilities assumed based upon their respective fair values. The Company utilizes management estimates and, in some instances, may require an independent third-party valuation firm to assist in determining the fair values of assets acquired, liabilities assumed, and contingent consideration granted. Such estimates and valuations require us to make significant assumptions, including projections of future events and operating performance.

Customer Concentration

Three of the Company's customers accounted for approximately 88% and 79% of its revenues during fiscal 2018 and 2017, respectively.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASC 606), to clarify the principles of recognizing revenue and create common revenue recognition guidance between U.S. GAAP and International Financial Reporting Standards. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services and is recognized at an amount that reflects the consideration expected to be received in exchange for such goods or services. In addition, ASC 606 requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The ASC is effective for fiscal years beginning after December 15, 2017, including interim reporting periods therein. The Company is currently evaluating the impact of the adoption of ASU 2016-12 on the Company's financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), to increase transparency and comparability among organizations by recognizing a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either operating or financing, with such classification affecting the pattern of expense recognition in the income statement. ASU 2016-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2018, and early adoption is permitted. We are currently evaluating the impact ASU 2016-02 will have on our consolidated financial statements and associated disclosures.

In August 2016, FASB issued accounting standards update ASU-2016-15, "Statement of Cash Flows" (Topic 230) – Classification of Certain Cash Receipts and Cash Payments", to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments in this ASU are effective for public and nonpublic entities for fiscal years beginning after December 15, 2018, and interim periods with fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of the adoption of ASU 2016-15 on the Company's financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying consolidated financial statements.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	<u>Estimated Life</u>	<u>2018</u>	<u>2017</u>
Computer and office equipment	3 to 5 years	\$ 22,335	\$ 20,618
Less: Accumulated depreciation		(20,314)	(16,813)
		<u>\$ 2,021</u>	<u>\$ 3,805</u>

Depreciation expense amounted to \$546 and \$216, for the years ended August 31, 2018 and 2017 respectively.

Table of Contents**NOTE 4 – LOANS PAYABLE**

	August 31,	
	2018	2017
Loans payable	\$ 440,000	\$ 370,000

The loans payables are due on demand, are unsecured, and are 6-12% interest bearing.

During fiscal year ended August 31, 2018 and 2017, the Company generated loan proceeds of \$135,000 and \$0, respectively.

NOTE 5 – CONVERTIBLE DEBENTURES

At August 31, 2018, and August 31, 2017 convertible debentures consisted of the following:

	August 31,	
	2018	2017
Convertible notes payable	\$ 840,791	\$ 840,791
Unamortized debt discount	-	-
Total	\$ 840,791	\$ 840,791

The convertible notes payable mature through February 2017, and they bear interest at ranges between 6% and 15%. The convertible promissory notes are convertible at ratios varying between 45% and 50% of the closing price at the date of conversion through, at its most favorable terms for the holders, the average of the three lowest closing bids for a period of 5-30 days prior to conversion. As of August 31, 2018, an aggregate of \$840,791 of convertible promissory notes have matured and remain unpaid.

NOTE 6 – OFFICERS LOANS PAYABLE

	August 31,	
	2018	2017
Officers loans payable	\$ 140,896	\$ 22,851

The loans payables are due on demand, are unsecured, and are non-interest bearing.

During fiscal year ended August 31, 2018 and 2017, the Company generated loan proceeds of \$140,896 and \$22,851, respectively.

NOTE 7 – DERIVATIVE LIABILITIES

The Company accounts for the embedded conversion features included in its convertible instruments as derivative liabilities. The aggregate fair value of derivative liabilities at August 31, 2018 and 2017 amounted to \$ 724,313 and \$740,953 respectively. At each measurement date, the fair value of the embedded conversion features was based on the lattice binomial method using the following assumptions:

	Years Ended August 31	
	2018	2017
Effective Exercise price	0.0007 - 0.00112	0.0095 - 0.00152
Effective Market price	0.0014	0.0019
Volatility	55.96%	85%
Risk-free interest	2.46%	1.13%
Terms	365 days	365 days
Expected dividend rate	0%	0%

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Changes in the derivative liabilities during the years ended August 31, 2018 and 2017 are as follows:

Balance at September 1, 2016	\$ 1,517,811
Embedded conversion features at issuance	-
Changes in fair value of derivative liabilities	(776,858)
Balance, August 31, 2017	<u>\$ 740,953</u>
Balance at September 1, 2017	\$ 740,953
Embedded conversion features at issuance	-
Changes in fair value of derivative liabilities	(16,640)
Balance, August 31, 2018	<u>\$ 724,313</u>

NOTE 8 – ACCRUED COMPENSATION

As of August 31, 2018, and 2017 the Company owes \$1,070,156 and \$882,643, respectively, in accrued compensation and expenses to certain directors/consultants. The amounts are non-interest bearing.

NOTE 9 – COMMON STOCK AND PREFERRED STOCK**Preferred Stock- Series 1 and 2**

The designation of the Preferred Stock- Series 1 is as follows: Authorized 2,000,000 shares, par value of \$0.001. One share of the Company's Preferred Stock- Series is convertible into 53.04 shares of the Company's common stock, at the holder's option and with the Company's acquiescence, and has three votes per share.

The designation of the Preferred Stock- Series 2 is as follows: Authorized 2,000,000 shares, par value of \$0.001. One share of the Company's Preferred Stock- Series is convertible into one share of the Company's common stock, at the holder's option and with the Company's acquiescence, and has no voting rights.

Common Stock

On March 5, 2013, Digital Brand Media & Marketing Group, Inc. received approval from the Financial Industry Regulatory Authority (FINRA) for its 100 to 1 reverse stock split. All shares have been retroactively adjusted to reflect the 1 to 100 reverse stock split.

The Company approved a 1,000 to 1 Reverse Split of its shares of common stock, effective July 17, 2015. All reference to Common Stock shares and per share amounts have been retroactively restated to effect the reverse stock split as if the transaction had taken place as of the beginning of the earliest period presented. In addition, the authorized shares were reduced proportionately to 10,000,000 common shares.

The Authorized Shares were increased to 2,000,000,000 in April 4, 2016.

During the years ended August 31, 2018, and August 31, 2017, the Company issued 0, and 0 shares of its common stock, respectively.

NOTE 10 – EMPLOYMENT AND CONSULTING AGREEMENTS

In April 2010 a term sheet was agreed with Neil Gray as Chairman and Executive Director of the Company. The term was an initial three years, renewable annually beginning on September 1st, the beginning of the fiscal year.

In September 2010 a term sheet was agreed with a Company Director, Linda Perry, for annual remuneration of \$150,000 for her role as a consultant and as Executive Director for US interface to provide oversight regarding external regulatory reporting requirements. In addition, Ms. Perry is the lead executive for capital funding requirements and business development. The agreement had a rolling three-year term and was renewed in September 2013 and September 2016.

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In April 2011 a term sheet was agreed with a Company Officer, Reggie James, where remuneration was split between his duties as Senior Vice President and Executive Director of DBMM and Digital Clarity. Mr. James was appointed Co-Chief Operating Officer during fiscal year 2013. In conjunction with his appointment to the Company's Board of Directors, the agreement provides for a monthly compensation of \$4,500.

In June 2012 a term sheet was agreed with a Company Officer, Steve Baughman, as Head of US Operations with a sign on bonus of 50,000 preferred shares, His compensation is performance-based, reflecting multiple projects and business development activities. Mr. Baughman was appointed Co-Chief Operating Officer during fiscal year 2013. The Company may award additional stock-based compensation, at its option.

NOTE 11 – COMMITMENTS AND CONTINGENCIESLeases

DBMM's Corporate address is 747 Third Avenue, 2nd Floor, New York, NY 10017. The operating headquarters is located in the UK as Stylar limited, trading as Digital Clarity. DC is on a month-to-month lease at \$1,416, as it is evaluating larger quarters.

Legal Proceedings

1. The Company was involved in a litigation, Asher Enterprises, Inc. v: Digital Brand Media & Marketing Group, Inc., Index No.600717/2014,e in the Supreme Court of the State of New York, County of Nassau. The Plaintiff alleged \$337,500 breach of contract principal and damages arising from an untimely periodic filing in 2013. On September 14, 2014 the Court declined to grant the plaintiff's application for default judgment and Linda Perry was removed as a defendant. The Court awarded judgment in favor of the Plaintiff on July 15, 2015 in the amount of \$122,891.87, which did not include \$25,000 paid in a subsequent settlement in February 2016. On June 18, 2018 the matter was settled between the parties with an Addendum to the Settlement Agreement, for a final payment of \$65,000 which was paid in full on the same date. A Stipulation of Discontinuance was filed with the Court ending the litigation. A Satisfaction of Judgment through the Settlement Addendum was coincidentally filed. The litigation is closed.e

2.eThe U.S. Securities & Exchange Commission instituted an Administrative Proceeding, File No. 3-17990, on May 16, 2017 to revoke the Company's registration statement because of delinquent filings. A hearing was held on August 9, 2017 and the Initial Decision to revoke the registration was dated November 16, 2017. The order was subsequently remanded by order of the U.S. Supreme Court in December 2017. The Company responded to the Remand with evidence of mitigating circumstances under a Protective Order and filed all its delinquent filings: ae Super 10-K for 2015-2016-2017 on May 31, 2018 and 10-Q's for 2018 1Q, 2Q on June 22, 2018 and 3Q on July 18, 2018.e

On November 9, 2018 following agreement by the parties and stated in an order for the case to go forward based on the existing record with the exception of the aforementioned Initial Decision which has been vacated/withdrawn. A hearing is scheduled for January 15, 2019 during which both parties will make a thirty-minute oral presentation.

From time to time, the Company has become or may become involved in certain lawsuits and legal proceedings which arise in the ordinary course of business. The Company intends to vigorously defend its positions. However, litigation is subject to inherent uncertainties and an adverse result in those or other matters may arise from time to time that may harm its financial position, or our business and the outcome of these matters cannot be ultimately predicted.

NOTE 12 – INCOME TAXES

For the years ended August 31, 2018, and 2017, the benefit for income taxes differed from the amounts computed by applying the statutory federal income tax rate at which rate the tax benefits is expected to occur. The reconciliation is as follows:

	Years Ended August 31	
	2018	2017
Benefit computed at statutory rate	\$ 96,000	\$ 157,000
State tax (benefit), net of federal affecte	20,000	31,000
Permanent differences (primarily change in fair value of derivativee liability)e	(4,000)	(188,000)
Increase in valuation allowancee	(112,000)	-
Net income tax benefite	\$ -	\$e -

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The Company has net operating loss carry-forward for income tax totaling purposes approximately \$4.4 million at August 31, 2018 which expire at various times through 2038. A significant portion of these carry-forwards is subject to annual limitations due to "equity structure shifts" or "owner shifts" involving "five percent shareholders" (as defined in the Internal Revenue Code) which results in a more than fifty percent change in ownership.

The net deferral tax asset is as follows:

	Years Ended August 31	
	2018	2017
Net operating loss carry-forward	\$ 1,107,000	\$ 1,043,000
Accrued compensation	271,000	130,000
Valuation allowance	(1,378,000)	(1,173,000)
Net deferred tax asset	\$ -	\$ -

The valuation allowance increased by \$205,000 during fiscal year 2018.

NOTE 13 – FOREIGN OPERATIONS

As of August 31, 2018, all of our revenues and a majority of our assets are associated with subsidiaries located in the United Kingdom. Assets at August 31, 2018 and revenues for fiscal 2018 were as follows:

	United States	Great Britain	Total
Revenues	\$ 3,627	\$ 532,874	\$ 536,501
Total revenues	\$ 3,627	\$ 532,874	\$ 536,501
Identifiable assets at August 31, 2018	\$ 468	\$ 129,358	\$ 129,826

As of August 31, 2017, a majority of revenues and assets are associated with subsidiaries located in the United Kingdom. Assets and revenues for the year ended August 31, 2017, were as follows:

	United States	Great Britain	Total
Revenues	\$ 40,627	\$ 445,742	\$ 486,369
Total revenues	\$ 40,627	\$ 445,742	\$ 486,369
Identifiable assets at August 31, 2017	\$ (16)	\$ 115,950	\$ 115,934

NOTE 14 - SUBSEQUENT EVENTS

None.

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

**Digital Brand Media & Marketing Group,
Inc., *et al.***

Respondents.

DECLARATION OF HILDA GARRETT
IN SUPPORT OF DIVISION OF ENFORCEMENT'S BRIEF IN RESPONSE TO
DIGITAL BRAND'S MOTION FOR SUMMARY DISPOSITION

I, Hilda Garrett, pursuant to 28 U.S.C. § 1746, declare:

I.e. I am an Assistant Chief Accountant in the Division of Corporation Finance ("Corporation Finance") at the Securities and Exchange Commission ("Commission"). I have worked in the Office of Enforcement Liaison within Corporation Finance since 2003. I previously worked as a staff accountant in Corporation Finance in the Assistant Director (AD) Group-9 – Small Business Group. In my current position, I review company filings, including annual reports, quarterly reports, current reports, and registration statements filed by reporting companies under the Securities Exchange Act of 1934 (the "Exchange Act") and the Securities Act of 1933. I performed similar duties while working in the Small Business Group. I am submitting this Declaration in support of the Division of Enforcement's Brief in Response to Digital Brand's Motion for Summary Disposition.

2.e Digital Brand Media & Marketing Company, Inc. (CIK No. 112475) ("Digital Brand") has an August 31 fiscal year end.

3.e I have reviewed the following filings made by Digital Brand after it filed its Form 10-K on May 31, 2018:

- Form 10-Q for the period ended November 30, 2017 filed on June 22, 2018
- Form 10-Q for the period ended February 28, 2018 filed on June 25, 2018
- Form 10-Q for the period ended May 31, 2018 filed on July 17, 2018
- Form 10-K for the year ended August 31, 2018 filed on December 14, 2018
- Form 10-Q for the period ended November 30, 2018 filed on January 14, 2019

4.e It is my opinion that the company's Form 10-K for fiscal year 2018 is materially deficient. Specifically, Digital Brand failed to identify the framework used to evaluate the effectiveness of Internal Control over Financial Reporting ("ICFR") as required by Item 308(a)(2) of Regulation S-K. Moreover, contrary to the requirements of Item 308(a)(3) of Regulation S-K, Digital Brand failed to provide a management's assessment of the effectiveness of ICFR including a statement as to whether ICFR is effective and a statement identifying any material weakness.

5.e In addition, each of the filings I reviewed contained additional deficiencies. Specifically, in each filing, Digital Brand's conclusion that its disclosure controls and procedures were effective was qualified with the phrase "notwithstanding the mitigating factors outside the Company's control." In my opinion, the company was required to conclude if its disclosure controls and procedures were effective or not, without any qualifying language. Also, to the extent that the company concluded that its disclosure controls and procedures were in fact effective, the filings should explain in more detail how the company came to that conclusion, especially due to the lack of a conclusion as to ICFR effectiveness referenced above.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 27, 2019.

Heda Garrett
HEDA GARRETT