

CMG HOLDINGS, INC.  
Form 8-K  
March 06, 2009

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934

Date of Report: March 6, 2009  
(Date of earliest event reported)

CMG HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Nevada

000-51770

87-0733770

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(State of Incorporation)

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(Commission File Number)

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(I.R.S. Employer Identification No.)

5601 Biscayne Boulevard  
Miami, FL 33137

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(Address of principal executive offices) (Zip Code)

(305) 751-1667

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(Registrant's telephone no., including area code)

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(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

Item 1.01 Entry into a Material Definitive Agreement.

Effective March 6, 2009, the Registrant, through a wholly owned subsidiary CMGO Capital, Inc., a Nevada corporation, completed a Note Purchase Agreement with Bank of America to purchase the senior secured debt obligations of The Experiential Agency, Inc.

SECTION 8 - OTHER EVENTS

Item 8.01 Other Events.

Effective March 6, 2009, the Registrant changed its transfer agent from U.S. Stock Transfer, Corp. to:

Corporate Stock Transfer, Inc.  
3200 Cherry Creek South Drive, Suite 430  
Denver, Colorado 80209  
Telephone: (303) 282-4800  
Fax (303) 282-5800  
www.corporatetstock.com

SIGNATURE

CMG HOLDINGS, INC.  
(Registrant)

Date: March 6, 2009

By: /s/ ALAN MORELL  
Alan Morell  
Chief Executive Officer  
(Duly Authorized  
Officer)

Date: March 6, 2009

By: /s/ JAMES J. ENNIS  
James J. Ennis  
Chief Financial Officer  
(Principal Financial  
and Accounting Officer)