

Digital Music Group, Inc.  
Form 3  
September 18, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Roy Tuhin		(Month/Day/Year)	Digital Music Group, Inc. [DMGI]	
(Last)	(First)	(Middle)	09/08/2006	
85 ORA WAY # 202			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
FRANCISCO,Â CAÂ 94131			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Chief Strategy Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	307,650 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Common Stock Warrant (right to buy)	Â (2)	09/08/2013	Common Stock	150,000	\$ 5.57	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roy Tuhin 85 ORA WAY # 202 SAN FRANCISCO, CA 94131	Â X	Â	Â Chief Strategy Officer	Â

## Signatures

/s/ Karen Davis,  
attorney-in-fact

09/18/2006

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reporting person acquired these securities on September 8, 2006, as consideration for the reporting person's units of membership interest in Digital Rights Agency LLC ("DRA"), which Digital Music Group, Inc. ("DMGI") acquired on September 8, 2006. The
- (1) acquisition agreement provides that the former members of DRA will receive additional shares of DMGI Common Stock if certain revenue goals are met. The reporting person's right to receive additional shares pursuant to this earn-out right became fixed and irrevocable on September 8, 2006, the effective date of the acquisition.
  - (2) The warrant is exercisable as to 75,000 shares of common stock on September 8, 2007, and as to an additional 3,125 shares month thereafter.

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### Remarks:

Exhibit List : Exhibit 24 - Power Of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.