

CMG HOLDINGS GROUP, INC.  
Form 10-K/A  
November 02, 2016

UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1 TO FORM 10-K

ANNUAL REPORT PURSUANT TO  
SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31,  
2015

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

Nevada  
State or other jurisdiction of  
incorporation or organization)

87-0733770  
(I.R.S. Employer Identification No.)

2130 North Lincoln Park West 8N  
Chicago, IL  
(Address of principal executive  
offices)

60614  
(Zip Code)

(773) 698--6047  
Registrant's telephone number  
including area code

(Former Name or Former Address, if  
changed since last report)

Securities registered pursuant to  
Section 12(b) of the Exchange Act:

None

Securities registered pursuant to  
Section 12(g) of the Act:

Common Stock, \$0.001 par value

Indicate by check mark if the registrant is a well known seasonal issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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  No  \*

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non accelerated filer, or small reporting company. See the definition of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non accelerated filer  Smaller reporting company  Non

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

As of November 1, 2016 the aggregate market value of the Registrant's voting and non voting common stock held by non affiliates of the registrant as of the end of the second quarter of the last fiscal year was approximately: \$4,495,000 at \$0.01 price per share, based on the closing price on the OTCQB. As of November 1, 2016, there were 449,329,190 shares of common stock of the registrant issued and outstanding.

Documents Incorporated by Reference: None

EXPLANATION NOTE

This Amendment No. 1 to the Annual Report on Form 10-K/A of CMG Holdings, Inc. (the "Company") for the year ended December 31, 2015 is being filed to properly report the number of shares outstanding as of December 31, 2015 and on November 1, 2016 which is 449,329,190 shares of common stock, the same as reported in the audited financial statement on the front cover and on page 19, Item 12 and to reflect the correct number of shares owned by Glenn Laken, CEO and Chairman of the Company on page 19, Item 12.

This Amendment No. 1 should be read in conjunction with the Original Form 10-K and the Company's other filings with the SEC. This Amendment No. 1 consists solely of the preceding cover page, this explanatory note, Item 12, the signature page and the certifications required to file as exhibits to this Amendment No. 1.

Except as described above, no other part of the Form 10-K are being amended.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of November 1, 2016, and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possess sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner(1)	Title of Class	Amount	Percent of Class(2)
Directors and named Executive Officers			
Glenn Laken	Common Stock	49,156,925 (4)	10.05 %
David J. Kovacs	Common Stock	0	0 %
All Directors and executive officers as a group	Common Stock	49,156,925	10.05 %
5% Security Holders			
None.			

(1) Except as otherwise indicated, the persons named in this table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and to the information contained in the footnotes to this table. Unless otherwise indicated, the address of the beneficial owner is c/o CMG Holdings Group, Inc. at 2130 Lincoln Park West 8N, Chicago, IL 60614.

(2) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Beneficial ownership also includes shares of stock subject to options and warrants currently exercisable or exercisable within 60 days of the date of this table. In determining the percent of common stock owned by a person or entity as of the date of this Report, (a) the numerator is the number of shares of the class beneficially owned by such person or entity, including shares which may be acquired within 60 days on exercise of warrants or options and conversion of convertible securities, and (b) the denominator is the sum of (i) the total shares of common stock outstanding on as of the date of this Annual Report (290,716,364), and (ii) the total number of shares that the beneficial owner may acquire upon exercise of the derivative securities. Unless otherwise stated, each beneficial owner has sole power to vote and dispose of its shares.

(3) Based on 449,329,190 shares of the Company's common stock outstanding on November 1, 2016.

(4) Such shares include the options and warrants to purchase a total of 40,000,000 shares of common Stock owned by Mr. Glenn Laken.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CMG HOLDINGS GROUP, INC.  
(Registrant)

November 2, 2016

By: /s/ Glenn Laken  
Glenn Laken, Chief Executive  
Officer and Chief Financial Officer

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

CMG HOLDINGS GROUP, INC.  
(Registrant)

November 2, 2016

By: /s/ Glenn Laken  
Glenn Laken, Chairman

CMG HOLDINGS GROUP, INC.  
(Registrant)

November 2, 2016

By: /s/ David J. Kovacs  
David J. Kovacs, Director

