

CMG HOLDINGS GROUP, INC.
Form 10-K/A
April 24, 2013

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

FORM 10-K/A

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

For the fiscal year ended December 31, 2012

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.)

333 Hudson Street,
Suite 303
New York, New
York
(Address of principal
executive offices)

10013
(Zip Code)

Registrant's telephone
number including area code
(646) 688-6381

(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.
No Yes x

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

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 x No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K (§229.405 of this chapter) 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. x

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 x

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

As of April 15, 2013, the aggregate market value of the Registrant's voting and none-voting common stock held by non-affiliates of the registrant was approximately: \$2,013,073 at \$0.0068 price per share, based on the closing price on the OTC Pink Sheets. As of April 19, 2013, there were 337,564,955 shares of common stock of the registrant issued and outstanding.

Documents Incorporated by Reference: None

Explanatory Note

CMG Holdings Group, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A (the "Amendment") to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2012 (the "Form 10-K"), filed with the Securities and Exchange Commission on April 16, 2013 (the "Original Filing Date"), solely to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following materials from the Company's Form 10-K, formatted in XBRL (eXtensible Business Reporting Language):

101.INS XBRL INSTANCE DOCUMENTS

101.SCH XBRL TAXONOMY EXTENSION SCHEMA

101.CAL XBRL TAXONOMY EXTENSION CALCULATION LINKBASE

101.DEF XBRL TAXONOMY EXTENSION DEFINITION LINKBASE

101.LAB XBRL TAXONOMY EXTENSION LABEL LINKBASE

101.PRE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files attached as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART IV

ITEM 15. EXHIBITS AND REPORTS ON FORM 8-K

1. Financial Statements
2. Financial Statement Schedules
3. Exhibits

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Reference	Incorporated by
			Filing Date/ Period End Date
2.1	Agreement and Plan of Reorganization dated May 27, 2008 between CMG Holding, Inc. and Creative Management Group, Inc..	8-K	May 5, 2008
3.1	Certificate of Incorporation of Pebble Beach Enterprises, Inc. dated July 26, 2004	10-SB	February 1, 2006
3.2	Amendment to Certificate of Incorporation of CMG Holding, Inc. dated February 20, 2008	8-K	February 20, 2008
3.3	Bylaws of CMG Holdings, Inc.	8-K	February 20, 2008
3.4	Certificate of the Designations, Powers Preferences and Rights of the Series A Convertible Preferred Stock dated March 31, 2011	8-K	April 6, 2011
3.6	Certificate of the Designations, Powers Preferences and Rights of the Series B Convertible Preferred Stock dated March 31, 2011	8-K	April 12, 2011
10.1	Stock Purchase Agreement AudioEye date March 31, 2010	10-K	April 15, 2010
10.2	AudioEye Spinoff Master Agreement dated June 22, 2011	8-K	June 24, 2011
10.3	Revised AudioEye Spinoff Master Agreement dated April 5, 2012	8-K	April 27, 2012
14.1	Code of Ethics	10-KSB	February 20, 2008
21.1	Subsidiaries of the Registrant	10-K	April 19, 2013
31.1	CMG Holdings Group, Inc. Certification of Chief Executive Officer pursuant to Section 302	10-K	April 19, 2013
31.2	CMG Holdings Group, Inc. Certification of Chief Financial Officer pursuant to Section 302	10-K	April 19, 2013
32.1		10-K	

	CMG Holdings Group, Inc. Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002		April 19, 2013
32.2	CMG Holdings Group, Inc. Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.	10-K	April 19, 2013
101*	Interactive Data Files for CMG Holdings Group, Inc. 10K for the Year Ended December 31, 2012		
101 INS*	XBRL Instance Document		
101 SCH*	XBRL Taxonomy Extension Schema Document		
101 CAL*	XBRL Taxonomy Extension Calculation Linkbase Document		
101 DEF*	XBRL Taxonomy Extension Definition Linkbase Document		
101LAB*	XBRL Taxonomy Extension Label Linkbase Document		
101 PRE*	XBRL Taxonomy Extension Presentation Linkbase Document		

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of the registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

4. Reports on Form 8-K

Description	Form	Filing Date
Item 5.02 Departure of Directors or Certain Officers; Election of Directors, Appointment of Certain Officers and Item 801 Other Event - New Management	8-K	12-19-2012
Item 502 Departure of Directors or Certain Officers; Election of Directors, Appointment of Certain Officers and Item 801 Other Event - Change of Control	8-K	12-13-2012
Item 8.01 Other Event - Registrant Disclosure	8-K	11-28-2012

SIGNATURE

Date: April 24 , 2013

CMG HOLDINGS
GROUP, INC.
(Registrant)

By: /s/ JEFFREY
DEVLIN
Jeffrey Devlin
Interim Chief
Executive Officer &
Chief Financial
Officer
(Duly Authorized
Officer & Principal
Financial and
and Accounting
Officer)

