

CMG HOLDINGS GROUP, INC.  
Form 10-Q/A  
May 22, 2013

QUARTELY REPORT JUNE 30, 2011  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A-2

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

For the quarter ended March 31, 2013

Commission file number 000-51770

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

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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 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 May 20, 2013, the aggregate market value of the Registrant's voting and none-voting common stock held by non-affiliates of the registrant was approximately: \$2,760,278 at \$0.01 price per share, based on the closing price on the OTC Pink Sheets. As of May 20, 2013, there were 294,650,743 shares of common stock of the registrant issued and 294,650,743 outstanding.

Explanatory Note

CMG Holdings Group, Inc. (the "Company") is filing this Amendment No. 2 on Form 10-Q/A (the "Amendment") to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2013 (the "Form 10-Q"), filed with the Securities and Exchange Commission on May 20, 2013 (the "Original Filing Date"), to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T and to correct the address of the principal executive offices. Exhibit 101 consists of the following materials from the Company's Form 10-Q, 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-Q. 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.

Reports on Form 8-K:

The Company filed a Form 8-K on January 21, 2013 - Item 7.01 - Regulation FD Disclosure - Message to Shareholders.

The Company filed a Form 8-K on February 25, 2013 - Item 8.01 - AudioEye Distribution.

The Company filed a Form 8-K on March 20, 2013 - Item 7.01 - Regulation FD Disclosure - Message to Shareholders.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

CMG HOLDINGS GROUP,  
INC.  
(Registrant)

Date: May 22, 2013

By: /s/ JEFFREY DEVLIN  
Jeffrey Devlin  
Chief Executive Officer,  
Chief Financial Officer and  
Chairman of the Board

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	NAME	TITLE	DATE
/s/Jeffrey Devlin	Jeffrey Devlin	CEO, CFO & Chairman of the Board	May 22, 2013

