

Digital Music Group, Inc.
Form 8-K
February 06, 2008

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 5, 2008, Digital Music Group, Inc. (the Company) filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the Delaware General Corporation Law, providing for the merger of a newly-created, wholly-owned subsidiary with and into the Company. The merger will become effective on February 9, 2008. In connection with the merger, Article I of the Company's Certificate of Incorporation will be amended solely to reflect the Company's new corporate name, The Orchard Enterprises, Inc. A copy of the Certificate of Ownership and Merger is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

In connection with the Company's name change, the CUSIP number of its common stock, par value \$0.001 per share, will change to 68562L 100 effective February 9, 2008. The Company's ORCD trading symbol will remain unchanged on the NASDAQ Global Market.

A copy of the press release announcing the name change is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Certificate of Ownership and Merger |
| 99.1 | Press Release, dated February 6, 2008. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Digital Music Group, Inc.

By: /s/ Greg Scholl

Name: Greg Scholl

Title: President and Chief Executive Officer

Date: February 6, 2008

EXHIBIT INDEX

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