
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

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

May 22, 2015

Date of report (Date of earliest event reported)

Rotate Black, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

0-14039
(Commission
File Number)

75-3225181
(I.R.S. Employer
Identification No.)

**201 East Mitchell, 175
PETOSKEY, MI 49770**
(Address of Principal Executive Offices) (Zip Code)

(231) 347-0777
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into Material Definitive Agreements

On May 22, 2015 the company entered into a definitive agreement to eliminate its accrued and outstanding debt of \$9,178,277 for a cash payment of \$1,250,000 and 400,000 shares of common stock to be paid on or before January 31, 2016.

On May 22, 2015 the company entered into agreements to eliminate its outstanding debt of \$1,907,172 to officers and affiliates for 953,586 shares of the Company's common stock.

SIGNATURES

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.

Date: May 26, 2015

Rotata Black, Inc.
(Registrant)

By: /s/ JOHN C. PAULSEN

Name: John C. Paulsen

Title: Chief Executive Officer
