

Digital Music Group, Inc.  
Form 8-K/A  
January 28, 2008



**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of business acquired.

The financial statements required by this Item with respect to the Merger are filed hereto as exhibit 99.1.

(b) Pro forma financial information.

The pro forma financial information required by this Item with respect to the Merger are filed hereto as exhibit 99.2.

(d) Exhibits.

99.1 The consolidated financial statements of Orchard as of December 31, 2006 and 2005 and for each of the three years in the period ended December 31, 2006 and the unaudited condensed consolidated financial statements of Orchard as of September 30, 2007 and December 31, 2006 and for the nine months ended September 30, 2007 and 2006.

99.2 The unaudited pro forma condensed combined financial statements of the Registrant and Orchard as of September 30, 2007 and for the nine months ended September 30, 2007 after giving effect to the Merger and of the Registrant, Digital Musicworks International, Inc. ( DMI ), Rio Bravo Entertainment LLC ( Rio Bravo ), Digital Rights Agency LLC ( DRA ), and Orchard for the year ended December 31, 2006 after giving effect to the Merger and the Registrant's acquisition of DMI and certain assets of Rio Bravo on February 6, 2006 and DRA on September 8, 2006.

**Table of Contents**

**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.

**DIGITAL MUSIC GROUP, INC.**

Date: January 28, 2008

By: /s/ Greg Scholl

Name:

Greg Scholl

Title: Chief Executive Officer

3

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document Description</b>
99.1	The consolidated financial statements of Orchard as of December 31, 2006 and 2005 and for each of the three years in the period ended December 31, 2006 and the unaudited condensed consolidated financial statements of Orchard as of September 30, 2007 and December 31, 2006 and for the nine months ended September 30, 2007 and 2006.
99.2	The unaudited pro forma condensed combined financial statements of the Registrant and Orchard as of September 30, 2007 and for the nine months ended September 30, 2007 after giving effect to the Merger and of the Registrant, DMI, Rio Bravo, DRA, and Orchard for the year ended December 31, 2006 after giving effect to the Merger and the Registrant's acquisition of DMI and certain assets of Rio Bravo on February 6, 2006 and DRA on September 8, 2006.
99.3	Press Release dated January 28, 2008 by Digital Music Group, Inc.