

Digital Music Group, Inc.
Form 3
September 18, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Roy Tuhin | | (Month/Day/Year) | Digital Music Group, Inc. [DMGI] | |
| (Last) | (First) | (Middle) | 09/08/2006 | |
| 85 ORA WAY # 202 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| FRANCISCO,Â CAÂ 94131 | | | <input checked="" type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | Chief Strategy Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 307,650 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|-----------------|---------|---------|-------------------|---|
| Common Stock Warrant (right to buy) | Â (2) | 09/08/2013 | Common Stock | 150,000 | \$ 5.57 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roy Tuhin 85 ORA WAY # 202 SAN FRANCISCO, CA 94131 | Â X | Â | Â Chief Strategy Officer | Â |

Signatures

/s/ Karen Davis,
attorney-in-fact

09/18/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reporting person acquired these securities on September 8, 2006, as consideration for the reporting person's units of membership interest in Digital Rights Agency LLC ("DRA"), which Digital Music Group, Inc. ("DMGI") acquired on September 8, 2006. The
- (1) acquisition agreement provides that the former members of DRA will receive additional shares of DMGI Common Stock if certain revenue goals are met. The reporting person's right to receive additional shares pursuant to this earn-out right became fixed and irrevocable on September 8, 2006, the effective date of the acquisition.
 - (2) The warrant is exercisable as to 75,000 shares of common stock on September 8, 2007, and as to an additional 3,125 shares month thereafter.

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Remarks:

Exhibit List : Exhibit 24 - Power Of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.