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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

bBooth, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

07331L 108

(CUSIP Number)

copy to:

Clark Wilson LLP

900 - 885 West Georgia Street

Vancouver, British Columbia, Canada V6C 3H1

Tel: 604.687.5700 Fax: 604.687.6314

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 10, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP 07331L 108
No.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Rory J. Cutaia

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 7 SOLE VOTING POWER
SHARES 22,742,298 ⁽¹⁾

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY Nil

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 22,742,298 ⁽¹⁾

PERSON 10 SHARED DISPOSITIVE POWER
WITH Nil

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
22,342,298 shares of common stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.3% based on 60,600,000 issued and outstanding as of November 18, 2014.

14 TYPE OF REPORTING PERSON (See Instructions)
IN

(1) Of this number, 17,928,606 shares are held directly by Rory J. Cutaia, 3,603,600 shares are held indirectly by Cutaia Media Group Holdings, LLC and 810,092 shares are held indirectly by Jaymie Cutaia, Mr. Cutaia's spouse. Rory J. Cutaia exercises investment power over the shares of common stock held by Cutaia Media Group Holdings, LLC and Jaymie Cutaia. Rory J. Cutaia also holds options to acquire 400,000 shares of the Issuer.

Item 1. Security and Issuer

This Statement relates to shares of common stock with \$0.001 par value per share of bBooth, Inc. (the "Issuer"). The principal executive offices of the Issuer are located at 1157 North Highland Avenue, Suite C, Hollywood, CA 90038.

Item 2. Identity and Background

- (a) Name: Rory J. Cutaia (the "Reporting Person")
- (b) Residence or business address: 1157 North Highland Avenue, Suite C, Hollywood, CA 90038
- (c) The Reporting Person is the Chairman, President, Chief Executive Officer, Secretary, Treasurer and director of the Issuer and a citizen of the United States.
- (d) The Reporting Person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) The Reporting Person has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Considerations

On August 11, 2014, the Issuer entered into a share exchange agreement (the "Exchange Agreement") with bBooth, Inc. (now called bBooth (U.S.A.) Inc. ("bBooth")), whereby the Issuer acquired all of the issued and outstanding shares of common stock of bBooth in exchange for the issuance of 50,429,072 shares of common stock of the Issuer to the shareholders of bBooth. The Exchange Agreement closed on October 16, 2014. In connection with the Exchange Agreement, the Reporting Person acquired 22,342,298 shares of common stock of the Issuer, of which 17,928,606 shares are held directly by the Reporting Person, 3,603,600 shares are held by Cutaia Media Group Holdings, LLC and 810,092 shares are held by Jaymie Cutaia, the Reporting Person's spouse.

On November 12, 2014, the Reporting Person was granted stock options to acquire 800,000 shares of common stock of the Issuer at an exercise price of \$0.50 per share until November 12, 2019. 400,000 stock options vest immediately and 400,000 stock options vest as follows: (a) 10% on October 16, 2015, (b) 22.5% on January 16, 2015, (c) 22.5% on April 16, 2016, (d) 22.5% on July 16, 2016 and (e) 22.5% on October 16, 2016.

On November 12, 2014, Jaymie Cutaia was granted stock options to acquire 300,000 shares of common stock of the Issuer at an exercise price of \$0.50 per share until November 12, 2019 of which 25% vest on November 12, 2015 and then 25% every quarter thereafter.

Item 4. Purpose of Transaction

The Reporting Person acquired the securities of the Issuer for investment purposes, but may transfer or sell such securities as necessary and in accordance with applicable securities laws.

As of the date hereof, except as described above, the Reporting Person does not have any plans or proposals which relate to or would result in:

- the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- any material change in the present capitalization or dividend policy of the Issuer;
- any other material change in the Issuer's business or corporate structure;
- changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) The aggregate number and percentage of common stock of the Issuer beneficially owned by the Reporting Person is 22,742,298 shares (including options to acquire 400,000 shares of the Issuer), or approximately 37.3% of outstanding common stock of the Issuer, based on 60,600,000 shares of common stock outstanding as of the date of this statement.
- (b) Rory J. Cutaia has the sole power to vote or direct the vote, and to dispose or direct the disposition of 22,742,298 shares of common stock of the Issuer.
- (c) The response to Item 3 is responsive to this Item.
- (d) Not applicable
- (e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except as set forth above or set forth in the exhibits, there are no contracts, arrangements, understandings or relationships between the Reporting Person and any other person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

- 10.1 Share Exchange Agreement dated August 11, 2014 with bBooth (incorporated by reference from the Issuer's Current Report on Form 8-K, filed on August 15, 2014).

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 19, 2014

/s/ Rory J. Cutaia

Signature

Rory J. Cutaia

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).