HEADSUP ENTERTAINMENT INTERNATIONAL, INC.

2000 East 12th Avenue

Suite 32

Denver, Colorado 80206

Telephone 540-607-6366

HEADSUP ENTERTAINMENT INTERNATIONAL, INC.

QUARTERLY DISCLOSURE STATEMENT

FOR SIX MONTH PERIOD ENDED JULY 31, 2016

General company information as used in this disclosure statement, the terms "we", "us", "our", "HDUP" and the "Company" means Headsup Entertainment International, Inc., a Colorado corporation.

Item I: Name of Issuer and its predecessor (if any).

October 7, 2007 to current date: Headsup Entertainment International, Inc.

Inception (September 29, 1992) to October 7, 2007: Carlyle Golf, Inc.

Item 2: The address of the Issuer's principal executive offices

2000 East 12th Avenue, Suite 32, Denver, Colorado 80206

Website: https://headsupentertainment.com

Phone: 540-607-6366

Email:

Item 3. Security Information

As of July 31, 2016

Trading Symbol: HDUP

Exact title and class of securities outstanding: Common Stock

(a) 500,000,000 shares of common stock authorized as of July 31, 2016; and (b) 198,207,657 shares of common stock issued and outstanding as of July 31, 2016.

Exact title and class of securities outstanding: Preferred Stock

(a) 10,000,000 shares of preferred stock authorized as of July 31, 2016; and (b) zero shares of preferred stock issued and outstanding as of July 31, 2016.

The Board of Directors is authorized to divide the 10,000,000 shares of preferred stock from time to time into one or more series, and to determine or change by resolution for each such series its designation, the number of shares of such series, the powers, preferences and rights and the qualifications, limitations or restrictions for the shares of such series. The resolution or resolutions of the Board of Directors providing for the division of such preferred stock into series may include the following provisions:

(1) The distinctive designation of each series and the maximum number of shares of each such series which may be issued, which number may be increased (except where otherwise provided by the Board of Directors in creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by action of the Board of Directors;

(2) Whether the holders of the shares of each such series are entitled to vote and, if so, the matters on which they are entitled to vote, the number of votes to which the holder of each such share is entitled, and whether the shares of such series are to be voted separately or together with shares of other series;

(3) The dividends to which holders of shares of each such series will be entitled; any restrictions, conditions or limitations upon the payment of those dividends; whether the dividends will be cumulative and, if cumulative, the date or dates from which the dividends will be cumulative;

(4) Whether the shares of one or more of such series will be subject to redemption and, if so, whether redemption will be mandatory or optional and if optional, at whose option, the manner of selecting shares for redemption, the redemption price and the manner of redemption;

(5) The amount payable on shares of each such series if there is a liquidation, dissolution or winding up of the Company which amount may vary at different dates and depending upon whether the liquidation, dissolution or winding up is voluntary or involuntary;

(6) The obligation, if any, of the Company to maintain a purchase, retirement or sinking fund for shares of each such series;

(7) Whether the shares of one or more of such series will be convertible into, or exchangeable for, any other types or securities, either at the option of the holder or of the Corporation and, if so, the terms of the conversions or exchanges;

(8) Any other provisions regarding the powers preferences and rights, and the qualifications, limitations or restrictions, for each such series which are not inconsistent with applicable law.

All shares of such series of preferred stock will be identical with each other in all respects, except that shares of any one such series issued at different times may differ as to the dates from which dividends on those shares, if cumulative, shall cumulate.

CUSIP Number: 42209 Q 103.

Par or Stated Value: common stock, $0.001 par value, preferred stock, $0.001 per value.

Transfer Agent:

Securities Transfer Corporation

2591 Dallas Parkway, Suite 102

Frisco, Texas 75034

Contact: Jason Freeman, jfreeman@stctransfer.com

Telephone: 469-633-0101

E-mail: info@stctransfer.com

Note: Securities Transfer Corporation is a registered transfer agent under the Securities Exchange Act of 1934, as amended.

Any restrictions on the transfer of security: Rule 144 restricted.

Describe any trading suspension orders issued by the SEC in the past 12 months: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, reorganization either currently anticipated or that occurred within the past 12 months: None.

4. Issuance History

During the six month period ended July 31, 2016, the Company did not issue any shares of either common or preferred stock.

5. Financial Statements

Attached are the unaudited financial statements for the six month period ended July 31, 2016 and July 31, 2015 as follows:

A. Balance sheet dated as of July 31, 2016.
B. Statement of income for fiscal years ended July 31, 2016 and July 31, 2015.

C. Statement of cash flows for fiscal years ended July 31, 2016 and July 31, 2015.
D. Statement of Stockholders' Equity.
E. Financial statement footnotes.

Item 6. Describe the Issuer's Business, Products and Services

A. Description of the Issuer's business operations:

HeadsUp Entertainment International Inc. is a media and entertainment company engaged in the development, production and marketing of televised branded programming, poker, sports-related content and other entertainment themes for Canadian television networks. Events are developed in conjunction with individual venues pursuant to applicable provincial regulation. During its first years of operations, the Company produced six hours of poker tournament-related programming being the filming of the Canadian Open Poker Championship and the Stampede Classic, which was licensed to Rogers SportsNet Inc. ("Rogers") in Canada and the international rights for which were sold to Fox Sports International Distribution Ltd. ("Fox"). The Company intends to produce further content comprised of entertainment, poker and sports-related content for Rogers, Fox and other entities. The Company's operations will continue to focus on the development of content and branding for the Canadian Championship Poker ("CCP") series. The Company intends to expand its entertainment programming operations and reach in the Canada market and into international markets.

The Company also produced a one-hour documentary based on the Stampede Classic, which was filmed in July of 2007 at the Stampede Casino in Calgary, Alberta. The Company produced three one hour productions based on the Canadian Open Poker Championship, which took place in the fall of 2007 also at the Stampede Casino in Calgary, Alberta.

B. Date and State (or Jurisdiction) of Incorporation: Colorado on September 29, 1992.

C. The Issuer's primary SIC Code: 7999 – Entertainment – Other Not Listed Elsewhere.

D. The Issuer's fiscal year end date: January 31st

7. Describe the Issuer's Facilities

The Company has no facilities to list.

8. Officers, Directors and Control Persons

A. Officers and Directors.

President, Secretary, Treasurer and sole Director

Full Name: Richard Keeley

Business Address: 2000 East 12th Avenue, Suite 32, Denver, Colorado 80206

Number and class of issuer's securities beneficially owned: 10,000,000 shares of common stock

Biography: Mr. Keeley is the sole executive officer and director of the Company. Since January 2015, he has also been the director of business development at Social Insider Tickets, which is a global ticket concierge selling premium tickets for concerts and sporting events worldwide. Mr. Keeley is also the director of business development at Social Insider America, which is a boutique agency focused on representing sports, entertainment and travel brands while providing entertainment concierge services to corporations and high net worth individuals.

Mr. Keeley was named theatre manager and entertainment directors of the Grey Eagle Resort and Casino in early 2014. Since 2003, Mr. Keeley has been producing and managing theaters and entertainers in one of the epicenters of the resort and casino realms, Las Vegas, Nevada. He forte is working with a wide spectrum of performers, staff, crew and events – procuring, negotiating, mediating, strategizing and liaising.

B. Legal/Disciplinary History

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.

2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.

3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: None.

4. The entry of an order by a self regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities: None.

C. Beneficial Shareholders

The following tables set forth information as of July 31, 2016 regarding the beneficial ownership of our common stock, (a) each stockholder who is known by the Company to own beneficially in excess of 5% of our outstanding common stock; (b) each director known to hold common stock; (c) the Company's chief executive officer; and (d) the executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. The percentage of beneficial ownership of common stock is based upon 198,207,657 shares of common stock outstanding as of July 31, 2016.

NAME AND ADDRESS OF BENEFICIAL OWNER	TITLE OF CLASS	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENT OF SHARES BENEFICIALLY OWNED
Officers and Directors			
Richard Keeley 2000 East 12th Avenue, Suite 32 Denver, Colorado 80206	Common	10,000,000	50.04 %
5% Or Greater Beneficial Shareholders			
PokerVision Media Inc. 1739 Steward Green SW Suite 246 Calgary, Alberta Canada T3H 3C8	Common	60,000,000	30.27%
Herbert Henry Vandyke 843 Reading Rd. Virginia Beach, Virginia 23451	Common	20,000,000	10.09%
Rudolph and Brown Inc. 21900 Marylee St. Suite 255 Woodland Hills, California 91367	Common	20,000,000	10.09%

(1) Based on total issued and outstanding of 198,207,657 shares of common stock.

(2) The officers and members of the board of directors of PokerVision Media Inc. are as follows: (a) Jim Nelles as member of the board; (ii) Isaac Moss as president/chief executive officer and member of the board; (iii) Gil Steinfeld as vice president of business development and marketing and member of the board; (iv) Trevor Doerksen as member of the board; and (v) Lynne Kellner as member of the board. The board of directors of PokerVision Media has sole power and authority to vote and dispose of the shares.
(3) The officer and director of Rudolph and Brown Inc. _____, who has sole power and authority to vote and dispose of the shares.

9. Third Party Providers

Legal Counsel

Naccarato and Associates
18881 Von Karman Avenue
Suite 1440
Irvine, CA 92612
Telephone: 949-851-9261

Owen Naccarato
owen@owenn.com
949-851-9261

Accountant or Auditor

Buckley Dodds Parker LLP, Chartered Professional Accountants

1185 West Georgia Street
Suite 1140
Vancouver, British Columbia
Canada V6E 4E6
Telephone: 604-688-7227

Investor Relations Consultant(s)

None

Other Advisor

None.

10. Issuer Certification

I, Richard Keeley, certify that:

1. I have reviewed this Quarterly Information and Disclosure Statement of HeadsUp Entertainment International, Inc.

2. Based on my knowledge, this Quarterly Information and Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Information and Disclosure Statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Quarterly Information and Disclosure Statement.

Date: September 13, 2016

/s/ Richard Keeley

Richard Keeley, President