HEADSUP ENTERTAINMENT INTERNATIONAL, INC.

2000 East 12th Avenue

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HEADSUP ENTERTAINMENT INTERNATIONAL, INC.

CURRENT REPORT

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.

Entry or Termination of a Material Definitive Agreement

On September 29, 2016, the Board of Directors of the Company authorized the execution of that certain asset contribution agreement (the "Asset Contribution Agreement") with FanLogic LLC, a limited liability company organized under the laws of the Commonwealth of Virginia ("FanLogic"). The managers of FanLogic valued the assets at approximately $3,600,000. Their valuation was based on certain factors including, but not limited, to: (i) investment in platform; (ii) potential of existing opportunities to monetize; (iii) management's experience; (iv) size of sector, speed of growth and immaturity; and (v) favorable comparative valuations. Therefore, in consideration thereof, the Company issued to FanLogic an aggregate of 60,000,000 shares of its common stock at a per share price of $0.06.

On December 19, 2016, the Board of Directors of the Company authorized the execution of that certain rescission agreement between the Company and FanLogic dated December 21, 2016 (the "Rescission Agreement"). The Board of Directors of the Company and FanLogic determined that it was not in the best interests of either the Company or FanLogic or their respective shareholders to proceed with the planned acquisition of the FanLogic assets and technology considering that certain conditions in the Asset Contribution Agreement were not met and neither party could meet the objectives of the other based on current financing status and business plan requirements and, therefore, the Asset Contribution Agreement should be rescinded (the "Rescission"). FanLogic agreed to the rescission of the Asset Contribution Agreement and to return the 60,000,000 shares held of record by it in the capital of the Company. The Company agreed to the rescission of the Asset Contribution Agreement and the return to Fanlogic of all of the FanLogic assets and technology and the resulting cancellation and return to treasury of the shares of stock of the Company held in the record name of FanLogic.

The Company also previously announced that Randolph H. Brownell III and Graham Webster were appointed as Chief Executive Officer and Director of International Operations of the Company, respectively. Effective with the Rescission Agreement, Messrs. Brownell and Webster resigned their respective executive positions.

The following table sets forth information as of the date of this Report 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 199,207,657 shares of common stock outstanding as of January 27, 2017.

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	5.02 %
5% Or Greater Beneficial Shareholders			
Lynne Kellner 33 Bearspaw Meadows Way NW Calgary, Alberta Canada T3L 2M3	Common	18,000,000	9.04%
Herbert Henry Vandyke 843 Reading Rd. Virginia Beach, Virginia 23451	Common	20,000,000	10.04%

Rudolph and Brown Inc. 21900 Marylee St. Suite 255 Woodland Hills, California 91367	Common	20,000,000	10.04%
1992689 Alberta Inc. (2) 33 Bearspaw Meadows Way NW Calgary, Alberta Canada T3L 2M3	Common	18,000,000	9.04%
Kathleen Kellner 1739-246 Stewart Green SW Calgary, Alberta Canada T3H 3C8	Common	18,000,000	9.04%

(1) Based on total issued and outstanding of 199,207,657 shares of common stock.
(2) The officers and members of the board of directors of 1992689 Alberta Inc. are as follows: (a) Arnold Albert Kellner; and (b) Lynne Kellner. The board of directors of 1992689 Alberta Inc. has sole power and authority to vote and dispose of the shares.
(3) The officer and director of Rudolph and Brown Inc. is David Messinger, who has sole power and authority to vote and dispose of the shares.
(4) The manager of FanLogic is Randy Brownell, who has sole power and authority to vote and dispose of the shares.

Issuer Certification

I, Richard Keeley, certify that:

1. I have reviewed this Current Report of HeadsUp Entertainment International, Inc.

2. Based on my knowledge, this Current Report 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 disclosure covered by this Current Report.

Date: January 27, 2017

/s/ Richard Keeley

Richard Keeley, President