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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. ____)***

Carolco Pictures, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

(CUSIP Number)

Brick Top Holdings, Inc.
5550 Glades Road, Ste. 500, Boca Raton, Florida 33431
(561) 826-9307
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 25, 2016
(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 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).

1. Names of Reporting Person Brick Top Holdings, Inc.	
2. Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3. SEC Use Only	
4. Source of Funds OO	
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6. Citizenship or Place of Organization Florida	
Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power 0
	8. Shared Voting Power 25,000,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)
	9. Sole Dispositive Power
	10. Shared Dispositive Power 25,000,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)
11. Aggregate Amount Beneficially Owned by Each Reporting Person 25,000,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)	
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13. Percent of Class Represented by Amount in Row (11) 6.90% (1)	
14. Type of Reporting Person HC	

(1) This percentage is calculated based on 337,397,856 shares of Common Stock which were issued and outstanding as of July 25, 2016, as confirmed by the transfer agent of the Issuer, plus the 25,000,000 shares of Common Stock underlying the unconverted Series C Preferred Stock of Stockholder.

1. Names of Reporting Person Alexander Bafer	
2. Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3. SEC Use Only	
4. Source of Funds PF	
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6. Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power 13,890,000
	8. Shared Voting Power 25,000,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)
	9. Sole Dispositive Power 13,890,000
	10. Shared Dispositive Power 25,000,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)
11. Aggregate Amount Beneficially Owned by Each Reporting Person 38,890,000 (assumes conversion of Series C Preferred Stock into Common Stock, discussed below)	
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13. Percent of Class Represented by Amount in Row (11) 11.53% (1)	
14. Type of Reporting Person IN	

(1) This percentage is calculated based on 337,397,856 shares of Common Stock which were issued and outstanding as of July 25, 2016, as confirmed by the transfer agent of the Issuer, plus the 25,000,000 shares of Common Stock underlying the unconverted Series C Preferred Stock of Stockholder.

This Schedule 13D is being filed on behalf of Brick Top Holdings, Inc., a Florida corporation (the “Stockholder”), and Alexander Bafer, the sole shareholder of Stockholder (“Mr. Bafer” and together with the Stockholder, the “Reporting Persons”). This Schedule 13D relates to the Common Stock, \$0.0001 par value (the “Common Stock”) of Carolco Pictures, Inc., a Florida corporation (the “Issuer”). Unless the context otherwise requires, references herein to the “Common Stock” are to such common stock of the Issuer. The Stockholder directly beneficially owns the 25,000,000 shares of Common Stock underlying the unconverted 12,750,000 shares of Series C Preferred Stock, \$0.0001 par value (“the Series C Preferred Stock”) (which is directly owned by Stockholder) to which this Schedule 13D relates, and Mr. Bafer may be deemed to have beneficial ownership over such Common Stock underlying such unconverted Series C Preferred Stock by virtue of the authority granted to him by the Stockholder to vote and to dispose of the securities held by the Stockholder, including such Common Stock underlying such Series C Preferred Stock. In addition, Mr. Bafer directly beneficially owns 13,890,000 shares of Common Stock.

Item 1. Security and Issuer

This Schedule 13D relates to the Common Stock of the Issuer. The address of the Issuer’s principal executive offices is 5550 Glades Road, Ste. 500, Boca Raton, Florida 33431.

Item 2. Identity and Background

- (a) This statement is filed by the Reporting Persons. The Stockholder is organized as a corporation under the laws of the State of Florida. Mr. Bafer is the sole shareholder of the Stockholder and controls the Stockholder’s business activities.
- (b) The address of the principal business and principal office of the Stockholder and Mr. Bafer is 5550 Glades Road, Ste. 500, Boca Raton, Florida 33431.
- (c) The principal business of the Stockholder is to serve as a stockholder of the Issue. The principal business of Mr. Bafer is to act as sole stockholder of the Stockholder.
- (d) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, 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.
- (f) The Stockholder is a Florida corporation. Mr. Bafer is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

The Stockholder acquired the 12,750,000 shares of convertible Series C Preferred Stock of Issuer as partial consideration in exchange for 12,750,000 shares of common stock of Recall Studios, Inc. (“Recall”) and 1,990,000 shares of Class A Preferred stock of Recall owned by the Stockholder pursuant to the terms of that certain Contribution Agreement (the “Contribution Agreement”) by and between the Issuer, Recall, Stockholder, and various other shareholders of Recall (the “Recall Shareholders”). The transactions under the Contribution Agreement closed on July 25, 2016. Of the 13,890,000 shares of Common Stock that Mr. Bafer directly beneficially owns, Mr. Bafer received 5,290,000 of such shares of Common Stock as founder shares and he expended an aggregate of approximately \$2,580 of his own investment capital to acquire 8,600,000 of such shares of Common Stock. The Series C Preferred Stock as well as the Common Stock referred to in this paragraph are referred to as “Securities”).

Item 4. Purpose of Transaction

The Reporting Persons acquired the Securities reported in this statement for investment purposes without a view to public distribution or resale. The Reporting Persons do not have, as of the date of this statement, any plans or proposals which relate to or would result in any of the actions or events specified in clauses (a), (h) or (i). With respect to other events specified in Item 4, the Reporting Persons may seek to influence the Issuer to change management, acquire or merge with a business; complete a reorganization; change the present board of directors or management; make changes to the present capitalization; make changes to the present articles and other related changes. The Reporting Persons reserve the right to dispose of all or a portion of its holdings of securities of the Issuer or to change its intention with respect to any or all of the matters referred to in this Item 4. In addition, Mr. Bafer is a director, Chairman of the Board and Chief Development Officer of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) As of July 25, 2016, the Stockholder and Mr. Bafer beneficially own 25,000,000 and 38,890,000 shares of Common Stock, respectively, representing approximately 6.90% and 11.53%, respectively, of the outstanding shares of Common Stock. This percentage is calculated based on 337,397,856 shares of Common Stock which were issued and outstanding as of July 25, 2016, as confirmed by the transfer agent of the Issuer, plus the 25,000,000 shares of Common Stock underlying the unconverted Series C Preferred Stock of Stockholder.

(b) The information set forth in Item 5(a) of this Schedule 13D is incorporated herein by reference. The Reporting Persons share voting and dispositive power over the 25,000,000 shares of Common Stock held by the Stockholder. Mr. Bafer has sole voting and dispositive power over the 13,890,000 shares of Common Stock held by Mr. Bafer.

(c) None.

(d) None.

(e) Not applicable.

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

The disclosure in Items 3, 4 and 5 is incorporated herein by reference.

At the option of the any holder of the Series C Preferred Stock, each share of Series C Preferred Stock is convertible into two shares of common stock of the Issuer. There is no adjustment to the conversion ratio set forth in the immediately preceding sentence in the event of a reverse stock split or forward stock split of the common stock or for any other reason. Notwithstanding the forgoing, no holder has any right to convert any shares of Series C Preferred Stock into shares of common stock until the time that there are sufficient shares of common stock of the Issuer authorized to permit the conversion of all authorized shares of Series C Preferred Stock.

Other than as set forth above, the Reporting Persons (i) holds no options to purchase shares of common stock, (ii) have no interest in any other securities of the Issuer, and (iii) are not a parties to agreements in which they shall receive additional securities of the Issuer.

Other than as set forth above, none of the Reporting Persons have any contract, arrangement, understanding or relationship with respect to securities of the Issuer including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Further, none of the Reporting Person has pledged securities of the Issuer nor are the securities of the Issuer held by any of the Reporting Persons subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities.

Item 7. Material to be Filed as Exhibits

<u>Exhibit No.</u>	<u>Description of Document</u>
99.1	Joint Filing Agreement, dated as of August 4, 2016, by and among the Reporting Persons.
99.2	Contribution Agreement, dated as of July 25, 2016, by and between the Issuer and the other parties thereto (incorporated by reference to Exhibit 10.8 to the Form 8-K filed by Carolco Pictures, Inc. with the SEC on July 26, 2016).

SIGNATURES

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.

Date: August 4, 2016

Brick Top Holdings, Inc.

By: /s/ Alexander Bafer

Name: Alexander Bafer

Title: Chief Executive Officer

Alexander Bafer

/s/ Alexander Bafer

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 the 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.

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated: August 4, 2016

Brick Top Holdings, Inc.

By: /s/ Alexander Bafer

Name: Alexander Bafer

Title: Chief Executive Officer

Alexander Bafer

/s/ Alexander Bafer
