

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Gupta Anand	2. Date of Event Requiring Statement (MM/DD/YYYY) 11/12/2018	3. Issuer Name and Ticker or Trading Symbol Recall Studios, Inc. [BTOP]
(Last) (First) (Middle) C/O RECALL STUDIOS, INC., 1115 BROADWAY, 12TH FLOOR	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer /	
(Street) NEW YORK, NY 10010	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series X Preferred Stock (1)	(2)	(2)	Common Stock	7110000 (3)	\$0	D	

Explanation of Responses:

- The reporting person holds 15,800 shares of Series X preferred stock.
- Shares of Series X preferred stock are not currently convertible into common stock, but each share will automatically convert into shares of the issuer's common stock upon the effectiveness of a future amendment to the issuer's articles of incorporation that will effect a reverse stock split of the issuer's common stock or increase the authorized shares of the issuer's common stock, or a combination thereof, by an amount sufficient to enable the conversion of all of the issuer's issued and outstanding shares of Series X preferred stock.
- Upon effectiveness of the future articles amendment, each share of Series X preferred stock will automatically convert into 450 shares of the issuer's common stock, with any fractional shares of Series X preferred stock being converted into a proportionate number of shares of the issuer's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Anand C/O RECALL STUDIOS, INC. 1115 BROADWAY, 12TH FLOOR NEW YORK, NY 10010			Chief Financial Officer	

Signatures

/s/ Anand Gupta

11/28/2018

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.