



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
 Office of the Secretary of State - Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 ~ Email: corporations@sos.ri.gov ~ Website: www.sos.ri.gov

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2014

Filing Period: January 1 - March 1 - This report must be typed or printed legibly.

Filing Fee: \$50.00 - FAILURE TO FILE THIS REPORT BY MARCH 31 WILL RESULT IN A \$25.00 PENALTY FEE.

1. Entity ID No. 546582		2. Exact name of the Corporation ShapeUp, Inc.								
3. Principal office address c/o Corporation Service Company 2711 Centerville Road, Suite 400			City Wilmington	State DE	Zip 19808					
4. Business Phone No. (401) 680-5924		5. State of Incorporation Delaware								
6. Brief description of the character of business conducted in Rhode Island Providing employee health programs powered by an electronic social network.										
7. LIST ALL OFFICERS (NAMES AND ADDRESSES) ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>										
President Name Vacant			Vice-President Name Vacant							
Street Address			Street Address							
City	State	Zip	City	State	Zip					
Secretary Name Vacant			Treasurer Name Vacant							
Street Address			Street Address							
City	State	Zip	City	State	Zip					
8. LIST ALL DIRECTORS (NAMES AND ADDRESSES) ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>										
Director Name Tony Tjan			Director Name Michael Zani							
Street Address CUE BALL CAPITAL 1 Faneuil Hall Sq., 7th Floor			Street Address Phoenix Strategy Investments, LLC Kings Grant Office Park, 21 King Charles Drive							
City Boston	State MA	Zip 02109	City Portsmouth	State RI	Zip 02871					
Director Name Juan Enriquez			Director Name Rajiv Kumar							
Street Address Excel Venture Management Prudential Tower, 800 Boylston St., Suite 2825			Street Address Shape Up, Inc., 111 Chestnut Street							
City Boston	State MA	Zip 02199	City Providence	State RI	Zip 02903					
9. SHARES AUTHORIZED			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>							
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.										
						NUMBER OF SHARES	CLASS/SERIES	PAR VALUE		
						12,860,350	Common	\$0.0010		
			12,668,727	Preferred	\$0.0010					

2014 MAR -7 PM 12:28
 SECRETARY OF STATE
 CORPORATIONS DIV

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

File Date _____
 Check No _____
 By: _____

FILED

MAR 07 2014

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Authorized Representative Date February 28, 2014

FOR SECRETARY OF STATE USE ONLY

49-219454

Peter Henderson, Chief Operating Officer
 Print or Type Name of Authorized Representative

A.A.

Ann C. Brady CFO

**SHAPEUP, INC.
CORP. ID. NO. 546582**

**ATTACHMENT
TO
2014 RHODE ISLAND PROFIT CORPORATION ANNUAL REPORT**

7. List of additional officers (names and addresses):

Title	Name	Address
Chief Executive Officer	Rajiv Kumar	111 Chestnut Street Providence, RI 02903
Chief Operating Officer	Peter Henderson	111 Chestnut Street Providence, RI 02903
Chief Financial Officer	Ann Brady	111 Chestnut Street Providence, RI 02903
Chief Revenue Officer	Penny Moore	111 Chestnut Street Providence, RI 02903