

United States Securities and Exchange Commission
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.2)

Sunstock, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

Jason Chang
111 Vista Creek Circle
Sacramento, California 95835
916/860-9622

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

2/1/2014

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

* 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).

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1. Name of Reporting Persons: Jason Chang

2. Check the appropriate box if a member of a group:
(a)
(b)

3. SEC use only

4. Sourt of Funds PF

5. Check if disclosure of legal proceeding is required pursuant to Itmes 2(d) or 2(e) []

6. Citizenship or place of organization: United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. Sole Voting Power: 7,046,012 shares common directly owned

8. Shared Voting Power: None

9. Sole Dispositive Power: 7,046,012 shares

10. Shared Dispositive Power: None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,046,012 shares common

12. Check if The Aggregate Amount in Row 11 Excludes Certain Shares.
/ / []

13. Percent of Class Represented by Amount in Row 11
76%
(based on 9,216,012 shares outstanding)

14. Type of Reporting Person: Individual

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Item 1 Security and Issuer

(a) Name of Issuer: Sunstock, Inc.

(b) Address of Issuer's Principal Executive Offices:

111 Vista Creek Circle
Sacramento, California 95835

(c) Common stock, \$0.0001 par value per share

Item 2 Identity and Background

(a) Name of Person Filing: Jason Chang

(b) Address of Principal Business or, if none, Residence:
111 Vista Creek Circle
Sacramento, California 95835

(c) Principal occupation or employment: Executive management

(d) During the past five years, Mr. Chang has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, Mr. Chang has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which 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) Citizenship: United States

Item 3. Source and Amount of Funds or Other Consideration

Mr. Chang received 1,846,012 shares for consideration of \$18,460.

Item 4. Purpose of transaction

The shares were issued for the purchase price as an investment in the Company.

Item 5. Interest in Securities of Issuer

(a) As of the filing date of the Schedule 13D/A, Mr. Chang

(i) is the beneficial owner and

(ii) has sole power to vote

(iii) 7,046,012 shares of common stock which represents approximately 76% of the 9,216,012 shares of common stock deemed to be

outstanding pursuant to Rule 13d-1(j).

(b) The responses to Items 7-11 of the cover page of this Schedule 13D/A are incorporated herein.

(c) Except as set forth or incorporated herein, no other transaction in the common stock has been effected during the past 60 days.

(d) Not applicable.

(e) Not applicable.

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

Not applicable.

Item 7. Materials to Be Filed as Exhibits

Not applicable.

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.

Dated: as of February 1, 2014 /s/ Jason Chang

Jason Chang