Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [X] special extension (enter description) IR-2017-150 HURRICANE IRMA RELIEF

Part II Basic Plan Information—enter all requested information

1a Name of plan
FANATICS 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2012

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
FANATICS RETAIL GROUP FULFILLMENT INC

8100 NATIONS WAY
JACKSONVILLE, FL 32256

2b Employer Identification Number (EIN) 26-3789483

2c Plan Sponsor's telephone number 904-421-1897

2d Business code (see instructions) 423910

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/30/2018	ROBIN ELETTO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/30/2018	ROBIN ELETTO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address ☐ Same as Plan Sponsor

FANATICS BENEFITS COMMITTEE

8100 NATIONS WAY
JACKSONVILLE, FL 32256

3b Administrator's EIN: 26-3789483

3c Administrator's telephone number: 904-421-1897

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1502
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	1241
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4332
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	278
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4611
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	4611
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1179
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2H 2J 2K 2S 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FANATICS RETAIL GROUP FULFILLMENT INC

D Employer Identification Number (EIN)
26-3789483

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MINNESOTA LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
41-0417830	66168	067824	4611	01/01/2016	12/31/2016

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
10267	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SOUTHEAST INVESTMENTS, NC, INC
820 TYVOLA ROAD SUITE 104
CHARLOTTE, NC 28217

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
10267			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	771464
5	Current value of plan's interest under this contract in separate accounts at year end	5	21835622

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	615096
c	Additions: (1) Contributions deposited during the year	7c(1)	211576		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	11166		
	(4) Transferred from separate account	7c(4)	75410		
	(5) Other (specify below) ▶ LOAN PAYMENT	7c(5)	889		
	(6) Total additions			7c(6)	299041
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	914137
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	45353		
	(2) Administration charge made by carrier	7e(2)	20084		
	(3) Transferred to separate account	7e(3)	73296		
	(4) Other (specify below) ▶ LOAN ISSUE	7e(4)	3940		
	(5) Total deductions			7e(5)	142673
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	771464

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan	**B** Three-digit plan number (PN) ▶	
FANATICS 401(K) RETIREMENT PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
FANATICS RETAIL GROUP FULFILLMENT INC	26-3789483	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MINNESOTA LIFE INSURANCE COMPANY

41-0417830

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 28 34 38 64 65 50 52 37	NONE	32470	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FANATICS RETAIL GROUP FULFILLMENT INC

D Employer Identification Number (EIN)
26-3789483

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA CONTRARIAN CORE		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-765	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97937
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY CONS GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 198912
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SM CAP VAL PORT, INS		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 301164
a Name of MTIA, CCT, PSA, or 103-12 IE: TIAA-CREF INTL EQ IDX INSTL		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-788	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 327059
a Name of MTIA, CCT, PSA, or 103-12 IE: PERKINS MID CAP VALUE N		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-043	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 363025
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY MOD GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-027	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 374223
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LIFESTRATEGY GROWTH		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 375266

a Name of MTIA, CCT, PSA, or 103-12 IE: DISCIPLINED GRO MID CAP GRO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-059	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 406128
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP PORTFOLIO		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 433570
a Name of MTIA, CCT, PSA, or 103-12 IE: ADVANTUS S&P 500 INDEX		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-011	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1027150
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO INTL GROWTH, R5		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-199	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1365274
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD INTERM BOND IDX ADM		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-113	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1384623
a Name of MTIA, CCT, PSA, or 103-12 IE: BARON GROWTH EQUITY		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1394321
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD LGTRM INVGR FD ADM		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-114	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1432627
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. TARGETED VALUE PORT		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-127	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1596025
a Name of MTIA, CCT, PSA, or 103-12 IE: DODGE & COX INTL STOCK FUND		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-102	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1789124
a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS OPPORTUNISTIC GROWTH		
b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY		
c EIN-PN 41-0417830-266	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4284109

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US LARGE CAP VALUE PORT

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-105	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4685085

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD DEVELOPED MKT IND ADM

b Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-231	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FANATICS RETAIL GROUP FULFILLMENT INC

D Employer Identification Number (EIN)
26-3789483

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	510765	430799
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	14513845	21835622
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	615096	771464
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	15639706	23037885
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	15639706	23037885

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2140996	
	(B) Participants	2a(1)(B)	4392984	
	(C) Others (including rollovers)	2a(1)(C)	203900	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6737880
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	26575	
	(F) Other	2b(1)(F)	11165	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		37740
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1715847
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		8491467
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1060215	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1060215
f Corrective distributions (see instructions)	2f		600
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	32473	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		32473
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1093288
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		7398179
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SHORSTEIN & SHORSTEIN, P.A. (2) EIN: 59-2701990

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		9938
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
FANATICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FANATICS RETAIL GROUP FULFILLMENT INC

D Employer Identification Number (EIN)
26-3789483

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-0417830

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

FANATICS 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2016 AND 2015

SHORSTEIN & SHORSTEIN, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
8265 BAYBERRY ROAD
JACKSONVILLE, FLORIDA 32256

JACK F. SHORSTEIN, C.P.A., J.D. (1929-2014)
SAMUEL R. SHORSTEIN
MARK J. SHORSTEIN, C.P.A.
BENJAMIN I. SHORSTEIN, C.P.A.
MICHAEL K. PARRISH, C.P.A.
BARBARA J. HOUSTON, C.P.A.
JOAN B. MOELL, C.P.A.
WALTER L. HUNTER, C.P.A.

TELEPHONE (904) 739-1311
FACSIMILE (904) 739-2069
WWW.SHORSTEINCPA.COM

O.J. YOUNG
MARGARET R. CONOVER, C.P.A.
MELISSA R. STEPHENS, C.P.A.
JEFFREY C. PHILLIPS, C.P.A.
PHILLIP H. CAMPBELL, C.P.A.
JEWEL A. MCCANCE, C.P.A.
BEVERLY W. PARKER, C.P.A.

January 29, 2018

Independent Auditor's Report

To the Administrator of the
Fanatics 401(k) Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fanatics 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Minnesota Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2016 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Shorstein & Shorstein, P.A.

Fanatics 401(k) Retirement Plan
*STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
ASSETS	2016	2015
Participant-Directed Investments (at Fair Value)	$ 22,607,086	$15,128,941
Receivables:		
Notes Receivable from Participants	430,799	510,765
Total Assets	23,037,885	15,639,706
Net Assets Available for Benefits	$ 23,037,885	$15,639,706

*The accompanying notes are an integral part of these financial statements.

Fanatics 401(k) Retirement Plan

*STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2016

ADDITIONS		
Additions to Net Assets Attributed to:		
Investment Gain:		
Net Appreciation in Fair Value of Investments	$1,715,847	
Interest Income	11,165	
Net Investment Gain		$ 1,727,012
Interest Income on Notes Receivable from Participants		26,575
Contributions:		
Employer	2,140,996	
Participants	4,392,984	
Rollovers	203,900	
Total Contributions		6,737,880
Total Additions		8,491,467
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	1,060,815	
Administration Expenses	32,473	
Total Deductions		1,093,288
Net Increase		7,398,179
Net Assets Available for Benefits, Beginning of Year		15,639,706
Net Assets Available for Benefits, End of Year		$ 23,037,885

*The accompanying notes are an integral part of these financial statements.

Fanatics 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

Note 1 - Description of the Plan

The following description of the Fanatics 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. *General*. The Plan is a defined contribution plan covering substantially all employees of Fanatics, Inc. (Company) and its subsidiaries, as well as substantially all the employees of Kynetic, LLC, its largest stockholder. Through June 30, 2016, employees had to have one year of service and be age twenty-one or over to participate in the plan. Effective July 1, 2016, the Plan was amended to allow employees immediate eligibility for purposes of making elective deferrals by removing the age and one-year of service requirements. Employees must meet the age and service requirements to receive safe harbor matching contributions and discretionary profit sharing contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was effective January 1, 2012. The Company's Benefits Committee, as administrator, oversees the governance of the Plan.

B. *Contributions*. Each year, participants may contribute up to 100 percent of pretax annual compensation as defined by the Plan. Compensation for this purpose excludes certain fringe benefits. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offers a variety of pooled separate accounts and a guaranteed return account as investment options through its contract with the trustee, Minnesota Life Insurance Company (Minnesota Life). Once the employee has met the age and service requirements, the Company makes safe harbor matching contributions of 100 percent of the amount of participant's elective deferrals that do not exceed 3 percent of the participant's compensation, plus 50 percent of the amount of the participant's elective deferrals that exceed 3 percent but do not exceed 5 percent of the participant's compensation, as determined each payroll period. The Company may also make discretionary profit sharing contributions in amounts determined by the Company. Discretionary profit sharing contributions, if any, are allocated to participants in the same ratio as each participant's compensation bears to the total of such compensation of all participants. Kynetic, LLC reimburses the Company for any safe harbor matching contributions or discretionary profit sharing contributions made by the Company for Kynetic, LLC employees. No discretionary profit sharing contributions were made for the year ended December 31, 2016. Contributions are subject to certain Internal Revenue Code limitations.

C. *Participant Accounts.* Each participant's account is credited with the participant's contributions, the Company's safe harbor matching contributions, a share of the Company's discretionary profit sharing contribution, if any, and Plan earnings and charged with an allocation of expenses. Allocations are based on account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. *Vesting.* Participants are immediately vested in their contributions and the Company's safe harbor matching contributions plus actual earnings thereon. Vesting in the Company's discretionary profit sharing contribution portion of their account plus actual earnings thereon is based on years of service. A participant is 100 percent vested in the portion of the account attributable to the Company's discretionary profit sharing contributions after four years of credited service, on the date the participant became totally disabled as defined by the Plan, or on the participant's date of death. Forfeitures of non-vested amounts will be used to reduce employer contributions or pay Plan expenses.

Note 1 - Description of the Plan (Continued)

E. *Notes Receivable from Participants.* Participants may borrow from their accounts a minimum of $1,000 and a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at the prime rate (as of the date the loan was made) plus 2%. The maximum allowable loan term is generally five years, unless the loan is for the purchase of a primary residence.

F. *Payment of Benefits.* On termination of service due to death, disability or retirement, a participant may elect to receive substantially equal installments (for account balances greater than $5,000), or a lump-sum amount up to the value of the participant's vested interest in his or her account in accordance with the Plan. On termination of service prior to retirement, the participant's balance may be left in the Plan if over $1,000 but will be distributed if $1,000 or less.

G. *Administrative Expenses.* Certain administrative expenses are paid by the Plan, as permitted by the Plan document. All other expenses are paid by the Company.

Note 2 - Summary of Significant Accounting Policies

A. *Basis of Accounting.* These financial statements were prepared using the accrual basis of accounting.

B. *Estimates.* The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

C. *Investment Valuation and Income Recognition.* The Plan's investments are reported at fair value as determined by the trustee, Minnesota Life. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Minnesota Life determines fair value of the Plan's investments in pooled separate accounts based on quoted market prices of the underlying securities and fair market value of other assets. The investment contract is reported at contract value, which is the relevant measurement attribute for a fully benefit-responsive guaranteed investment contract.

   Purchases and sales of securities are recorded on a trade-date basis. Net appreciation or depreciation includes the change in fair value of investments bought and sold as well as held during the year.

D. *Notes Receivable from Participants.* Notes receivable from participants are reported at their unpaid principal balances plus accrued interest. Interest is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded. If a participant ceases to make loan repayments and the administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

E. *Benefits.* Benefits are recorded when paid.

F. *Subsequent Events.* Subsequent events were evaluated through January 29, 2018, which is the date the financial statements were available to be issued.

Note 3 - Investments

Trustee Certification

All information related to investments and notes receivable from participants disclosed in the accompanying financial statements and schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015, and net appreciation in fair value of investments and interest income on notes receivable from participants for the year ended December 31, 2016, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, Minnesota Life.

Other Disclosures

During the year ended December 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,715,847. Investment income is reported net of investment management fees paid to Minnesota Life of approximately $60,000 and fees paid to the underlying mutual funds of approximately $70,000.

Note 4 - Fair Value Measurements

FASB Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. FASB ASC 820 requires disclosures that establish a framework for measuring fair value and expands disclosures about fair value measurements. FASB ASC 820 requires fair value measurements to be classified and disclosed in one of the following categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

As required by FASB ASC 820, financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values for the Plan's assets, stated below, takes into account the market for the Plan's assets, the associated credit risk and other factors as required under FASB ASC 820. The Plan considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Note 4 - Fair Value Measurements (Continued)

Pooled Separate Accounts

The Plan had $21,835,622 and $14,513,845 of investments in participation units held in pooled separate accounts through Minnesota Life, the Trustee, at December 31, 2016 and 2015, respectively. The net asset value is used as a practical expedient to estimate fair value. The practical expedient would not be used if it is determined to be probable that the Plan will sell the investment for an amount different from the reported net asset value.

The underlying securities in the pooled separate accounts are listed on national securities exchanges and valued on the basis of year-end closing prices. The Plan has concluded that the net asset value as adjusted (for mutual fund dividends, mutual fund splits and administrative maintenance charges and other items) and reported by Minnesota Life approximates fair value of the investments. The investments are redeemable at the adjusted net asset value under agreements with Minnesota Life.

Guaranteed Investment Contract

The investment contract is valued at contract value, the relevant measurement attribute for a fully benefit-responsive guaranteed investment contract. The investment contract with the trustee is not actively traded, and significant other observable inputs are not available. Thus, the fair value was estimated to approximate contract value.

Input Levels by Investment Category:

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total Fair Value
Guaranteed Return Account	$ -	$ -	$ 771,464	$ 771,464
Pooled separate accounts measured at net asset value (a)	-	-	-	21,835,622
Total	$ -	$ -	$ 771,464	$22,607,086

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total Fair Value
Guaranteed Return Account	$ -	$ -	$ 615,096	$ 615,096
Pooled separate accounts measured at net asset value (a)	-	-	-	14,513,845
Total	$ -	$ -	$ 615,096	$15,128,941

(a) The investments measured at fair value using the net asset value per share practical expedient have not been classified in the fair value hierarchy. The net asset value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4 - Fair Value Measurements (Continued)

Reconciliation of beginning and ending balances of Level 3 Inputs:

December 31, 2016	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ 615,096	$ 11,165	$214,580	$ (69,377)	$771,464

December 31, 2015	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ 558,938	$ 8,864	$168,088	$ (120,794)	$615,096

Note 5 - Investment Contract with Minnesota Life

The Plan entered into a fully benefit-responsive investment contract with Minnesota Life. Minnesota Life maintains the contributions in a general account. The account is credited with earnings and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Minnesota Life. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Minnesota Life is contractually obligated to repay the principal and interest.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is determined by Minnesota Life, but may not be less than 1.5%.

Certain events may limit the Plan's ability to transact at contract value with Minnesota Life. Such events include the following: (a) termination of the Plan, (b) failure of the Plan to remain a "qualified plan" under Section 401 of the Internal Revenue Code or (c) the Plan's refusal to amend or modify the contract when necessary due to a change in the Plan or benefits to be provided. The plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value are probable of occurring.

The investment contract does not permit Minnesota Life to terminate the investment contract until all contract values are reduced to zero and all payments are made.

Note 6 - Related Party Transactions

At December 31, 2016 and 2015, the Plan's investments consisted of units of pooled separate accounts offered by Minnesota Life and the investment contract with Minnesota Life. Minnesota Life is the Plan's trustee. Therefore these investments and transactions qualify as exempt party-in-interest transactions. Purchases and sales of these investments during 2016 totaled $7,651,267 and $1,900,134, respectively.

Minnesota Life was paid $32,473 for administration and record-keeping services.

Note 7 - Company's Ability to Terminate the Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

Note 8 - Tax Status

The Plan began operations on January 1, 2012. The Plan adopted the Minnesota Life Insurance Company Defined Contribution Volume Submitter Plan and Trust for which Minnesota Life received a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008. Effective February 1, 2015, the plan sponsor amended and restated the Plan by adopting the revised Minnesota Life Insurance Company Volume Submitter 401(k) Profit Sharing Plan. The amendment and restatement was done to maintain the Plan's compliance with legislative and regulatory changes. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. The Plan's annual returns are subject to examination by the IRS for years 2014, 2015 and 2016.

Note 9 - Risks and Uncertainties

The Plan invests in certain investment securities which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and amounts reported in the statement of net assets available for benefits.

Note 10 – Subsequent Event

The plan sponsor amended and restated the Plan during 2017 by adopting the Fidelity Basic Plan No. 17, Defined Contribution Plan. This amendment, effective August 1, 2017, changed the trustee to Fidelity Management Trust Company and resulted in new investment options. The Plan's assets were sold and the proceeds were transferred to the new trustee.

Fanatics 401(k) Retirement Plan
Sponsor's EIN 26-3789483
Plan Number: 002
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2016

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 9,938		$ 9,938		

Fanatics 401(k) Retirement Plan
Sponsor's EIN 26-3789483
Plan Number: 002
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Minnesota Life Insurance Company	95,101.2252 shares Columbia Contrarian Core Separate Account	N/R	$ 97,937
		800,746.2205 shares DFA U.S. Targeted Value Port Separate Account	N/R	1,596,025
		124,125.1366 shares DFA U.S. Sm Cap Val Port, Ins Separate Account	N/R	301,164
		178,589.6973 shares Advantus S&P 500 Index Separate Account	N/R	1,027,150
		3,373,090.8933 shares Janus Opportunistic Growth Separate Account	N/R	4,284,108
		1,065,377.9702 shares Invesco Intl Growth, R5 Separate Account	N/R	1,365,274
		1,043,316.3135 shares Dodge & Cox Intl Stock Fund Separate Account	N/R	1,789,124
		823,689.3030 shares Vanguard Interm Bond Idx Adm Separate Account	N/R	1,384,623
		2,288,964.8741 shares DFA U.S. Large Cap Value Port Separate Account	N/R	4,685,085
		713,520.4205 shares Vanguard LgTrm InvGr Fd Adm Separate Account	N/R	1,432,627
		317,296.5310 shares TIAA-CREF Intl Eq Idx Instl Separate Account	N/R	327,059
		97,559.5597 shares Vanguard LifeStrategy Growth Separate Account	N/R	375,266
		100,381.6822 shares Vanguard LifeStrategy Mod Gro Separate Account	N/R	374,224
		58,875.2868 shares Vanguard LifeStrategy Cons Gro Separate Account	N/R	198,912
		112,306.7806 shares Perkins Mid Cap Value N Separate Account	N/R	363,025
		93,202.7520 shares Disciplined Gro Mid Cap Gro Separate Account	N/R	406,128
		303,233.1995 shares Baron Growth Equity Separate Account	N/R	1,394,321
		76,766.8360 shares DFA U.S. Small Cap Portfolio Separate Account	N/R	433,570
		MN Life Guaranteed Return Acct	N/R	771,464
		Total		22,607,086
*	Participant Loans	5.25% - 5.50% maturing over next thirty years	-0-	430,799
		Total Assets Held at End of Year		$23,037,885

*Party-in-interest
N/R - Cost information is not required for participant-directed investments.

FANATICS 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2016 AND 2015

SHORSTEIN & SHORSTEIN, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
8265 BAYBERRY ROAD
JACKSONVILLE, FLORIDA 32256

JACK F. SHORSTEIN, C.P.A., J.D. (1929-2014)
SAMUEL R. SHORSTEIN
MARK J. SHORSTEIN, C.P.A.
BENJAMIN I. SHORSTEIN, C.P.A.
MICHAEL K. PARRISH, C.P.A.
BARBARA J. HOUSTON, C.P.A.
JOAN B. MOELL, C.P.A.
WALTER L. HUNTER, C.P.A.

TELEPHONE (904) 739-1311
FACSIMILE (904) 739-2069
WWW.SHORSTEINCPA.COM

O.J. YOUNG
MARGARET R. CONOVER, C.P.A.
MELISSA R. STEPHENS, C.P.A.
JEFFREY C. PHILLIPS, C.P.A.
PHILLIP H. CAMPBELL, C.P.A.
JEWEL A. MCCANCE, C.P.A.
BEVERLY W. PARKER, C.P.A.

January 29, 2018

Independent Auditor's Report

To the Administrator of the
Fanatics 401(k) Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fanatics 401(k) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Minnesota Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2016 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Shorstein & Shorstein, P.A.

Fanatics 401(k) Retirement Plan
*STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
ASSETS	2016	2015
Participant-Directed Investments (at Fair Value)	$ 22,607,086	$15,128,941
Receivables:		
Notes Receivable from Participants	430,799	510,765
Total Assets	23,037,885	15,639,706
Net Assets Available for Benefits	$ 23,037,885	$15,639,706

*The accompanying notes are an integral part of these financial statements.

Fanatics 401(k) Retirement Plan

*STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2016

ADDITIONS		
Additions to Net Assets Attributed to:		
Investment Gain:		
Net Appreciation in Fair Value of Investments	$1,715,847	
Interest Income	11,165	
Net Investment Gain		$ 1,727,012
Interest Income on Notes Receivable from Participants		26,575
Contributions:		
Employer	2,140,996	
Participants	4,392,984	
Rollovers	203,900	
Total Contributions		6,737,880
Total Additions		8,491,467
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	1,060,815	
Administration Expenses	32,473	
Total Deductions		1,093,288
Net Increase		7,398,179
Net Assets Available for Benefits, Beginning of Year		15,639,706
Net Assets Available for Benefits, End of Year		$ 23,037,885

*The accompanying notes are an integral part of these financial statements.

Fanatics 401(k) Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2016

Note 1 - Description of the Plan

The following description of the Fanatics 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. *General*. The Plan is a defined contribution plan covering substantially all employees of Fanatics, Inc. (Company) and its subsidiaries, as well as substantially all the employees of Kynetic, LLC, its largest stockholder. Through June 30, 2016, employees had to have one year of service and be age twenty-one or over to participate in the plan. Effective July 1, 2016, the Plan was amended to allow employees immediate eligibility for purposes of making elective deferrals by removing the age and one-year of service requirements. Employees must meet the age and service requirements to receive safe harbor matching contributions and discretionary profit sharing contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was effective January 1, 2012. The Company's Benefits Committee, as administrator, oversees the governance of the Plan.

B. *Contributions*. Each year, participants may contribute up to 100 percent of pretax annual compensation as defined by the Plan. Compensation for this purpose excludes certain fringe benefits. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offers a variety of pooled separate accounts and a guaranteed return account as investment options through its contract with the trustee, Minnesota Life Insurance Company (Minnesota Life). Once the employee has met the age and service requirements, the Company makes safe harbor matching contributions of 100 percent of the amount of participant's elective deferrals that do not exceed 3 percent of the participant's compensation, plus 50 percent of the amount of the participant's elective deferrals that exceed 3 percent but do not exceed 5 percent of the participant's compensation, as determined each payroll period. The Company may also make discretionary profit sharing contributions in amounts determined by the Company. Discretionary profit sharing contributions, if any, are allocated to participants in the same ratio as each participant's compensation bears to the total of such compensation of all participants. Kynetic, LLC reimburses the Company for any safe harbor matching contributions or discretionary profit sharing contributions made by the Company for Kynetic, LLC employees. No discretionary profit sharing contributions were made for the year ended December 31, 2016. Contributions are subject to certain Internal Revenue Code limitations.

C. *Participant Accounts.* Each participant's account is credited with the participant's contributions, the Company's safe harbor matching contributions, a share of the Company's discretionary profit sharing contribution, if any, and Plan earnings and charged with an allocation of expenses. Allocations are based on account balances as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. *Vesting.* Participants are immediately vested in their contributions and the Company's safe harbor matching contributions plus actual earnings thereon. Vesting in the Company's discretionary profit sharing contribution portion of their account plus actual earnings thereon is based on years of service. A participant is 100 percent vested in the portion of the account attributable to the Company's discretionary profit sharing contributions after four years of credited service, on the date the participant became totally disabled as defined by the Plan, or on the participant's date of death. Forfeitures of non-vested amounts will be used to reduce employer contributions or pay Plan expenses.

Note 1 - Description of the Plan (Continued)

E. *Notes Receivable from Participants.* Participants may borrow from their accounts a minimum of $1,000 and a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at the prime rate (as of the date the loan was made) plus 2%. The maximum allowable loan term is generally five years, unless the loan is for the purchase of a primary residence.

F. *Payment of Benefits.* On termination of service due to death, disability or retirement, a participant may elect to receive substantially equal installments (for account balances greater than $5,000), or a lump-sum amount up to the value of the participant's vested interest in his or her account in accordance with the Plan. On termination of service prior to retirement, the participant's balance may be left in the Plan if over $1,000 but will be distributed if $1,000 or less.

G. *Administrative Expenses.* Certain administrative expenses are paid by the Plan, as permitted by the Plan document. All other expenses are paid by the Company.

Note 2 - Summary of Significant Accounting Policies

A. *Basis of Accounting.* These financial statements were prepared using the accrual basis of accounting.

B. *Estimates.* The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

C. *Investment Valuation and Income Recognition.* The Plan's investments are reported at fair value as determined by the trustee, Minnesota Life. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Minnesota Life determines fair value of the Plan's investments in pooled separate accounts based on quoted market prices of the underlying securities and fair market value of other assets. The investment contract is reported at contract value, which is the relevant measurement attribute for a fully benefit-responsive guaranteed investment contract.

   Purchases and sales of securities are recorded on a trade-date basis. Net appreciation or depreciation includes the change in fair value of investments bought and sold as well as held during the year.

D. *Notes Receivable from Participants.* Notes receivable from participants are reported at their unpaid principal balances plus accrued interest. Interest is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded. If a participant ceases to make loan repayments and the administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

E. *Benefits.* Benefits are recorded when paid.

F. *Subsequent Events.* Subsequent events were evaluated through January 29, 2018, which is the date the financial statements were available to be issued.

Note 3 - Investments

Trustee Certification

All information related to investments and notes receivable from participants disclosed in the accompanying financial statements and schedule, including investments and notes receivable from participants held at December 31, 2016 and 2015, and net appreciation in fair value of investments and interest income on notes receivable from participants for the year ended December 31, 2016, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the trustee, Minnesota Life.

Other Disclosures

During the year ended December 31, 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,715,847. Investment income is reported net of investment management fees paid to Minnesota Life of approximately $60,000 and fees paid to the underlying mutual funds of approximately $70,000.

Note 4 - Fair Value Measurements

FASB Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. FASB ASC 820 requires disclosures that establish a framework for measuring fair value and expands disclosures about fair value measurements. FASB ASC 820 requires fair value measurements to be classified and disclosed in one of the following categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

As required by FASB ASC 820, financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values for the Plan's assets, stated below, takes into account the market for the Plan's assets, the associated credit risk and other factors as required under FASB ASC 820. The Plan considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Note 4 - Fair Value Measurements (Continued)

Pooled Separate Accounts

The Plan had $21,835,622 and $14,513,845 of investments in participation units held in pooled separate accounts through Minnesota Life, the Trustee, at December 31, 2016 and 2015, respectively. The net asset value is used as a practical expedient to estimate fair value. The practical expedient would not be used if it is determined to be probable that the Plan will sell the investment for an amount different from the reported net asset value.

The underlying securities in the pooled separate accounts are listed on national securities exchanges and valued on the basis of year-end closing prices. The Plan has concluded that the net asset value as adjusted (for mutual fund dividends, mutual fund splits and administrative maintenance charges and other items) and reported by Minnesota Life approximates fair value of the investments. The investments are redeemable at the adjusted net asset value under agreements with Minnesota Life.

Guaranteed Investment Contract

The investment contract is valued at contract value, the relevant measurement attribute for a fully benefit-responsive guaranteed investment contract. The investment contract with the trustee is not actively traded, and significant other observable inputs are not available. Thus, the fair value was estimated to approximate contract value.

Input Levels by Investment Category:

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total Fair Value
Guaranteed Return Account	$ -	$ -	$ 771,464	$ 771,464
Pooled separate accounts measured at net asset value (a)	-	-	-	21,835,622
Total	$ -	$ -	$ 771,464	$22,607,086

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total Fair Value
Guaranteed Return Account	$ -	$ -	$ 615,096	$ 615,096
Pooled separate accounts measured at net asset value (a)	-	-	-	14,513,845
Total	$ -	$ -	$ 615,096	$15,128,941

(a) The investments measured at fair value using the net asset value per share practical expedient have not been classified in the fair value hierarchy. The net asset value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Note 4 - Fair Value Measurements (Continued)

Reconciliation of beginning and ending balances of Level 3 Inputs:

December 31, 2016	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ 615,096	$ 11,165	$214,580	$ (69,377)	$771,464

December 31, 2015	Beginning Balance	Interest Credited	Purchases and Issuances	Sales and Settlements	Ending Balance
Guaranteed Return Account	$ 558,938	$ 8,864	$168,088	$ (120,794)	$615,096

Note 5 - Investment Contract with Minnesota Life

The Plan entered into a fully benefit-responsive investment contract with Minnesota Life. Minnesota Life maintains the contributions in a general account. The account is credited with earnings and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Minnesota Life. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Minnesota Life is contractually obligated to repay the principal and interest.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is determined by Minnesota Life, but may not be less than 1.5%.

Certain events may limit the Plan's ability to transact at contract value with Minnesota Life. Such events include the following: (a) termination of the Plan, (b) failure of the Plan to remain a "qualified plan" under Section 401 of the Internal Revenue Code or (c) the Plan's refusal to amend or modify the contract when necessary due to a change in the Plan or benefits to be provided. The plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value are probable of occurring.

The investment contract does not permit Minnesota Life to terminate the investment contract until all contract values are reduced to zero and all payments are made.

Note 6 - Related Party Transactions

At December 31, 2016 and 2015, the Plan's investments consisted of units of pooled separate accounts offered by Minnesota Life and the investment contract with Minnesota Life. Minnesota Life is the Plan's trustee. Therefore these investments and transactions qualify as exempt party-in-interest transactions. Purchases and sales of these investments during 2016 totaled $7,651,267 and $1,900,134, respectively.

Minnesota Life was paid $32,473 for administration and record-keeping services.

Note 7 - Company's Ability to Terminate the Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their employer contributions.

Note 8 - Tax Status

The Plan began operations on January 1, 2012. The Plan adopted the Minnesota Life Insurance Company Defined Contribution Volume Submitter Plan and Trust for which Minnesota Life received a favorable opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008. Effective February 1, 2015, the plan sponsor amended and restated the Plan by adopting the revised Minnesota Life Insurance Company Volume Submitter 401(k) Profit Sharing Plan. The amendment and restatement was done to maintain the Plan's compliance with legislative and regulatory changes. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in progress. The Plan's annual returns are subject to examination by the IRS for years 2014, 2015 and 2016.

Note 9 - Risks and Uncertainties

The Plan invests in certain investment securities which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and amounts reported in the statement of net assets available for benefits.

Note 10 – Subsequent Event

The plan sponsor amended and restated the Plan during 2017 by adopting the Fidelity Basic Plan No. 17, Defined Contribution Plan. This amendment, effective August 1, 2017, changed the trustee to Fidelity Management Trust Company and resulted in new investment options. The Plan's assets were sold and the proceeds were transferred to the new trustee.

Fanatics 401(k) Retirement Plan
Sponsor's EIN 26-3789483
Plan Number: 002
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2016

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$ 9,938		$ 9,938		

Fanatics 401(k) Retirement Plan
Sponsor's EIN 26-3789483
Plan Number: 002
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Minnesota Life Insurance Company	95,101.2252 shares Columbia Contrarian Core Separate Account	N/R	$ 97,937
		800,746.2205 shares DFA U.S. Targeted Value Port Separate Account	N/R	1,596,025
		124,125.1366 shares DFA U.S. Sm Cap Val Port, Ins Separate Account	N/R	301,164
		178,589.6973 shares Advantus S&P 500 Index Separate Account	N/R	1,027,150
		3,373,090.8933 shares Janus Opportunistic Growth Separate Account	N/R	4,284,108
		1,065,377.9702 shares Invesco Intl Growth, R5 Separate Account	N/R	1,365,274
		1,043,316.3135 shares Dodge & Cox Intl Stock Fund Separate Account	N/R	1,789,124
		823,689.3030 shares Vanguard Interm Bond Idx Adm Separate Account	N/R	1,384,623
		2,288,964.8741 shares DFA U.S. Large Cap Value Port Separate Account	N/R	4,685,085
		713,520.4205 shares Vanguard LgTrm InvGr Fd Adm Separate Account	N/R	1,432,627
		317,296.5310 shares TIAA-CREF Intl Eq Idx Instl Separate Account	N/R	327,059
		97,559.5597 shares Vanguard LifeStrategy Growth Separate Account	N/R	375,266
		100,381.6822 shares Vanguard LifeStrategy Mod Gro Separate Account	N/R	374,224
		58,875.2868 shares Vanguard LifeStrategy Cons Gro Separate Account	N/R	198,912
		112,306.7806 shares Perkins Mid Cap Value N Separate Account	N/R	363,025
		93,202.7520 shares Disciplined Gro Mid Cap Gro Separate Account	N/R	406,128
		303,233.1995 shares Baron Growth Equity Separate Account	N/R	1,394,321
		76,766.8360 shares DFA U.S. Small Cap Portfolio Separate Account	N/R	433,570
		MN Life Guaranteed Return Acct	N/R	771,464
		Total		22,607,086
*	Participant Loans	5.25% - 5.50% maturing over next thirty years	-0-	430,799
		Total Assets Held at End of Year		$23,037,885

*Party-in-interest
N/R - Cost information is not required for participant-directed investments.

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection**

For calendar plan year 2016 or fiscal plan year beginning and ending

A Name of plan	**B** Three-digit plan number (PN) ▶
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f		
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l		

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☐ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **(2)** EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a			
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b			

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**			
e	Was this plan covered by a fidelity bond?	**4e**			
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**			
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**			
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**			
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**			
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**			
l	Has the plan failed to provide any benefit when due under the plan?	**4l**			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	**4o**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? **.....** ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

Attachment to 2016 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FANATICS 401(k) RETIREMENT PLAN **EIN:** 26-3789483
Plan Sponsor's Name FANATICS RETAIL GROUP FULFILLMENT INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	COLUMBIA CONTRARIAN CORE Pooled Separate Account		97,937
*	MN Life Insurance Co.	VANGUARD LIFESTRATEGY CONS GRO Pooled Separate Account		198,912
*	MN Life Insurance Co.	DFA U.S. SM CAP VAL PORT, INS Pooled Separate Account		301,164
*	MN Life Insurance Co.	TIAA-CREF INTL EQ IDX INSTL Pooled Separate Account		327,059
*	MN Life Insurance Co.	PERKINS MID CAP VALUE N Pooled Separate Account		363,025
*	MN Life Insurance Co.	VANGUARD LIFESTRATEGY MOD GRO Pooled Separate Account		374,223
*	MN Life Insurance Co.	VANGUARD LIFESTRATEGY GROWTH Pooled Separate Account		375,266

Attachment to 2016 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FANATICS 401(k) RETIREMENT PLAN **EIN:** 26-3789483
Plan Sponsor's Name FANATICS RETAIL GROUP FULFILLMENT INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	DISCIPLINED GRO MID CAP GRO Pooled Separate Account		406,128
*	MN Life Insurance Co.	DFA U.S. SMALL CAP PORTFOLIO Pooled Separate Account		433,570
*	MN Life Insurance Co.	ADVANTUS S&P 500 INDEX Pooled Separate Account		1,027,150
*	MN Life Insurance Co.	INVESCO INTL GROWTH, R5 Pooled Separate Account		1,365,274
*	MN Life Insurance Co.	VANGUARD INTERM BOND IDX ADM Pooled Separate Account		1,384,623
*	MN Life Insurance Co.	BARON GROWTH EQUITY Pooled Separate Account		1,394,321
*	MN Life Insurance Co.	VANGUARD LGTRM INVGR FD ADM Pooled Separate Account		1,432,627

Attachment to 2016 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FANATICS 401(k) RETIREMENT PLAN **EIN:** 26-3789483
Plan Sponsor's Name FANATICS RETAIL GROUP FULFILLMENT INC. **PN:** 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	MN Life Insurance Co.	DFA U.S. TARGETED VALUE PORT Pooled Separate Account		1,596,025
*	MN Life Insurance Co.	DODGE & COX INTL STOCK FUND Pooled Separate Account		1,789,124
*	MN Life Insurance Co.	JANUS OPPORTUNISTIC GROWTH Pooled Separate Account		4,284,109
*	MN Life Insurance Co.	DFA US LARGE CAP VALUE PORT Pooled Separate Account		4,685,085
*	MN Life Insurance Co.	Guaranteed Return Account Insurance Company General Account	group contract	771,464
*	Participant Loans	5.25% TO 5.50%		430,799