

MamaMancini's Holdings, Inc.  
Form 10-Q  
November 14, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarter ended: **September 30, 2013**

OR

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **333-150029**

**MamaMancini's Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**27-067116**

(IRS Employer  
I.D. No.)

**25 Branca Road**

**East Rutherford, NJ 07073**

(Address of principal executive offices and zip Code)

**(201) 531-1212**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 13, 2013, there were 24,187,000 shares outstanding of the registrant's common stock.



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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**MAMAMANCINI'S HOLDINGS, INC**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2013**

**MamaMancini's Holdings, Inc.**

**Condensed Consolidated Financial Statements**

**September 30, 2013**

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**MamaMancini's Holdings, Inc.****Condensed Consolidated Balance Sheets**

	September 30, 2013 (unaudited)	December 31, 2012
<b>Assets</b>		
<b>Assets:</b>		
Cash	\$1,918,221	\$2,008,161
Accounts receivable, net	1,059,786	463,565
Inventories	51,037	76,570
Prepaid expenses and other current assets	135,802	64,178
Deposit on property and equipment	148,127	-
Due from manufacturer - related party	445,379	159,200
Deposit with manufacturer - related party	202,728	192,956
<b>Total current assets</b>	<b>3,961,080</b>	<b>2,964,630</b>
<b>Property and equipment, net</b>	<b>442,167</b>	<b>17,451</b>
<b>Total Assets</b>	<b>\$4,403,247</b>	<b>\$2,982,081</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities:</b>		
Accounts payable and accrued expenses	\$407,419	\$329,233
Line of credit	-	200,000
<b>Total current liabilities</b>	<b>407,419</b>	<b>529,233</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' Equity</b>		
Preferred stock, \$0.00001 par value; 20,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, \$0.00001 par value; 250,000,000 shares authorized; 23,625,334 and 20,054,000 shares issued and outstanding, respectively	236	201
Additional paid in capital	9,205,653	5,804,680
Accumulated deficit	(5,210,061)	(3,352,033)
<b>Total Stockholders' Equity</b>	<b>3,995,828</b>	<b>2,452,848</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$4,403,247</b>	<b>\$2,982,081</b>

See accompanying notes to financial statements

F-1

**MamaMancini's Holdings, Inc.****Condensed Consolidated Statements of Operations****(unaudited)**

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30, 2013</b>	<b>September 30, 2012</b>	<b>September 30, 2013</b>	<b>September 30, 2012</b>
<b>Sales - net of slotting fees and discounts</b>	\$2,167,517	\$969,414	\$5,640,069	\$3,381,378
<b>Cost of sales</b>	1,543,029	712,888	4,011,017	2,366,854
<b>Gross profit</b>	624,488	256,526	1,629,052	1,014,524
<b>Operating expenses</b>				
<b>Research and development</b>	5,212	24,027	12,350	65,070
<b>General and administrative expenses</b>	1,108,072	687,600	3,466,183	2,259,183
<b>Total operating expenses</b>	1,113,284	711,627	3,478,533	2,324,253
<b>Loss from operations</b>	(488,796 )	(455,101 )	(1,849,481 )	(1,309,729 )
<b>Other income (expenses)</b>				
Interest expense	(4,772 )	-	(8,547 )	(10,047 )
Miscellaneous income	-	225	-	-
<b>Total other income (expense)</b>	(4,772 )	225	(8,547 )	(10,047 )
<b>Net loss</b>	<b>\$(493,568 )</b>	<b>\$(454,876 )</b>	<b>\$(1,858,028 )</b>	<b>\$(1,319,776 )</b>
<b>Net loss per common share - basic and diluted</b>	<b>\$ (0.02 )</b>	<b>\$ (0.03 )</b>	<b>\$ (0.09 )</b>	<b>\$ (0.08 )</b>
<b>Weighted average common shares outstanding-basic and diluted</b>	22,424,957	18,161,717	21,313,077	16,702,635

See accompanying notes to financial statements

**MamaMancini's Holdings, Inc.****Condensed Consolidated Statement of Changes in Stockholders' Equity****For the Period January 1, 2012 through September 30, 2013****(unaudited)**

	<b>Common Stock Shares</b>	<b>Amount</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Deficit</b>	<b>Stockholders' Equity</b>
Balance, January 1, 2012	15,000,000	\$ 150	\$ 1,401,573	\$ (1,352,410 )	\$ 49,313
Common stock issued for cash	5,054,000	51	5,053,949	-	5,054,000
Warrants issued for services	-	-	438,122	-	438,122
Stock issuance costs	-	-	(1,088,964)	-	(1,088,964 )
Net loss for the year ended December 31, 2012	-	-	-	(1,999,623 )	(1,999,623 )
Balance, December 31, 2012	20,054,000	201	5,804,680	(3,352,033 )	2,452,848
Common stock issued for cash	2,771,334	28	4,156,972	-	4,157,000
Recapitalization	800,000	8	(295,008 )	-	(295,000 )
Stock options issued for services	-	-	156,533	-	156,533
Warrants issued for services	-	-	505,973	-	505,973
Stock issuance costs	-	-	(1,123,498)	-	(1,123,498 )
Net loss for the nine months ended September 30, 2013	-	-	-	(1,858,028 )	(1,858,028 )
Balance, September 30, 2013	<b>23,625,334</b>	<b>\$ 236</b>	<b>\$ 9,205,653</b>	<b>\$ (5,210,061 )</b>	<b>\$ 3,995,828</b>

See accompanying notes to financial statements

**MamaMancini's Holdings, Inc.****Condensed Consolidated Statements of Cash Flows****(unaudited)**

	<b>For the Nine Months Ended</b>	
	<b>September 30, 2013</b>	<b>September 30, 2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$(1,858,028)	\$(1,319,776)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	20,662	9,304
Share-based compensation	156,533	-
Changes in operating assets and liabilities:		
(Increase) Decrease in:		
Accounts receivable	(596,221 )	153,482
Inventories	25,533	(42,386 )
Prepaid expenses and other assets	(71,624 )	61,353
Due from manufacturer - related party	(286,179 )	-
Deposit with manufacturer - related party	(9,772 )	(133,918 )
Increase (Decrease) in:		
Accounts payable and accrued expenses	38,633	(109,153 )
Due to manufacturer - related party	-	(19,544 )
<b>Net Cash Used In Operating Activities</b>	<b>(2,580,463)</b>	<b>(1,400,638)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash paid for machinery and equipment	(405,825 )	(10,000 )
Deposits on property and equipment	(148,127 )	-
Cash paid for acquisition of shell company	(295,000 )	-
Loans to related party	(30,000 )	-
Related party loans repaid	30,000	-
<b>Net Cash Used In Investing Activities</b>	<b>(848,952 )</b>	<b>(10,000 )</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock	4,157,000	3,454,000
Stock issuance costs	(617,525 )	(510,339 )
Proceeds from credit line	150,000	-
Repayment of credit line	(350,000 )	(300,000 )
<b>Net Cash Provided By Financing Activities</b>	<b>3,339,475</b>	<b>2,643,661</b>
<b>Net Increase (Decrease) in Cash</b>	<b>(89,940 )</b>	<b>1,233,023</b>

<b>Cash - Beginning of Period</b>	2,008,161	16,505
<b>Cash - End of Period</b>	\$1,918,221	\$1,249,528

**SUPPLEMENTARY CASH FLOW INFORMATION:**

Cash Paid During the Period for:

Income taxes	\$-	\$-
Interest	\$8,547	\$10,047

**SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:**

Stock issuance costs paid in the form of warrants	\$505,973	\$293,898
Machinery and equipment purchased on account	\$39,553	\$-

See accompanying notes to financial statements

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Note 1 Nature of Operations and Basis of Presentation**

**Nature of Operations**

MamaMancini's Holdings, Inc. (the "Company"), (formerly known as Mascot Properties, Inc.) was organized on July 22, 2009 as a Nevada corporation.

**Current Business of the Company**

The Company is a manufacturer and distributor of a line of beef meatballs with sauce, turkey meatballs with sauce, Italian sausage with sauce and other similar Italian meats with sauces. The Company's customers are located throughout the United States, with a large concentration in the Northeastern and Southeastern United States regions.

**Mergers**

On January 24, 2013, the Company, Mascot Properties Acquisition Corp, a Delaware corporation and wholly-owned subsidiary of the Company ("Merger Sub"), MamaMancini's, Inc., a privately-held Delaware Corporation headquartered in New Jersey ("MamaMancini's") and an individual (the "Majority Shareholder"), entered into an Acquisition Agreement and Plan of Merger (the "Agreement") pursuant to which the Merger Sub was merged with and into MamaMancini's, with MamaMancini's surviving as a wholly-owned subsidiary of the Company (the "Merger"). The Company acquired, through a reverse triangular merger, all of the outstanding capital stock of MamaMancini's in exchange for issuing MamaMancini's shareholders (the "MamaMancini's Shareholders"), pro-rata, a total of 20,054,000 shares of the Company's common stock. Immediately after the Merger was consummated, and further to the Agreement, the majority shareholders and certain affiliates of the Company cancelled a total of 103,408,000 shares of the Company's common stock held by them (the "Cancellation"). In consideration of the Cancellation of such common stock, the Company paid the Majority Shareholder in aggregate of \$295,000 and 800,000 shares of common stock and released the other affiliates from certain liabilities. In addition, the Company has agreed to spinout to the Majority Shareholder all assets related to the Company's real estate management business within 30 days after the closing. As a result of the

Merger and the Cancellation, the MamaMancini's Shareholders became the majority shareholders of the Company.

The consolidated financial statements presented for all periods through and including September 30, 2013 are those of MamaMancini's. As a result of this Merger, the equity sections of MamaMancini's for all prior periods presented reflect the recapitalization described above and are consistent with the September 30, 2013 balance sheet presented for the Company.

Since the transaction is considered a reverse acquisition and recapitalization, the presentation of pro-forma financial information was not required.

### **Basis of Presentation**

The condensed consolidated financial statements and accompanying footnotes are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

The unaudited financial information furnished herein reflects all adjustments, consisting solely of normal recurring items, which in the opinion of management are necessary to fairly state the financial position of the Company and the results of its operations for the periods presented. This report should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2012 filed on April 16, 2013. The Company assumes that the users of the interim financial information herein have read or have access to the audited financial statements for the preceding fiscal year and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. Accordingly, footnote disclosure, which would substantially duplicate the disclosure contained in the Company's Form 10-K for the year ended December 31, 2012 has been omitted. The results of operations for the interim periods presented are not necessarily indicative of results for the entire year ending December 31, 2013.

**Note 2 Summary of Significant Accounting Policies**

**Principles of consolidation**

All significant intercompany accounts and transactions have been eliminated in consolidation.

**Use of estimates**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

## **Risks and uncertainties**

The Company operates in an industry that is subject to intense competition and change in consumer demand. The Company's operations are subject to significant risk and uncertainties including financial and operational risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in sales and earnings. The factors expected to contribute to this variability include, among others, (i) the cyclical nature of the grocery industry, (ii) general economic conditions in the various local markets in which the Company competes, including the general downturn in the economy, and (iii) the volatility of prices pertaining to food and beverages in connection with the Company's distribution of the product. These factors, among others, make it difficult to project the Company's operating results on a consistent basis.

## **Reclassifications**

Certain amounts in the prior year have been reclassified to conform to the current year presentation.

## **Cash**

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. The Company held no cash equivalents at September 30, 2013 and December 31, 2012.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Accounts receivable and allowance for doubtful accounts**

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of September 30, 2013 and December 31, 2012, the Company had reserves of \$2,000.

**Inventories**

Inventories are stated at average cost using the first-in, first-out (FIFO) valuation method. Inventory was comprised of the following at September 30, 2013 and December 31, 2012:

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Finished goods	\$ 51,037	\$ 76,570

**Depreciation**

Property and equipment are recorded at cost. Depreciation expense is computed using straight-line methods over the estimated useful lives.

Asset lives for financial statement reporting of depreciation are:

Machinery and equipment	2-7 years
Vehicles	3-5 years

### **Fair Value of Financial Instruments**

For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amount of the Company's short term financial instruments approximates fair value due to the relatively short period to maturity for these instruments.

### **Stock Issuance Costs**

Stock Issuance costs are capitalized as incurred. Upon the completion of the offering, the stock issuance costs are reclassified to equity. Offering costs recorded to equity for the nine months ended September 30, 2013 and year ended December 31, 2012 were \$1,123,498 and \$1,088,964, respectively.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Research and Development**

Research and development is expensed as incurred. Research and development expenses for the nine months ended September 30, 2013 and 2012 were \$12,350 and \$65,070, respectively.

**Shipping and Handling Costs**

The Company classifies freight billed to customers as sales revenue and the related freight costs as cost of sales.

**Revenue Recognition**

The Company records revenue for products when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) the product is delivered, (3) the sales price to the customer is fixed or determinable, and (4) collectability of the related customer receivable is reasonably assured. There is no stated right of return for products.

The Company meets these criteria upon shipment.

Expenses such as slotting fees and sales discounts are accounted for as a direct reduction of revenues as follows:

<b>Nine</b>	<b>Nine</b>
<b>Months</b>	<b>Months</b>
<b>Ended</b>	<b>Ended</b>
<b>September</b>	<b>September</b>
<b>30, 2013</b>	<b>30, 2012</b>

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Gross Sales	\$6,033,622	\$3,606,759
Less: Slotting, Discounts, Allowances	393,553	225,381
Net Sales	\$5,640,069	\$3,381,378

**Cost of sales**

Cost of sales represents costs directly related to the production and manufacturing of the Company's products. Costs include product development, freight, packaging, and print production costs.

**Advertising**

Costs incurred for producing and communicating advertising for the Company are charged to operations as incurred. Producing and communicating advertising expenses for the nine months ended September 30, 2013 and 2012 were \$1,267,035 and \$906,814, respectively.

**Stock-based compensation**

The Company accounts for stock-based compensation in accordance with ASC Topic 718, "Accounting for Stock-Based Compensation" ("ASC 718") which establishes financial accounting and reporting standards for stock-based employee compensation. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans in accordance with ASC 718. The Company accounts for share based payments to non-employees in accordance with ASC 505-50 "Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling Goods or Services".

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

The Company recognizes all forms of share-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Share based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Grants of share based payment awards issued to non-employees for services rendered have been recorded at the fair value of the share-based payment, which is the more readily determinable value. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock based compensation expenses are included in cost of goods sold or selling, general and administrative expenses, depending on the nature of the services provided, in the Statement of Operations. For the nine months ended September 30, 2013 and 2012 share based compensation amounted to \$662,506 and \$293,898, respectively. \$505,973 of the \$662,506 recorded for the nine months ended September 30, 2013 was a direct cost of a stock offering and has been recorded as a reduction in additional paid in capital. The \$293,898 recorded for the nine months ended September 30, 2012 was a direct cost of a stock offering and has been recorded as a reduction in additional paid in capital.

For the nine months ended September 30, 2013, when computing fair value of share based payments, the Company has considered the following variables:

The risk-free interest rate assumption is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. The risk free rate used had a range of 0.68%-1.71%.

The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future. Therefore the expected dividend rate was \$0.

The expected option term is computed using the "simplified" method as permitted under the provisions of Staff Accounting Bulletin ("SAB") 110.

The expected warrant term is the life of the warrant.

The expected volatility was benchmarked against similar companies in a similar industry. The expected volatility used had a range of 144%-145%.

The forfeiture rate is based on the historical forfeiture rate for the Company's unvested stock options, which was 0%.

For the nine months ended September 30, 2012, when computing fair value of share based payments, the Company has considered the following variables:

The risk-free interest rate assumption is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. The risk free rate used had a range of 0.63%-1.01%.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future. Therefore the expected dividend rate was \$0.

The expected option term is computed using the "simplified" method as permitted under the provisions of Staff Accounting Bulletin ("SAB") 110.

The expected warrant term is the life of the warrant.

Given the Company was privately held, expected volatility was benchmarked against similar companies in a similar industry. The expected volatility used was 128%.

The forfeiture rate is based on the historical forfeiture rate for the Company's unvested stock options, which was 0%.

**Earnings per share**

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss), adjusted for changes in income or loss that resulted from the assumed conversion of convertible shares, by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

The Company had the following potential common stock equivalents at September 30, 2013:

Common stock warrants, exercise price range of \$1.00-\$1.50      782,534

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Common stock options, exercise price of \$1.00	420,923
<b>Total common stock equivalents</b>	<b>1,203,457</b>

The Company had the following potential common stock equivalents at September 30, 2012:

Common stock warrants, exercise price of \$1.00	345,400
Common stock options, exercise price of \$1.00	223,404
<b>Total common stock equivalents</b>	<b>568,804</b>

Since the Company reflected a net loss during the three and nine months ended September 30, 2013 and 2012, the effect of considering any common stock equivalents, would have been anti-dilutive. A separate computation of diluted earnings (loss) per share is not presented.

### Income Taxes

Income taxes are provided in accordance with ASC No. 740, Accounting for Income Taxes. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the period of deferred tax assets and liabilities.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Penalties and interest assessed by income taxing authorities are included in general and administrative expenses.

**Recent accounting pronouncements**

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

**Note 3 Going Concern**

As reflected in the accompanying consolidated financial statements, the Company has a net loss and net cash used in operations of \$1,858,028 and \$2,580,463, respectively, for the nine months ended September 30, 2013.

The ability of the Company to continue its operations is dependent on Management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company may require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated revenues may be insufficient to meet its cash needs for the near future if it does not receive the anticipated additional funding. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if

at all. These conditions raise substantial doubt about our ability to continue as a going concern. In that event, the Company would be required to change its growth strategy and seek funding on that basis, if at all.

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

**Note 4 Property, Plant and Equipment:**

Property, plant and equipment on September 30, 2013 and December 31, 2012 are as follows:

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Machinery and Equipment	\$ 466,116	\$ 39,627
Vehicles	18,889	-
	485,005	39,627
Less: Accumulated Depreciation	42,838	22,176
	\$ 442,167	\$ 17,451

Depreciation expense charged to income for the nine months ended September 30, 2013 and 2012 amounted to \$20,662 and \$9,304 respectively.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Note 5 Credit Line**

On October 13, 2010 the Company signed a revolving note (the "Note") with Provident Bank (the "Bank"). The outstanding balance of this Note is currently limited to \$500,000 (originally \$1,000,000) and expired August 31, 2012. On November 16, 2012, the maturity date of the Note was extended to January 1, 2013, on January 7, 2013 was further extended to May 1, 2013, on May 1, 2013 was further extended to July 1, 2013 with a reduction of Note principal limited to \$500,000 and on July 3, 2013 was further extended to September 1, 2013 with a reduction of Note principal limited to \$400,000. The outstanding balance accrues interest at a variable rate of 1.00% over the Wall Street Journal prime rate with a floor of 4.50% per annum. (Starting July 2013 the interest rate floor increased to 5%) Interest is payable monthly and the rate as of June 30, 2013 and December 31, 2012 was 4.50% and 4.50%, respectively.

Advances are limited to 80% of eligible receivables (75 days from invoice) and 35% of finished goods inventory. (Starting July 2013 advances are limited to 70% of eligible receivables) Inventory advances shall be capped at \$250,000. Concentrations from any one customer exceeding 30% of total accounts receivable will be excluded from the borrowing base availability. The note is secured by accounts receivable, inventory, financial instruments, equipment, general intangibles and investment property and personal and unconditional guarantees of two of the shareholders of the Company.

The balance outstanding on the revolving note at September 30, 2013 and December 31, 2012 was \$0 and \$200,000, respectively. On September 9, 2013 the Note was repaid and cancelled.

**Note 6 Investment in LLC**

During 2010, the Company advanced \$20,090 to an individual. There was an implied agreement that the advance would convert into an equity interest in a new entity.

During 2011 the Company acquired a 34.62% interest in Meatball Obsession, LLC ("MO") for a total investment of \$27,032, which includes the conversion of the \$20,090 advance above. This investment is accounted for using the equity method of accounting. Accordingly, investments are recorded at acquisition cost plus the Company's equity in the undistributed earnings or losses of the entity. At December 31, 2011 the investment was brought down to \$0 due to losses incurred by MO.

During 2012 the Company's ownership interest in MO fell to 28% due to dilution.

During 2013 the Company's ownership interest in MO fell to 24% due to dilution.

During the nine months ending September 30, 2013 and 2012, sales to MO were \$84,978 and \$50,721, respectively. At September 30, 2013 and December 31, 2012 the accounts receivable balance from MO was \$43,466 and \$13,893.

During the six months ended June 30, 2013, the Company loaned MO \$30,000 for working capital purposes. The loan is non-interest bearing, unsecured and was due on June 19, 2013. The loan was paid in full on July 8, 2013.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

Summarized financial information for Meatball Obsession, LLC is as follows:

**Balance Sheet Data**

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
<b>Assets</b>		
Cash	\$ 5,380	\$ 117,777
Accounts receivable	6,698	5,234
Inventory	12,532	14,935
Property & equipment, net	155,922	75,861
Other assets	55,121	60,370
<b>Total Assets</b>	<b>\$ 235,653</b>	<b>\$ 274,177</b>
<b>Liabilities and Members' Equity</b>		
Accounts payable	\$ 72,867	\$ 25,731
Other current liabilities	69,256	8,354
Total Current Liabilities	142,123	34,085
<b>Members' Equity</b>	<b>93,530</b>	<b>240,092</b>
<b>Total Liabilities and Members' Equity</b>	<b>\$ 235,653</b>	<b>\$ 274,177</b>

**Statement of Operations Data**

	<b>September 30, 2013</b>	<b>September 30, 2012</b>
Revenues	\$ 408,724	\$ 214,360
Cost of goods sold	157,871	94,175
Expenses	542,958	480,404
Net operating loss	(292,105 )	(360,219 )
Other income (expenses)	(4,457 )	(688 )
Net loss	<b>\$ (296,562 )</b>	<b>\$ (360,907 )</b>

**Note 7 Related Party Transactions**

**Supply Agreement**

On March 1, 2010, the Company entered into a five year agreement with a Manufacturer (the “Manufacturer”) who is a related party. The Manufacturer is owned by the CEO and President of the Company. Under the terms of the agreement, the Company grants to the Manufacturer a revocable license to use the Company’s recipes, formulas, methods and ingredients for the preparation and production of Company’s products, for manufacturing the Company’s product and all future improvements, modifications, substitutions and replacements developed by the Company. The Manufacturer in turn grants the Company the exclusive right to purchase the product. Under the terms of the agreement the Manufacturer agrees to manufacture, package, and store the Company’s products and the Company has the right to purchase products from one or more other manufacturers, distributors or suppliers. The agreement contains a perpetual automatic renewal clause for a period of one year after the expiration of the initial term. During the renewal period either party may cancel the contract with written notice nine months prior to the termination date.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

Under the terms of the agreement if the Company specifies any change in packaging or shipping materials which results in the manufacturer incurring increased expense for packaging and shipping materials or in the Manufacturer being unable to utilize obsolete packaging or shipping materials in ordinary packaging or shipping, the Company agrees to pay as additional product cost the additional cost for packaging and shipping materials and to purchase at cost such obsolete packaging and shipping materials. If the Company requests any repackaging of the product, other than due to defects in the original packaging, the Company will reimburse the Manufacturer for any labor costs incurred in repackaging. Per the agreement, all product delivery shipping costs are the expense of the Company.

During the nine months ended September 30, 2013 and 2012, the Company purchased substantially all of it's inventory from the Manufacturer. At September 30, 2013 and December 31, 2012, the Company has a deposit on inventory in the amount of \$202,728 and \$192,956, respectfully, to this Manufacturer.

**Due (to) from Manufacturer**

During the nine months ended September 30, 2013 and year ending December 31, 2012, the Manufacturer received payments on behalf of the Company for the Company's customer invoices and the Manufacturer incurred expenses on behalf of the Company for shared administrative expenses and salary expenses. At September 30, 2013 and December 31, 2012 the amount due from the Manufacturer is as follows:

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
Customer receipts collected by Manufacturer on behalf of Company	\$ 575,255	\$ 301,447
Loan to Manufacturer	100,000	-
Shared expenses paid by Manufacturer on behalf of the Company	(229,876 )	(142,247 )
Due (to) from Manufacturer	\$ 445,379	\$ 159,200

**Note 8 Concentrations**

**Revenues**

For the nine months ended September 30, 2013 and 2012, the Company had the following concentrations of revenues with customers:

<b>Customer</b>	<b>September 30, 2013</b>		<b>September 30, 2012</b>	
A	15	%	15	%
B	19	%	8	%
C	19	%	39	%
D	13	%	3	%
E	9	%	13	%

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**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Accounts Receivable**

As of September 30, 2013 and December 31, 2012, the Company had the following concentrations of accounts receivable with customers:

<b>Customer</b>	<b>September 30, 2013</b>		<b>December 31, 2012</b>	
A	9	%	13	%
B	15	%	30	%
C	8	%	20	%
D	30	%	-	%

**Cost of Sales**

For the nine months ended September 30, 2013 and 2012, the Company had the following concentrations of purchases from vendors:

<b>Vendor</b>	<b>September 30, 2013</b>		<b>September 30, 2012</b>	
A (Related Party)	100	%	100	%

**Note 9 Stockholders' Equity**

**(A) Common Stock Transactions**

**2013**

As a result of the reverse merger (see Note 1) the Company had a deemed issuance of 800,000 shares of common stock.

From July 1, 2013 through September 30, 2013, the Company issued 2,771,334 shares of common stock to investors in exchange for \$4,157,000 in proceeds in connection with the private placement of the Company's stock. The Company incurred \$1,123,498 in stock issuance costs in conjunction with the placement.

## (B) Options

The following is a summary of the Company's option activity:

	<b>Options</b>	<b>Weighted Average Exercise Price</b>
<b>Outstanding – January 01, 2012</b>	-	\$ -
<b>Exercisable – January 01, 2012</b>	-	\$ -
Granted	223,404	\$ 1.00
Exercised	-	\$ -
Forfeited/Cancelled	-	\$ -
<b>Outstanding – December 31, 2012</b>	223,404	\$ 1.00
<b>Exercisable – December 31, 2012</b>	223,404	\$ 1.00
Granted	318,000	\$ 1.00
Exercised	-	\$ -
Forfeited/Cancelled	-	\$ -
<b>Outstanding – September 30, 2013</b>	541,404	\$ 1.00
<b>Exercisable – September 30, 2013</b>	420,923	\$ 1.00

**MamaMancini's Holdings, Inc.****Notes to Condensed Consolidated Financial Statements****September 30, 2013**

<b>Options Outstanding</b>			<b>Options Exercisable</b>		
<b>Range</b>	<b>Number</b>	<b>Weighted Average</b>	<b>Weighted</b>	<b>Number</b>	<b>Weighted</b>
<b>of exercise price</b>	<b>Outstanding</b>	<b>Remaining Contractual Life (in years)</b>	<b>Average Exercise Price</b>	<b>Exercisable</b>	<b>Average Exercise Price</b>
\$1.00	541,404	4.10 years	\$1.00	420,923	\$ 1.00

At September 30, 2013 and December 31, 2012, the total intrinsic value of options outstanding and exercisable was \$541,404 and \$0, respectively.

**(C) Warrants**

The following is a summary of the Company's warrant activity:

	<b>Warrants</b>	<b>Weighted Average Exercise Price</b>
<b>Outstanding – January 01, 2012</b>	-	\$ -
<b>Exercisable – January 01, 2012</b>	-	\$ -
Granted	505,400	\$ 1.00
Exercised	-	\$ -
Forfeited/Cancelled	-	\$ -
<b>Outstanding – December 31, 2012</b>	505,400	\$ 1.00
<b>Exercisable – December 31, 2012</b>	505,400	\$ 1.00
Granted	277,134	\$ 1.50
Exercised	-	\$ -
Forfeited/Cancelled	-	\$ -
<b>Outstanding – September 30, 2013</b>	782,534	\$ 1.18
<b>Exercisable – September 30, 2013</b>	782,534	\$ 1.18

<b>Warrants Outstanding</b>			<b>Warrants Exercisable</b>		
<b>Range of exercise price</b>	<b>Number Outstanding</b>	<b>Weighted Average Remaining Contractual Life (in years)</b>	<b>Weighted Average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted Average Exercise Price</b>
\$ 1.00-\$1.50	782,534	4.17 years	\$ 1.18	782,534	\$ 1.18

At September 30, 2013 and December 31, 2012, the total intrinsic value of warrants outstanding and exercisable was \$643,967 and \$0, respectively.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

**Note 10 Commitments and Contingencies**

**Litigations, Claims and Assessments**

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

**Licensing and Royalty Agreements**

On March 1, 2010, the Company was assigned a Development and License agreement ("the Agreement"). Under the terms of the Agreement the Licensor shall develop for the Company a line of beef meatballs with sauce, Italian sausage with sauce and other similar Italian meats with sauces for commercial manufacture, distribution and sale (each a "Licensor Product" and collectively the "Licensor Products"). Licensor shall work with Licensee to develop Licensor Products that are acceptable to Licensee. Upon acceptance of a Licensor Product by Licensee, Licensor's trade secret recipes, formulas methods and ingredients for the preparation and production of such Licensor Products (the "Recipes") shall be subject to this Development and License Agreement.

The term of the Agreement (the "Term") shall consist of the Exclusive Term and the Non-Exclusive Term. The 12-month period beginning on each January 1 and ending on each December 31 is referred to herein as an "Agreement Year."

The Exclusive Term began on January 1, 2009 (the "Effective Date") and ends on the 50th anniversary of the Effective Date, unless terminated or extended as provided herein. Licensor, at its option, may terminate the Exclusive Term by notice in writing to Licensee, delivered between the 60th and the 90th day following the end of any Agreement Year if, on or before the 60th day following the end of such Agreement Year, Licensee has not paid Licensor Royalties with

respect to such Agreement Year at least equal to the minimum royalty (the “Minimum Royalty”) for such Agreement Year. Subject to the foregoing sentence, and provided Licensee has not breached this Agreement and failed to cure such breach in accordance herewith, Licensee may extend the Exclusive Term for an additional twenty five (25) years, by notice in writing to Licensor, delivered on or before the 50th anniversary of the Effective Date.

The Non-Exclusive Term begins upon expiration of the Exclusive Term and continues indefinitely thereafter, until terminated by Licensor due to a material breach hereof by Licensee that remains uncured after notice and opportunity to cure in accordance herewith, or until terminated by Licensee.

Either party may terminate this Agreement in the event that the other party materially breaches its obligations and fails to cure such material breach within sixty (60) days following written notice from the non-breaching party specifying the nature of the breach. The following termination rights are in addition to the termination rights provided elsewhere in this

Under the terms of the Agreement the Company is required to pay quarterly royalty fees as follows:

During the Exclusive Term and the Non-Exclusive Term the Company will pay a royalty equal to the royalty rate (the “Royalty Rate”), multiplied by Company’s “Net Sales”. As used herein, “Net Sales” means gross invoiced sales of Products, directly or indirectly to unrelated third parties, less (a) discounts (including cash discounts), and retroactive price reductions or allowances actually allowed or granted from the billed amount (collectively “Discounts”); (b) credits, rebates, and allowances actually granted upon claims, rejections or returns, including recalls (voluntary or otherwise) (collectively, “Credits”); (c) freight, postage, shipping and insurance charges; (d) taxes, duties or other governmental charges levied on or measured by the billing amount, when included in billing, as adjusted for rebates and refunds; and (e) provisions for uncollectible accounts determined in accordance with reasonable accounting methods, consistently applied.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

The Royalty Rate shall be: 6% of net sales up to \$500,000 of net sales for each Agreement year; 4% of Net Sales from \$500,000 up to \$2,500,000 of Net Sales for each Agreement year; 2% of Net Sales from \$2,500,000 up to \$20,000,000 of Net Sales for each Agreement year; and 1% of Net Sales in excess of \$20,000,000 of Net Sales for each Agreement year.

In order to continue the Exclusive term, the Company shall pay a minimum royalty with respect to the preceding Agreement year as follows:

<b>Agreement Year</b>	<b>Minimum Royalty to be Paid with Respect to Such Agreement Year</b>
1st and 2nd	\$ -
3rd and 4th	\$ 50,000
5th, 6th and 7th	\$ 75,000
8th and 9th	\$ 100,000
10th and thereafter	\$ 125,000

The Company incurred \$156,743 and \$119,777 of royalty expenses for the nine months ended September 30, 2013 and 2012, respectively. Royalty expenses are included in general and administrative expenses on the Statement of Operations.

**Agreements with Placement Agents and Finders**

(A)December 1, 2011

The Company entered into a Financial Advisory and Investment Banking Agreement with Spartan Capital Securities, LLC ("Spartan") effective December 1, 2011 (the "Spartan Advisory Agreement"). Pursuant to the Spartan Advisory Agreement, Spartan will act as the Company's exclusive financial advisor and placement agent to assist the Company in connection with a best efforts private placement (the "Financing") of up to \$6 million of the Company's equity and/or debt securities and/or convertible instruments (the "Securities").

The Company upon closing of the Financing shall pay consideration to Spartan, in cash, a fee in an amount equal to 10% of the aggregate gross proceeds raised in the Financing. The Company shall grant and deliver to Spartan at the closing of the Financing, for nominal consideration, five year warrants (the "Warrants") to purchase a number of shares of the Company's Common Stock equal to 10% of the number of shares of Common Stock (and/or shares of Common Stock issuable upon exercise of securities or upon conversion or exchange of convertible or exchangeable securities) sold at such closing. The Warrants shall be exercisable at any time during the five year period commencing on the closing to which they relate at an exercise price equal to the purchase price per share of Common Stock paid by investors in the Financing or, in the case of exercisable, convertible, or exchangeable securities, the exercise, conversion or exchange price thereof. If the Financing is consummated by means of more than one closing, Spartan shall be entitled to the fees provided herein with respect to each such closing.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

Along with the above fees, the Company shall pay up to \$40,000 for expenses incurred by Spartan in connection with this Financing, together with cost of background checks on the officers and directors of the Company.

During the year ended 2012 the Company paid to Spartan fees of \$505,400 and issued Spartan 505,400 five year warrants with an exercise price of \$1.00.

(B) May 2, 2013

The Company entered into a second Financial Advisory and Investment Banking Agreement with Spartan Capital Securities, LLC ("Spartan") effective May 2, 2013 (the "Spartan Advisory Agreement"). Pursuant to the Spartan Advisory Agreement, Spartan will act as the Company's exclusive financial advisor and placement agent to assist the Company in connection with a best efforts private placement (the "Financing") of up to \$5 million of the Company's equity and/or debt securities and/or convertible instruments (the "Securities").

The Company upon closing of the Financing shall pay consideration to Spartan, in cash, a fee in an amount equal to 10% of the aggregate gross proceeds raised in the Financing and 3% of the aggregate gross proceeds raised in the Financing for expenses incurred by Spartan. The Company shall grant and deliver to Spartan at the closing of the Financing, for nominal consideration, five year warrants (the "Warrants") to purchase a number of shares of the Company's Common Stock equal to 10% of the number of shares of Common Stock (and/or shares of Common Stock issuable upon exercise of securities or upon conversion or exchange of convertible or exchangeable securities) sold at such closing. The Warrants shall be exercisable at any time during the five year period commencing on the closing to which they relate at an exercise price equal to the purchase price per share of Common Stock paid by investors in the Financing or, in the case of exercisable, convertible, or exchangeable securities, the exercise, conversion or exchange price thereof. If the Financing is consummated by means of more than one closing, Spartan shall be entitled to the fees provided herein with respect to each such closing.

The Company shall pay to Spartan a non-refundable monthly fee of \$10,000 over a twelve to twenty four month period upon Spartan's satisfaction of certain thresholds (raising of aggregate gross proceeds of \$4.0 mil- \$5.0 mil) outlined in the Spartan Advisory Agreement. On October 29, 2013 the company entered into an amendment to the Agreement and the \$10,000 monthly fee was cancelled.

During the nine months ended September 30, 2013 the Company paid to Spartan fees of \$540,410 and issued Spartan 277,133 five year warrants with an exercise price of \$1.50.

### **Supply Agreement**

On October 3, 2011, the Company entered into a five year agreement with a non-related party manufacturer. Under the terms of the agreement, the Company grants to the manufacturer a revocable license to use the Company's recipes, formulas, methods and ingredients for the preparation and production of Company's products, for manufacturing the Company's product and all future improvements, modifications, substitutions and replacements developed by the Company. The manufacturer in turn grants the Company the exclusive right to purchase the product. Under the terms of the agreement the manufacturer agrees to manufacture, package, and store the Company's products and the Company has the right to purchase products from one or more other manufacturers, distributors or suppliers. The agreement contains a perpetual automatic renewal clause for a period of year after the expiration of the initial term. During the renewal period either party may cancel the contract with written notice nine months prior to the termination date.

**MamaMancini's Holdings, Inc.**

**Notes to Condensed Consolidated Financial Statements**

**September 30, 2013**

Under the terms of the agreement if the Company specifies any change in packaging or shipping materials which results in the manufacturer incurring increased expense for packaging and shipping materials or in the manufacturer being unable to utilize obsolete packaging or shipping materials in ordinary packaging or shipping, the Company agrees to pay as additional product cost the additional cost for packaging and shipping materials and to purchase at cost such obsolete packaging and shipping materials. If the Company requests any repackaging of the product, other than due to defects in the original packaging, the Company will reimburse the manufacturer for any labor costs incurred in repackaging. Per the agreement all product delivery shipping costs are the expense of the Company.

Under the terms of the agreement, the Company is required to acquire and install production equipment at the manufacturer's facility to be used solely for the manufacturing of the Company's products. The manufacturer will bear all costs of operating and maintaining the production equipment during the period in which the manufacturer is manufacturing products pursuant to the agreement. The production equipment shall be owned by the Company.

In March 2012, the agreement was terminated and production equipment held by the manufacturer was returned to the Company.

**Note 11 Subsequent Event**

The Company has evaluated all events that occurred after the balance sheet date through the date when the consolidated financial statements were issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent events to be disclosed as follow.

On October 16, 2013, the Company issued 562,000 shares of common stock to investors in exchange for \$843,000 in proceeds in connection with the private placement of the Company's stock. The Company incurred approximately \$109,590 in stock issuance costs in conjunction with the placement and issued Spartan 56,200 five year warrants with an exercise price of \$1.50.

The Company entered into a third Financial Advisory and Investment Banking Agreement with Spartan Capital Securities, LLC ("Spartan") effective October 22, 2013 (the "Spartan Advisory Agreement"). Pursuant to the Spartan Advisory Agreement, Spartan will act, for a minimum of twenty-four months from the date of the agreement, as the Company's exclusive financial advisor and placement agent to assist the Company in connection with a best efforts private placement (the "Financing") of up to \$2.5 million of the Company's equity and/or debt securities and/or convertible instruments (the "Securities").

The Company upon closing of the Financing shall pay consideration to Spartan, in cash, a fee in an amount equal to 10% of the aggregate gross proceeds raised in the Financing and 3% of the aggregate gross proceeds raised in the Financing for expenses incurred by Spartan. The Company shall grant and deliver to Spartan at the closing of the Financing, for nominal consideration, five year warrants (the "Warrants") to purchase a number of shares of the Company's Common Stock equal to 10% of the number of shares of Common Stock (and/or shares of Common Stock issuable upon exercise of securities or upon conversion or exchange of convertible or exchangeable securities) sold at such closing. The Warrants shall be exercisable at any time during the five year period commencing on the closing to which they relate at an exercise price equal to the purchase price per share of Common Stock paid by investors in the Financing or, in the case of exercisable, convertible, or exchangeable securities, the exercise, conversion or exchange price thereof. If the Financing is consummated by means of more than one closing, Spartan shall be entitled to the fees provided herein with respect to each such closing.

The Company shall pay to Spartan a non-refundable monthly fee of \$10,000 for the term of the agreement. Such monthly fee shall survive any termination of the Agreement.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### **Forward Looking Statements**

This quarterly report on Form 10-Q and other reports (collectively, the "Filings") filed by MamaMancini's Holdings, Inc. ("MamaMancini's" or the "Company") from time to time with the U.S. Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks contained in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on April 16, 2013, relating to the Company's industry, the Company's operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

### **Plan of Operation**

The Company plans on aggressively increasing its distribution of products into new retail outlets in 2013. The Company has undertaken a national radio campaign on Sirius XM channels for a substantial portion of the year, and also has commercials running on political talk radio as well as during NFL and NCAA football radio broadcasts. Social media activity has increased with facebook, twitter, pinterest, utube, newsletter mailings, blogs, and helpful consumer content including a recipe bank of videos and special projects such as a MamaMancini's Meatball Mobile Sweepstakes beginning mid-year. Aggressive consumer merchandising activity, including virtual couponing, product demonstrations, co-op retail advertising been undertaken to increase sales to existing customers and new customers.

We believe that the Company's all natural, frozen and fresh meat line of 22 ozMamaMancini's Brand of Slow Cooked Italian Sauce and Meatballs has shown excellent acceptance in the market since its introduction in late 2012. We believe that our pricing on the 22 oz line of beef, chicken, pork and turkey meatballs is attractive to our major customers.

Key sales personnel have been added and management believes that all major supermarket retailers, club stores and mass market accounts are actively being solicited. Additionally the Company has undertaken an effort to develop a sales network to major factors in the food service industry through fee based consultants who are specialists in this industry. The Company is also soliciting business in Canada and the Caribbean.

New products will be tested and offered for sale to our customer base in mid and late 2013. Mama's Mac N Cheese, and a gluten free beef meatball are the first of these new products. In addition the Company will be testing cheese stuffed meatballs, flavored poultry meatballs, and spicy beef meatballs later in the year as well as potentially pasta with meatballs.

The Company owns 24% of the common equity of Meatball Obsession and is its exclusive supplier of its meatball products. Meatball Obsession offers a fast service menu of take-out meatball offerings. Meatball Obsession opened its first location in 2012 in Manhattan and opened its second location in the Garden State Plaza Mall in May of this year. The business plan of Meatball Obsession is to rapidly open more units in 2014 based upon its success this year, however, there is no guarantee that Meatball Obsession will perform up to its expectations or be able to open any more units in the future.

The Company plans to increase its manufacturing source of supply in 2013 to meet an anticipated increased demand. Additions of high speed equipment and new production order flow will be undertaken in 2013. As sales increase, the Company expects that its packaging costs will decrease as it purchases longer runs of material and supplies but not guarantee that such packaging costs will decrease with the purchase of such materials or at all. The Company also expects that the labor costs component of the cost of goods sold will decrease in the later part of the year with higher speed equipment and order flow but cannot guarantee any such decrease in the labor costs.

The Company expects to have an operating loss in 2013 due to the investment in developing new and expanded business. These investments include slot fees to gain initial distribution, special marketing demo events to induce trial, major promotional campaigns for customers for initial trial, and the cost of additional personnel or fee based marketing and sales support while this new business is developing.

The Company believes that the MamaMancini's Brand has potentially great market brand equity once it is established. We believe that MamaMancini's products have the ability to grow into several areas of consumption by consumers such as frozen Italian specialties, frozen meat, fresh meat, prepared foods, hot bars, cold bars in delis, and sandwich sections of supermarkets, and other retailers. In addition we believe that MamaMancini's products can be sold into food service channels, mass market, export or as a component of other products.

## **Results of Operations for the three months ended September 30, 2013 and 2012**

The following table sets forth the summary income statement for the three months ended September 30, 2013 and 2012:

	Three Months Ended	
	September 30, 2013	September 30, 2012
Sales - Net of slotting fees and discounts(1)	\$2,167,517	\$969,414
Gross Profit	\$624,488	\$256,526
Operating Expenses	\$(1,113,284)	\$(711,627)
Other Income (Expense)	\$(4,772)	\$225
Net Loss	\$(493,568)	\$(454,876)

Slotting fees are required in new placements with some, but not a majority of supermarket chains that the Company does business with. They are negotiated with each chain depending upon the expected return to the Company. We believe that we have successfully negotiated such slotting fees to a relatively low expense. We have taken into account future fees currently being negotiated in preliminary negotiations for new placements. We do not believe our size or financial limitations are an impediment to being able to pay such slotting fees. Slotting fee costs are an expense in growing the business as are other marketing and sales costs and the Company has accounted for these fees in assessing its estimated working capital for the next twelve months.

For the three months ended September 30, 2013 and 2012, the Company reported a net loss of \$(493,568) and \$(454,876), respectively. The change in net loss between the three months ended September 30, 2013 and 2012 was primarily attributable to following significant events:

The Company commenced operations during 2010 and has experienced significant growth in sales for the comparable periods. The Company has sold into approximately 19,500 product placements on retailer shelves at September 30, 2013 as compared to approximately 12,000 at September 30, 2012. The Company has reinvested proceeds to further develop brand awareness.

Advertising and promotional expense increased by \$215,000.

Payroll and related expenses increased by \$56,000.

Public relations expenses increased by \$8,000.

Insurance expense increased by \$11,000.

Commission expenses increased by \$48,000.

Royalty expenses increased by \$5,000.

Professional fees increased by \$31,000.

Postage and freight increased by \$63,000.

Depreciation expense increased by \$7,500

Marketing research & social media costs decreased by \$36,000.

Product development costs decreased by \$19,000

*Sales:* Sales, net of slotting fees and discounts increased by approximately 124% to \$2,167,517 during the three months ended September 30, 2013, from \$969,414 during the corresponding three months ended September 30, 2012. The increase in sales is primarily related to the company executing on their expansion strategy. The Company has sold into approximately 19,500 product placements on retailer shelves at September 30, 2013 as compared to approximately 12,000 at September 30, 2012. The Company commenced operations during 2010.

*Gross Profit:* The gross profit margin increased by approximately 3.0% of sales during the three months ended September 30, 2013 as compared to the three months ended September 30, 2012. This increase is primarily attributable to a change in product mix and lower packaging costs.

*Operating Expenses:* Operating expenses increased by 56% during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012. The \$401,657 increase in operating expenses is primarily attributable the following approximate increases in operating expenses:

Advertising and promotional expenses of \$215,000 related to a new radio advertising campaign and special promotions;

Payroll and related expense of \$56,000 as compensation to three new members of management and a new sales representative;

Public relations expenses of \$8,000 because the Company needed the exposure to enhance sales;

Insurance expenses of \$11,000 related to increases in insurance coverage and premiums;

Royalties of \$5,000 related to increased sales;

Professional fees of \$31,000 due to the cost of being a public company;

Postage and freight of \$63,000 due to increased sales slightly offset by some customers picking up their product in lieu of having it shipped to them;

Depreciation expense of \$7,500 due to new fixed asset purchases during the period; and

Commission expenses of \$48,000 related to increased sales.

These expense increases were offset by decreases in the following expenses:

Marketing research and social media costs decreased by \$36,000 due to the Company electing not to spend on market research and reducing spending on social media for the three months ending on September 30, 2013; and

Product development costs decreased by \$19,000 due to the Company electing to reduce spending on product development costs for the three months ending on September 30, 2013.

*Other Income (Expense):* Other income (expense) increased by \$4,997 to \$(4,772) for the three months ended September 30, 2013 as compared to \$225 during the three months ended September 30, 2012. For the three months ended September 30, 2013 other expenses consisted of \$4,772 in interest expense incurred on the company's line of credit. For the three months ended September 30, 2012 other income consisted of \$225 in miscellaneous income.

## **Results of Operations for the nine months ended September 30, 2013 and 2012**

The following table sets forth the summary income statement for the nine months ended September 30, 2013 and 2012:

Nine Months Ended

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	September 30, 2013	September 30, 2012
Sales - Net of slotting fees and discounts(1)	\$5,640,069	\$3,381,378
Gross Profit	\$1,629,052	\$1,014,524
Operating Expenses	\$(3,478,533)	\$(2,324,253)
Other Income (Expense)	\$(8,547 )	\$(10,047 )
Net Loss	\$(1,858,028)	\$(1,319,776)

Slotting fees are required in new placements with some, but not a majority of supermarket chains that the Company does business with. They are negotiated with each chain depending upon the expected return to the Company. We believe that we have successfully negotiated such slotting fees to a relatively low expense. We have taken into account future fees currently being negotiated in preliminary negotiations for new placements. We do not believe our size or financial limitations are an impediment to being able to pay such slotting fees. Slotting fee costs are an expense in growing the business as are other marketing and sales costs and the Company has accounted for these fees in assessing its estimated working capital for the next twelve months.

For the nine months ended September 30, 2013 and 2012, the Company reported a net loss of \$(1,858,028) and \$(1,319,776), respectively. The change in net loss between the nine months ended September 30, 2013 and 2012 was primarily attributable to following significant events:

The Company commenced operations during 2010 and has experienced significant growth in sales for the comparable periods. The Company has sold into approximately 19,500 product placements on retailer shelves at September 30, 2013 as compared to approximately 12,000 at September 30, 2012. The Company has reinvested proceeds to further develop brand awareness.

Advertising and promotional expense increased by \$375,000.

Payroll and related expenses increased by \$245,000.

Stock based compensation increased by \$179,000.

Directors fees increased \$16,000

Trade show and Travel expenses increased by \$27,500.

Commission expenses increased by \$64,000.

Royalty expenses increased by \$37,000.

Professional fees increased by \$175,000.

Postage and freight increased by \$98,000.

Public relations expenses increased \$31,000.

Insurance expense increased \$24,000.

Depreciation expense increased \$11,000.

Marketing research & social media costs decreased by \$81,000.

Product development costs decreased by \$53,000

*Sales:* Sales, net of slotting fees and discounts increased by approximately 67% to \$5,640,069 during the nine months ended September 30, 2013, from \$3,381,378 during the corresponding nine months ended September 30, 2012. The increase in sales is primarily related to the company executing on their expansion strategy. The Company has sold into approximately 19,500 product placements on retailer shelves at September 30, 2013 as compared to approximately 12,000 at September 30, 2012. The Company commenced operations during 2010.

*Gross Profit:* The gross profit margin decreased by approximately 1.0% of sales during the nine months ended September 30, 2013 as compared to the nine months ended September 30, 2012. This decrease is primarily attributable to slotting fees and discounts.

*Operating Expenses:* Operating expenses increased by 50% during the nine months ended September 30, 2013, as compared to the nine months ended September 30, 2012. The \$1,154,280 increase in operating expenses is primarily attributable the following approximate increases in operating expenses:

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Advertising and promotional expenses of \$375,000 related to a new radio advertising campaign and special promotions;

Payroll and related expense of \$245,000 as compensation to three new members of management and a new sales representative;

Stock based compensation of \$179,000 as a result of stock options issued during the period;

Director's fees of \$16,000;

Trade show and travel expenses of \$27,500 related to the increased cost of more members of the Company traveling and attending more trade shows as sales increased;

Royalties of \$37,000 related to increased sales;

Professional fees of \$175,000 due to the cost of being a public company and the reverse merger;

Postage and freight of \$98,000 due to higher sales slightly offset by some customers picking up their product in lieu of having it shipped to them;

Insurance expenses of \$24,000 related to increases in insurance coverage and premiums;  
 Depreciation expense of \$11,000 due to new fixed asset purchases during the period; and  
 Public relations expenses of \$31,000 because the Company needed the exposure to enhance sales; and  
 Commission expenses of \$64,000 related to increased sales.

These expense increases were offset by decreases in the following expenses:

Marketing research and social media costs decreased by \$81,000 due to the Company electing not to spend on market research and reducing spending on social media for the nine months ending on September 30, 2013; and

Product development costs decreased by \$53,000 due to the Company electing to reduce spending on product development costs for the nine months ending on September 30, 2013.

*Other Income (Expense):* Other expenses decreased by \$1,500 to \$(8,547) for the nine months ended September 30, 2013 as compared to \$(10,047) during the nine months ended September 30, 2012. For the nine months ended September 30, 2013 other expenses consisted of \$8,547 in interest expense incurred on the company's line of credit. For the nine months ended September 30, 2012 other expenses consisted of \$10,047 in interest expense incurred on the company's line of credit.

## Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at September 30, 2013 compared to December 31, 2012:

	Period ended		
	September 30, 2013	December 31, 2012	Increase/(Decrease)
Current Assets	\$3,961,080	\$2,964,630	\$ 996,450
Current Liabilities	\$407,419	\$529,233	\$ (121,814 )
Working Capital	\$3,553,661	\$2,435,397	\$ 1,118,264

As of September 30, 2013, we had working capital of \$3,553,661 as compared to working capital of \$2,435,397 as of December 31, 2012, an increase of \$1,118,264. The increase in working capital is primarily attributable to net cash

provided by financing activities during the nine months ended September 30, 2013. During the nine months ended September 30, 2013 the Company raised net proceeds of the \$3,539,475 from the sale of 2,771,334 shares of common stock.

Net cash (used in) operating activities for the nine months ended September 30, 2013 and 2012 was \$(2,580,463) and \$(1,400,638), respectively. The Net Loss for the nine months ended September 30, 2013 and 2012 was \$(1,858,028) and \$(1,319,776), respectively.

Net cash used in all investing activities for the nine months ended September 30, 2013 was \$(848,952) as compared to \$(10,000) for the nine months ended September 30, 2012. The Company paid \$295,000 for the acquisition of a company, \$405,825 for machinery and equipment, placed \$148,127 of deposits on machinery and equipment and loaned \$30,000 to a related party, and received \$30,000 from a related party loan during the nine months ended September 30, 2013. The Company paid \$10,000 for machinery and equipment during the nine months ended September 30, 2012.

Net cash provided by financing activities for nine months ended September 30, 2013 was \$3,339,475 as compared to \$2,643,661 for the nine months ended September 30, 2012. During the nine months ended September 30, 2013 the Company raised net proceeds of the \$3,539,475 from the sale of common stock, received advances from the Company credit line in the amount of \$150,000, and paid off the credit line in the amount of \$350,000. During the nine months ended September 30, 2012 the Company received net proceeds of \$2,943,661 from the sale of common stock and paid down the Company credit line in the amount of \$300,000.

The Company believes that our existing available cash along with estimated net proceeds from the issuance of securities during the fourth quarter of 2013 and first quarter of 2014 will enable the Company to meet the working capital requirements for at least 12 months.(See note 11 to the Financial Statements related to financings subsequent to September 30, 2013) The estimated working capital requirement for the next 12 months is \$2,200,000 with an estimated burn rate of \$183,000 per month. The Company continues to explore potential expansion opportunities in the industry in order to boost sales while leveraging distribution systems to consolidate lower costs.

As reflected in the accompanying financial statements, the Company has a net loss and net cash used in operations of \$1,858,028 and \$2,580,463, respectively, for the nine months ended September 30, 2013.

The ability of the Company to continue its operations is dependent on Management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company may require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all. In that event, the Company would be required to change its growth strategy and seek funding on that basis, though there is no guarantee it will be able to do so.

Our auditor has expressed substantial doubt about our ability to continue as a going concern. Our plan regarding these matters is to raise additional debt and/or equity financing to allow us the ability to cover our current cash flow requirements and meet our obligations as they become due. There can be no assurances that financing will be available or if available, that such financing will be available under favorable terms. In the event that we are unable to generate adequate revenues to cover expenses and cannot obtain additional financing in the near future, we may seek protection under bankruptcy laws. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern. During the Third and Fourth Quarter 2013, Management raised capital through equity financings. The Company intends to utilize the capital in order further advertise and market the Company's brand and to assist in penetrating additional distribution channels.

#### **Recent Accounting Pronouncements**

There are no recent accounting pronouncements that are expected to have an effect on the Company's financial statements.

### **Critical Accounting Policies**

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 2 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

**Use of Estimates** - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

**Making estimates** requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

**Stock-Based Compensation** - The Company accounts for stock-based compensation in accordance with ASC Topic 718, "Accounting for Stock-Based Compensation" established financial accounting and reporting standards for stock-based employee compensation. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans in accordance with ASC 718. The Company accounts for share based payments to non-employees in accordance with ASC 505-50 "Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services".

The Company recognizes all forms of share-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Share based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Share based payment awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The grants are

amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock based compensation expenses are included in cost of goods sold or Selling, general and administrative expenses, depending on the nature of the services provided, in the Statement of Operations.

When computing fair value of share based payments, the Company has considered the following variables:

The risk-free interest rate assumption is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant.

The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future.

The expected warrant term is the contractual term of the warrant.

Given the Company was privately held, and the Company does not have significant history, expected volatility was benchmarked against similar companies in a similar industry.

**Revenue recognition** - The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin No. 104 for revenue recognition and records revenue when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) the product is delivered, (3) the sales price to the customer is fixed or determinable, and (4) collectability of the related customer receivable is reasonably assured. There is no stated right of return for products. Sales are recognized upon shipment of products to customers.

**Advertising** - Costs incurred for producing and communicating advertising for the Company are charged to operations as incurred.

#### **Off Balance Sheet Arrangements:**

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We do not hold any derivative instruments and do not engage in any hedging activities.

### **Item 4. Controls and Procedures**

#### *(a) Evaluation of Disclosure Controls and Procedures*

Based on evaluation as of the end of the period covered by this Form 10-Q, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act) are not effective to ensure that information required to be disclosed by us in report that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms and to ensure that information

required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

*(b) Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

### **Item 1A. Risk Factors.**

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on April 16, 2013.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

Other than previously reported on the Company's Current Reports on Form 8-K, there have been no unregistered sales of equity securities for the quarter ended September 30, 2013.

### **Item 3. Defaults upon Senior Securities.**

There has been no default in payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

### **Item 4. Mine Safety Disclosure.**

Not applicable.

**Item 5. Other Information.**

There is no other information required to be disclosed under this item which was not previously disclosed.

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
31.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

101.INS XBRL Instance Document\*\*

101.SCH XBRL Taxonomy Extension Schema Document\*\*

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document\*\*

101.DEF XBRL Taxonomy Extension Definition Linkbase Document\*\*

101.LAB XBRL Taxonomy Extension Label Linkbase Document\*\*

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document\*\*

\* Filed herewith.

\*\* In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MAMAMANCINI'S HOLDINGS,  
INC.**

Date: November 14, 2013 By: */s/ Carl Wolf*  
Name: Carl Wolf  
Title: Chief Executive Officer  
(Principal Executive Officer)  
(Principal Financial Officer)  
(Principal Accounting Officer)

