

MamaMancini's Holdings, Inc.

Form 4

February 06, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
D'Agostino Alfred

2. Issuer Name **and** Ticker or Trading  
Symbol  
MamaMancini's Holdings, Inc.  
[MMMB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
777 PASSAIC AVE, SUITE 475  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2016

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

CLIFTON, NJ 07012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock <sup>(1)</sup>        | 10/31/2016                              |                                                             | J <sup>(2)</sup>                        | 5,123 A<br>\$ 0.488                                                     | 730,056                                                                                                            | D                                                                    |                                         |
| Common<br>Stock <sup>(1)</sup>        | 10/31/2016                              |                                                             | J <sup>(3)</sup>                        | 2,222 A<br>\$ 0.45                                                      | 732,278                                                                                                            | D                                                                    |                                         |
| Series A<br>Preferred<br>Stock        |                                         |                                                             |                                         |                                                                         | 500                                                                                                                | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D)                                                                 |                                     |
| Warrant                                             | \$ 1                                                               | 11/20/2015                              |                                                             | A                                    |                                                                                                              | 74,074                                                         | 11/20/2015 11/19/2020                                               | Common<br>Stock 74,074              |
| Warrant                                             | \$ 1.5                                                             | 11/20/2015                              |                                                             | J                                    |                                                                                                              | 33,333                                                         | 11/20/2015 11/19/2020                                               | Common<br>Stock 33,333              |
| Stock<br>Option                                     | \$ 1                                                               | 03/05/2012                              |                                                             | A                                    |                                                                                                              | 25,372                                                         | 03/05/2012 03/05/2017                                               | Common<br>Stock 25,372              |
| Stock<br>Option                                     | \$ 1                                                               | 04/26/2013                              |                                                             | A                                    |                                                                                                              | 10,000                                                         | 04/26/2013 04/26/2018                                               | Common<br>Stock 10,000              |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| D'Agostino Alfred<br>777 PASSAIC AVE<br>SUITE 475<br>CLIFTON, NJ 07012 |               | X         |         |       |

## Signatures

/s/ Alfred  
D'Agostino 11/29/2016  
\_\_\_\_\_  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities held by Alfred D'Agostino and Alfred D'Agostino Revocable Living Trust 11/6/09.
- (2) Mr. D'Agostino was issued such shares in lieu of compensation for Director Fees for August-October 2016.
- (3) Dividend issued On Series A Preferred Stock

## Edgar Filing: MamaMancini's Holdings, Inc. - Form 4

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

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