

MamaMancini's Holdings, Inc.
 Form 4
 June 16, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLF CARL T

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)
9 VOSE AVENUE, APT. 322
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

SOUTH ORANGE, NJ 07079
 (City) (State) (Zip)

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------|
| Convertible Debenture | \$ 1.5 | 05/15/2015 | J ⁽¹⁾ | | | | | 1 | 05/15/2015 | 07/15/2016 | Common Stock | 133,33 |
| Series A Convertible Preferred Stock | \$ 1.25 | 06/12/2015 | J ⁽¹⁾ | 2,000 | | | | | 06/12/2015 | ⁽⁵⁾ | Common Stock | 160,00 |
| Series A Convertible Preferred Stock | \$ 1.25 | 06/12/2015 | J ⁽²⁾ | 3,000 | | | | | 06/12/2015 | ⁽⁵⁾ | Common Stock | 240,00 |
| Series A Convertible Preferred Stock | \$ 1.25 | 06/12/2015 | P ⁽³⁾ | 1,000 | | | | | 06/12/2015 | ⁽⁵⁾ | Common Stock | 80,00 |
| Warrant | \$ 1.25 | 06/12/2015 | J ⁽¹⁾ | 1 | | | | | 06/12/2015 | 06/12/2020 | Common Stock | ⁽⁴⁾ |
| Warrant | \$ 1.25 | 06/12/2015 | J ⁽²⁾ | 1 | | | | | 06/12/2015 | 06/12/2020 | Common Stock | ⁽⁴⁾ |
| Warrant | \$ 1.25 | 06/12/2015 | P ⁽³⁾ | 1 | | | | | 06/12/2015 | 06/12/2020 | Common Stock | ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLF CARL T 9 VOSE AVENUE, APT. 322 SOUTH ORANGE, NJ 07079 | X | X | Chief Executive Officer | |

Signatures

/s/ Carl T. Wolf 06/16/2015

**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).

Pursuant to the terms of the Convertible Debenture (the "Debenture"), the Debenture was automatically converted upon a Qualified Offering. Upon conversion of the Debenture Mr. Wolf received 4 units with each Unit comprised of (i) five hundred (500) shares of

- (1) Series A Preferred ("Unit Shares"), convertible into the Company's Common Stock at a conversion price of \$1.25 per share and (ii) one (1) Warrant to purchase 100% of the number of Conversion Shares (as defined in the Debenture) initially issuable upon conversion of the Unit Shares to the purchaser at the exercise price of \$1.25 per share.

In addition, On May 15, 2015, and June 4, 2015 Mr. Wolf advanced the Company \$200,000 and \$100,000, respectively, in the form of

(2) demand notes (the "Demand Notes"). The Company and Mr. Wolf agreed to convert the principal amount of the Demand Notes into an additional six (6) Units.

- (3) Mr. Wolf also purchased two (2) Units for an aggregate purchase price of \$100,000.

The Warrant entitles Mr. Wolf to purchase up to the number of shares of Common Stock ("Warrant Shares") that is equal to 100% of the

(4) number of Conversion Shares initially issuable upon conversion of the Unit Shares issued. The Warrants are for a term of five (5) years and are exercisable at a price of \$1.25 per Warrant Share.

- (5) The Series A Convertible Preferred Stock has no expiration date.

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

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