

MamaMancini's Holdings, Inc.
Form 4
September 28, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burns Steven R.

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)
24 WITTE PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2016

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

WEST ORANGE,, NJ 07052

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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock ⁽¹⁾	07/31/2016		J ⁽²⁾	19,594 A \$ 0.74	1,079,129	D	
Common Stock	07/31/2016		J ⁽³⁾	1,351 A \$ 0.49	1,080,480	D	
Series A Preferred Stock					500	D	

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

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information contained in this form are not
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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Warrant	\$ 1	11/20/2015		A		74,074	11/20/2015 11/19/2020	Common Stock 74,074
Warrant	\$ 1.5	11/20/2015		J		33,333	11/20/2015 11/19/2020	Common Stock 33,333
Stock Option	\$ 1	03/05/2012		A		47,871	03/05/2012 03/05/2017	Common Stock 47,871
Stock Option	\$ 1	04/26/2013		A		10,000	04/26/2013 04/26/2018	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Steven R. 24 WITTE PLACE WEST ORANGE,, NJ 07052		X		

Signatures

/s/ Steven R.
Burns
09/28/2016

__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 in the name of Point Prospect, Inc. and Steven R. Burns.

(2) Mr. Burns was issued such shares in lieu of compensation for Director Fees for May-July 2016.

(3) Dividend issued on Series A Preferred Stock

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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