

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

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**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 \*  
 Janeway Dean

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)  
 164 SUNSET AVENUE  
 (Street)

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

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

MANTOLOKING, NJ 08738  
 (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 Following 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 | 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<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|---|------------------------------------|------------------|------------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Convertible<br>Debenture                      | \$ 1.5                             | 05/15/2015       | J <sup>(1)</sup> |   |      |   |     | 1   | 05/15/2015          | 07/15/2016         | Common<br>Stock | 33,334                              |
| Series A<br>Convertible<br>Preferred<br>Stock | \$ 1.25                            | 06/12/2015       | J <sup>(1)</sup> |   |      |   | 500 |     | 06/12/2015          | <sup>(3)</sup>     | Common<br>Stock | 40,000                              |
| Warrant                                       | \$ 1.25                            | 06/12/2015       | J <sup>(1)</sup> |   |      |   | 1   |     | 06/12/2015          | 06/12/2020         | Common<br>Stock | <sup>(2)</sup>                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Janeway Dean<br>164 SUNSET AVENUE<br>MANTOLOKING, NJ 08738 |               | X         |         |       |

## Signatures

/s/ Dean  
Janeway  
Date: 06/16/2015

<sup>\*\*</sup>Signature of Reporting Person

## 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. Janeway received 1 unit comprised of (i) five hundred (500) shares of 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.

(1) The Warrant entitles Mr. Janeway to purchase up to the number of shares of Common Stock ("Warrant Shares") that is equal to 100% of the number of Conversion Shares initially issuable upon conversion of the Unit Shares issued to the purchaser. The Warrants are for a term of five (5) years and are exercisable at a price of \$1.25 per Warrant Share.

(2) 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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