

MamaMancini's Holdings, Inc.  
Form 4  
February 06, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)

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

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

24 WITTE PLACE

(Street)

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

WEST ORANGE,, NJ 07052

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock <sup>(1)</sup>     | 10/31/2016                           |  | J <sup>(2)</sup>               |   | 29,713  | A \$ 0.488   | 1,108,842 D                       |
| Common Stock                    | 10/31/2016                           |  | J <sup>(3)</sup>               |   | 2,222   | A \$ 0.45  | 1,111,064 D                       |
| Series A Preferred 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |
| 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.<br>24 WITTE PLACE<br>WEST ORANGE,, NJ 07052 |               | X         |         |       |

## Signatures

/s/ Steven R.  
Burns

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 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 August-October 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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