

MamaMancini's Holdings, Inc.  
 Form 4  
 February 07, 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)  
 24 WITTE PLACE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2017

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

WEST ORANGE,, NJ 07052  
 (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	01/31/2017		J <sup>(2)</sup>		23,770	A	\$ 0.61
Common Stock	01/31/2017		J <sup>(3)</sup>		1,538	A	\$ 0.65
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. 24 WITTE PLACE WEST ORANGE,, NJ 07052		X		

## Signatures

/s/ Steven R.  
Burns

02/07/2017

\*\*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 November 2016 - January 2017

(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.

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

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