

MamaMancini's Holdings, Inc.
Form PRE 14A
April 25, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[X] Preliminary Proxy Statement

[] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to §240.14a-12

MAMAMANCINI'S HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

MAMAMANCINI'S HOLDINGS, INC.

25 Branca Road

East Rutherford, New Jersey 07073

(201) 531-1212

**NOTICE OF ANNUAL
MEETING OF SHAREHOLDERS**

TO BE HELD JUNE 13, 2017

TO OUR SHAREHOLDERS:

You are cordially invited to attend the Annual Meeting of Shareholders (the "Annual Meeting") of MamaMancini's Holdings, Inc., a Nevada corporation (together with its subsidiaries, "Company", "MamaMancini's", "we", "us" or "our"), which will be held on June 13, 2017, at 12:00 Noon at 355 Murray Hill Parkway, East Rutherford, NJ 07073 for the following purposes:

1. To elect seven directors to hold office for a one-year term and until each of their successors are elected and qualified.
2. To ratify the appointment of Rosenberg Rich Baker Berman and Company, Certified Public Accountants, as our independent registered public accounting firm for the fiscal year ending January 31, 2018; and
3. To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

A copy of the Annual Report of the Company's operations during the fiscal year ended January 31, 2017 is available on request or at www.sec.gov.

The Board of Directors has fixed the close of business on May 5, 2017, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting of Shareholders and any adjournment or postponement thereof. A complete list of shareholders entitled to vote at the Annual Meeting will be available for inspection for ten days prior to the Annual Meeting at the Offices of the Company located at 25 Branca Road, East

Rutherford, New Jersey 07073.

By Order of the Board of Directors

/s/ Carl Wolf

Carl Wolf

CEO and Chairman of the Board

April 21, 2017

East Rutherford, New Jersey

YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, TO ASSURE THAT YOUR SHARES WILL BE REPRESENTED, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY WITHOUT DELAY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO ADDITIONAL POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY.

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MAMAMANCINI'S HOLDINGS, INC.

25 Branca Road

East Rutherford, New Jersey 07073

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 13, 2017

GENERAL INFORMATION ABOUT THE PROXY STATEMENT AND ANNUAL MEETING

General

This Proxy Statement is being furnished to the shareholders of MamaMancini's Holdings, Inc. (together with its subsidiaries, "Company", "MamaMancini's", "we", "us" or "our") in connection with the solicitation of proxies by our Board of Directors (the "Board of Directors" or the "Board") for use at the Annual Meeting of Shareholders to be held at 355 Murray Hill Parkway, East Rutherford, NJ 07073 on June 13, 2017, and at any and all adjournments or postponements thereof (the "Annual Meeting") for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. Accompanying this Proxy Statement is a proxy/voting instruction form (the "Proxy") for the Annual Meeting, which you may use to indicate your vote as to the proposals described in this Proxy Statement. It is contemplated that this Proxy Statement and the accompanying form of Proxy will be first mailed to MamaMancini's shareholders on or about May 26, 2017.

The Company will solicit shareholders by mail through its regular employees and will request banks and brokers and other custodians, nominees and fiduciaries, to solicit their customers who have stock of the Company registered in the names of such persons and will reimburse them for reasonable, out-of-pocket costs. In addition, the Company may use the service of its officers and directors to solicit proxies, personally or by telephone, without additional compensation.

Voting Securities

Only shareholders of record as of the close of business on May 5, 2017 (the "Record Date") will be entitled to vote at the Annual Meeting and any adjournment or postponement thereof. As of the Record Date, there were approximately [number] shares of common stock of the Company, issued and outstanding and entitled to vote representing approximately [number] holders of record. Shareholders may vote in person or by proxy. Each holder of shares of common stock is entitled to one vote for each share of stock held on the proposals presented in this Proxy Statement. The Company's bylaws provide that a majority of all the shares of stock entitled to vote, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business at the Annual Meeting. The enclosed Proxy reflects the number of shares that you are entitled to vote. Shares of common stock may not be voted cumulatively.

Voting of Proxies

All valid proxies received prior to the Annual Meeting will be voted. The Board of Directors recommends that you vote by proxy even if you plan to attend the Annual Meeting. To vote by proxy, you must fill out the enclosed Proxy, sign and date it, and return it in the enclosed postage-paid envelope. Voting by proxy will not limit your right to vote at the Annual Meeting if you attend the Annual Meeting and vote in person. However, if your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

Revocability of Proxies

All Proxies which are properly completed, signed and returned prior to the Annual Meeting, and which have not been revoked, will be voted in favor of the proposals described in this Proxy Statement unless otherwise directed. A shareholder may revoke his or her Proxy at any time before it is voted either by filing with the Secretary of the Company, at its principal executive offices located at 25 Branca Road, East Rutherford, New Jersey 07073, a written notice of revocation or a duly-executed Proxy bearing a later date or by attending the Annual Meeting and voting in person.

Required Vote

Representation at the Annual Meeting of the holders of a majority of the outstanding shares of our common stock entitled to vote, either in person or by a properly executed Proxy, is required to constitute a quorum. Abstentions and broker non-votes, which are indications by a broker that it does not have discretionary authority to vote on a particular matter, will be counted as "represented" for the purpose of determining the presence or absence of a quorum. Under the Nevada Revised Statutes, once a quorum is established, shareholder approval with respect to a particular proposal is generally obtained when the votes cast in favor of the proposal exceed the votes cast against such proposal.

In the election of our Board of Directors, shareholders are not allowed to cumulate their votes. Shareholders are entitled to cast a vote for each of the openings on the Board to be filled at the Annual Meeting. The seven nominees receiving the highest vote totals will be elected as our Board of Directors. For approval of the proposed ratification of our independent registered accountants, the votes cast in favor of the proposal must exceed the votes cast against the proposal. Accordingly, abstentions and broker non-votes will not affect the outcome of the election of the Board of Directors or the ratification of the independent public accountants.

Shareholders List

For a period of at least ten days prior to the Annual Meeting, a complete list of shareholders entitled to vote at the Annual Meeting will be available at the principal executive offices of the Company located at 25 Branca Road, East Rutherford, New Jersey 07073 so that stockholders of record may inspect the list only for proper purposes.

Expenses of Solicitation

The Company will pay the cost of preparing, assembling and mailing this proxy-soliciting material, and all costs of solicitation, including certain expenses of brokers and nominees who mail proxy material to their customers or principals.

PROPOSAL NO. 1

ELECTION OF SEVEN (7) DIRECTORS

The Company's Board of Directors currently consists of seven authorized directors. A total of seven directors will be elected at the Annual Meeting to serve until the next annual shareholder meeting. The persons named as "Proxies" in the enclosed Proxy will vote the shares represented by all valid returned proxies in accordance with the specifications of the shareholders returning such proxies. If no choice has been specified by a shareholder, the shares will be voted FOR the nominees. If at the time of the Annual Meeting any of the nominees named below should be unable or unwilling to serve, which event is not expected to occur, the discretionary authority provided in the Proxy will be exercised to vote for such substitute nominee or nominees, if any, as shall be designated by the Board of Directors. If a quorum is present and voting, the nominees for directors receiving the highest number of votes will be elected. Abstentions and broker non-votes will have no effect on the vote.

NOMINEES FOR ELECTION AS DIRECTOR

The following sets forth certain information about each of the director nominees:

Carl Wolf, age 73.

Mr. Wolf has been our Chairman of the Board and Chief Executive Officer since February 2010. Mr. Wolf was founder, Chairman of the Board, and Chief Executive Officer of Alpine Lace Brands, Inc. Mr. Wolf has an M.B.A. from the University of Pittsburgh and a B.A. from Rutgers University. MamaMancini's believes that Mr. Wolf's contacts in the food industry and his overall insight into our business are a valuable asset to the Company.

Matthew Brown, age 48.

Mr. Brown has been our Director, President and COO since February 2010. From April 2001 until January 2012, Mr. Brown was President of Hors D'oeuvres Unlimited. Mr. Brown has an M.B.A. from the University of Illinois and a B.A. from the University of Michigan. MamaMancini's believes that Mr. Brown's work with, and insight into, the sales and marketing of products in the food industry is a valuable asset to the Company.

Independent Directors:

Steven Burns, age 56.

Mr. Burns has been our Director since February 2010. Mr. Burns is currently President and Chief Executive Officer of Point Prospect, Inc., which deals with investments and services in real estate, clean and efficient energy, food, and healthcare technology. Mr. Burns is also Chairman of the Board of Meatball Obsession, LLC. For 24 years prior to this, Mr. Burns was a senior executive at Accenture. Mr. Burns is a graduate of Boston College with a B.S. degree in Business Management. The Company believes that Mr. Burns' experience in management and operations will assist us.

Alfred D'Agostino, age 63.

Mr. D'Agostino has been our Director since February 2010. Mr. D'Agostino currently serves as President of World Wide Sales Inc., a perishable food broker servicing the New York/New Jersey metropolitan and Philadelphia marketplaces. Mr. D'Agostino was Vice President of the perishable business unit at Marketing Specialists, a national food brokerage, for over five years. Mr. D'Agostino graduated from the City College of New York, receiving a B.S. in Business Management. The Company believes that Mr. D'Agostino's experience in managing food brokerage and food distribution companies will assist us.

Thomas Toto, age 62.

Mr. Toto has been our Director since February 2010. Mr. Toto is currently Senior Business Manager of World Wide Sales Inc., a perishable food broker servicing the New York/New Jersey metropolitan and Philadelphia marketplaces. Prior to this, Mr. Toto was a Division President for DCI Cheese Co., an importer and distributor of cheese. Mr. Toto has an M.B.A. and a B.A. from Seton Hall University. MamaMancini's believes that Mr. Toto's experience in managing food brokerage and food distribution companies will assist us.

Dean Janeway, age 73.

Mr. Janeway has been our Director since 2012. Mr. Janeway retired from his more than 40-year career with Wakefern Food Corp., the largest retailer-owned cooperative in the United States, in 2011. From 1995 until his retirement, Mr. Janeway was Wakefern's President and Chief Operating Officer. Mr. Janeway is a graduate of the Wharton School of Business of the University of Pennsylvania with an M.B.A. degree, and of Rutgers University with a B.A. degree in Marketing. MamaMancini's believes that Mr. Janeway's experience in corporate strategy, business development, operational oversight, and financial management will assist us.

David McGuire, age 36

Mr. McGuire is the Founder and since 2010 has been the CEO of M2 Compliance Incorporated ("M2"), a leading EDGAR & XBRL filing agency registered with the U.S. Securities and Exchange Commission. Mr. McGuire established M2 with the goal to create a technology-driven, back-office platform for regulatory compliance requirements that would significantly reduce costs associated with these services while increasing the efficiencies of the most complex tasks. M2 has grown to serve nearly 600 publicly traded companies and reporting issuers across the

world and was ranked as the most active filing agency during 2016. MamaMancini's believes that Mr. McGuire's experience as an entrepreneur and his overall insight into our business will be a valuable asset to the Company.

Dan Altobello, a current director of the Company has advised the Company that he does not intend to serve beyond his current term which expires concurrent with the election of directors at the Annual Meeting.

RECOMMENDATION OF THE BOARD OF DIRECTORS:

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTOR NOMINEES LISTED ABOVE.

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors has appointed Rosenberg Rich Baker Berman and Company, Certified Public Accountants (“RRBB”), as our independent registered public accounting firm to examine the consolidated financial statements of the Company for fiscal year ending January 31, 2018. The Board of Directors seeks an indication from shareholders of their approval or disapproval of the appointment.

The Board of Directors initially approved the engagement of RRBB as the Company’s new independent registered public accounting firm on January 24, 2013 after dismissing Seale and Beers, CPAs (“Seale and Beers”). RRBB will audit our consolidated financial statements for the fiscal year ended January 31, 2018. Representatives of RRBB are expected to attend the Annual Meeting, will have the opportunity to make a statement if they so desire, and are expected to be available to respond to appropriate questions.

Our consolidated financial statements for the fiscal years ended January 31, 2017 were audited by RRBB.

In the event shareholders fail to ratify the appointment of RRBB, the Board of Directors will reconsider this appointment. Even if the appointment is ratified, the Board of Directors, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Board of Directors determines that such a change would be in the interests of the Company and its shareholders.

The affirmative vote of the holders of a majority of the Company’s common stock represented and voting at the Annual Meeting either in person or by proxy will be required for approval of this proposal. Neither abstentions nor broker non-votes shall have any effect on the outcome of this vote.

RECOMMENDATION OF THE BOARD OF DIRECTORS:

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF RRBB AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

CORPORATE GOVERNANCE

Board Meetings and Annual Meeting Attendance

The Board of Directors met seven (7) times during fiscal year ended January 31, 2017. No director attended less than 100% of the meetings.

Audit Committee

Messrs. Thomas Toto, Dan Altobello and Steven Burns and currently serve as members of the Company’s separately designated Audit Committee, in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with Mr. Toto acting as its Chairman. The Board of Directors ratified the formation of its Audit Committee effective January 21, 2014. Mr. Altobello has advised the Company that he does not intend to serve beyond his current term which expires concurrent with the election of directors at the Annual Meeting. At that time, the Board intends to appoint a replacement for Mr. Altobello on the Audit Committee.

The function of the Audit Committee, as detailed in the Audit Committee Charter, is to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, management practices, reporting practices, and the quality and integrity of the financial reports of the Company. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors and Company management.

The independent directors meet the independence standards of the NASDAQ Stock Exchange, and the SEC.

The Board of Directors pre-approved all services provided by our independent auditors for the fiscal year ended January 31, 2017.

Compensation Committee

Messrs. Alfred D'Agostino and Dean Janeway currently serve as members of the Compensation Committee, with Mr. D'Agostino acting as its Chairman. The Board of Directors formed its Compensation Committee on January 21, 2014.

The Compensation Committee sets the overall compensation principles for the Company, subject to annual review. The Compensation Committee may not delegate its authority. However, the Compensation Committee may retain counsel or consultants as necessary.

The independent directors meet the independence standards of the NASDAQ Stock Exchange, the New York Stock Exchange and the SEC.

The Compensation Committee establishes the Company's general compensation policy and, except as prohibited by law, may take any and all actions that the Board could take relating to compensation of directors, executive officers, employees and other parties. The Compensation Committee's role is to (i) evaluate the performance of the Company's executive officers, (ii) set compensation for directors and executive officers, (iii) make recommendations to the Board on adoption of compensation plans and (iv) administer Company compensation plans. When evaluating potential compensation adjustments, the Compensation Committee solicits and considers input provided by the Chief Executive Officer relating to the performance and/or contribution to the Company's overall performance by executive officers and other key employees.

Nominating Committee

Mr. Dean Janeway and Mr. Alfred D'Agostino currently serve as members of the Nominating Committee, with Mr. Janeway acting as its Chairman. The Board of Directors formed its Nominating Committee on January 21, 2014.

The Nominating Committee's role is to identify and recommend candidates for positions on the Board of Directors. The Nominating Committee's policies are subject to annual review.

The function of the Nominating Committee, as detailed in the Nominating Committee Charter, is to recommend to the Board the slate of director nominees for election to the Board and to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings. The Nominating Committee has established certain broad qualifications in order to consider a proposed candidate for election to the Board. The Nominating Committee has a strong preference for candidates with prior board experience with public companies. The Nominating Committee will also consider such other factors as it deems appropriate to assist in developing a board and committees that are diverse in nature and comprised of experienced and seasoned advisors. These factors include judgment, skill, diversity (including factors such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

It is the policy of the Nominating Committee to consider candidates recommended by security holders, directors, executive officers and other sources, including, but not limited to, third-party search firms. Security holders of the Company may submit recommendations for candidates for the Board. Such submissions should include the name, contact information, a brief description of the candidate's business experience and such other information as the person submitting the recommendation believes is relevant to the evaluation of the candidate. The Nominating Committee will review all such recommendations.

The Nominating Committee will evaluate whether an incumbent director should be nominated for re-election to the Board or any Committee of the Board upon expiration of such director's term using the same factors as described above for other Board candidates. The Nominating Committee will also take into account the incumbent director's performance as a Board member. Failure of any incumbent director to attend at least seventy-five percent (75%) of the Board meetings held in any year of service as a Board member will be viewed negatively by the Nominating Committee in evaluating the performance of such director.

Code of Ethics

The Company has adopted a code of ethics that is applicable to our directors and officers.

Director's Compensation

The following Director Compensation Table sets forth the compensation of our directors for the fiscal years ending on January 31, 2017 and January 31, 2016.

DIRECTOR COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary (\$) (b)	Bonus (\$) (b)	Stock Awards (\$) (b)	Option Awards (\$) (b)	Non-Equity Incentive Plan Compensation (\$) (b)	All Other Compensation (\$) (b)	Total (\$) (b)
Director Steven Burns (1)	2016	\$ 0	\$ 0	\$10,000	\$0	\$ 0	\$ 0	\$10,000
	2017	\$ 0	\$ 0	\$58,000	\$16,442	\$ 0	\$ 0	\$74,442
Director Alfred D'Agostino(2)	2016	\$ 0	\$ 0	\$10,000	\$0	\$ 0	\$ 0	\$10,000
	2017	\$ 0	\$ 0	\$10,000	\$16,442	\$ 0	\$ 0	\$26,442
Director Thomas Toto(3)	2016	\$ 0	\$ 0	\$10,000	\$0	\$ 0	\$ 0	\$10,000
	2017	\$ 0	\$ 0	\$10,000	\$16,442	\$ 0	\$ 0	\$26,442
Director Dan Altobello(4)	2016	\$ 0	\$ 0	\$10,000	\$0	\$ 0	\$ 0	\$10,000
	2017	\$ 0	\$ 0	\$10,000	\$16,442	\$ 0	\$ 0	\$26,442
Director Dean Janeway(5)	2016	\$ 0	\$ 0	\$10,000	\$0	\$ 0	\$ 0	\$10,000
	2017	\$ 0	\$ 0	\$10,000	\$16,442	\$ 0	\$ 0	\$26,442

1. Mr. Burns was appointed as a director of the Company on January 24, 2013.
2. Mr. D'Agostino was appointed as a director of the Company on January 24, 2013.
3. Mr. Toto was appointed as a director of the Company on January 24, 2013.
4. Mr. Altobello was appointed as a director of the Company on January 24, 2013.
5. Mr. Janeway was appointed as a director of the Company on January 24, 2013.

Directors and Executive Officers

The following table discloses our directors and executive officers as of April 24, 2017.

Name	Age	Position
Carl Wolf	73	Chief Executive Officer and Chairman of the Board of Directors
Matthew Brown	48	President, COO and Director
Lewis Ochs	70	Chief Financial Officer
Steven Burns	56	Director
Alfred D'Agostino	63	Director
Thomas Toto	62	Director
Dan Altobello	76	Director
Dean Janeway	73	Director

In addition to the directors whose biographical information is set forth above, the Company's Chief Financial Officer is Mr. Lewis Ochs, whose biography is set forth below.

Lewis Ochs – Chief Financial Officer

Mr. Ochs has been our Chief Financial Officer since February 2010. Mr. Ochs is also Chief Financial Officer of Hors D'oeuvres Unlimited. Prior to this, he was an owner of Captive Plastics, Inc. from 1979 through 1991. Mr. Ochs has a B.S. in Accounting from the University of Akron.

Executive Officer Compensation

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the years ended January 31, 2017 and January 31, 2016.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year ⁽⁵⁾	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Totals (\$)
Carl Wolf CEO/Chairman ⁽¹⁾	2017	\$ 150,000	0	0	0	0	0	0	\$ 150,000
	2016	\$ 150,000	0	0	0	0	0	0	\$ 150,000
Matt Brown President and COO ⁽²⁾	2017	\$ 186,000	0	0	0	0	0	0	\$ 186,000
	2016	\$ 110,000	0	0	0	0	0	0	\$ 110,000
Lewis Ochs ⁽³⁾ Chief Financial Officer	2017	\$ 72,000	0	0	0	0	0	0	\$ 72,000
	2016	\$ 71,000	0	0	0	0	0	0	\$ 71,000

1. Mr. Wolf was appointed as Chief Executive Officer of the Company on January 24, 2013.

2. Mr. Brown was appointed as President and COO of the Company on January 24, 2013.

3. Mr. Ochs was appointed as Vice President of Finance of the Company on January 24, 2013 and Chief Financial Officer on September 5, 2014.

2017 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

STOCK AWARDS

Name (a)	Number of Securities Underlying Unexercised Options (#) (b)	Number of Securities Underlying Unexercised Options (#) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Exercise Price (\$) (e)	Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Shares or Units of Stock That Have Not Vested (h)	Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other (i)	Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other (j)
Carl Wolf Chief Executive Officer(1)	0	0	0	0	0				
Lewis Ochs CFO	45,000	0	0	\$ 1.00	4/26/2018				
	2,000	4,000	0	\$ 0.60	5/2/2021				
Matthew Brown President/COO(2)	0	0	0	0	0				
Steven Burns Director(3)	10,000	0	0	\$ 1.00	4/26/2018				
	50,000	0	0	\$ 0.39	4/13/2021				
Alfred D'Agostino Director(4)	10,000	0	0	\$ 1.00	4/26/2018				

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	50,000	0	0	\$ 0.39	4/13/2021	
Thomas Toto Director(5)	10,000	0	0	\$ 1.00	4/26/2018	
	50,000	0	0	\$ 0.39	4/13/2021	
Dan Altobello Director(6)	10,000	0	0	\$ 1.00	4/26/2018	
	50,000	0	0	\$ 0.39	4/13/2021	
Dean Janeway Director(7)	10,000	0	0	\$ 1.00	4/26/2018	
	50,000	0	0	\$ 0.39	4/13/2021	
Brent Smith(8)	2,000	4,000	0	\$ 0.60	5/2/2021	
Chris Styler(8)	6,000	12,000	0	\$ 0.60	5/2/2021	
Dan Mancini(8)	6,000	12,000	0	\$ 0.60	5/2/2021	
Emma Rosario(8)	1,000	2,000	0	\$ 0.60	5/2/2021	
Eric Felice(8)	4,000	8,000	0	\$ 0.60	5/2/2021	
Joe Smith(8)	6,000	12,000	0	\$ 0.60	5/2/2021	
John Kaminsky(8)	2,000	4,000	0	\$ 0.60	5/2/2021	
Pete de Pasquale(8)	2,000	4,000	0	\$ 0.60	5/2/2021	
Priscilla Goldman(8)	2,000	4,000	0	\$ 0.60	5/2/2021	
Rich Franco(8)	2,000	4,000	0	\$ 0.60	5/2/2021	
Scott Shaffer(8)	6,000	12,000	0	\$ 0.60	5/2/2021	
						75,000(9) \$48,750

1. Mr. Wolf was appointed as Chief Executive Officer of the Company on January 24, 2013
2. Mr. Brown was appointed as President and COO of the Company on January 24, 2013
3. Mr. Burns was appointed as a director of the Company on January 24, 2013
4. Mr. D'Agostino was appointed as a director of the Company on January 24, 2013
5. Mr. Toto was appointed as a director of the Company on January 24, 2013
6. Mr. Altobello was appointed as a director of the Company on January 24, 2013
7. Mr. Janeway was appointed as a director of the Company on January 24, 2013
8. Non-management Company employee
9. Shares vest upon a change of control of the Company

Family Relationships

Mr. Matthew Brown, our President, is the son-in-law of Mr. Carl Wolf, our Chief Executive Officer.

Involvement in Certain Legal Proceedings

To the best of our knowledge during the past five years, no director or officer of the Company has been involved in any of the following: (1) Any bankruptcy petition filed by or against such person individually, or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) Being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Adverse Proceedings

There exists no material proceeding to which any director or officer is a party adverse to the Company or has a material interest adverse to the Company.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own 10% or more of a class of securities registered under Section 12 of the Exchange Act to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Directors, executive officers and greater than 10% stockholders are required by the rules and regulations of the SEC to furnish the Company with copies of all reports filed by them in compliance with Section 16(a). To the best of the Company's knowledge, any reports required to be filed were timely filed.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed the audited financial statements for fiscal year ended January 31, 2017 with MamaMancini's management.

The Audit Committee has discussed with the Company's independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from the Company's independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), 2 as adopted by the Public Company Accounting Oversight Board in Rule 3600T, and has discussed with the independent accountant the independent accountant's independence.

Based on the such review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the company's annual report on Form 10-K for the last fiscal year for filing with the SEC.

Respectfully Submitted,

Thomas Toto

Audit Committee Chairman

The preceding Report of the Audit Committee will be filed with the records of the Company.

FEES TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Fees

Audit Fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. This category includes fees related to the performance of audits and attest services not required by statute or regulations, and accounts consultations regarding the application of GAAP to proposed transactions. The aggregate Audit Fees billed for the fiscal years ended January 31, 2017 and January 31, 2016, were \$30,000 and \$40,000, respectively.

Audit Related Fees

The aggregate fees billed for assurance and related services by our principal accountant that are reasonably related to the performance of the audit or review of our financial statements, other than those previously reported in this Item 14, for the fiscal year ended January 31, 2017 and January 31, 2016 were \$0 and \$0, respectively.

Tax Fees

Tax Fees consist of the aggregate fees billed for professional services rendered by our principal accounts for tax compliance, tax advice, and tax planning. These services include preparation for federal and state income tax returns. The aggregate Tax Fees billed for the years ended January 31, 2017 and January 31, 2016 were \$5,000 and \$5,000, respectively.

All Other Fees

Aggregate fees billed for professional services provided by RRBB other than those described above were \$0 for the years ended January 31, 2017 and January 31, 2016.

Audit Committee Pre-Approval Policies and Procedures

The Company's Audit Committee has policies and procedures that require the pre-approval by the Audit Committee of all fees paid to, and all services performed by, the Company's independent accounting firms. At the beginning of each year, the Audit Committee approves the proposed services, including the nature, type and scope of services contemplated and the related fees, to be rendered by these firms during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

Pursuant to the Sarbanes-Oxley Act of 2002, 100% of the fees and services provided as noted above were authorized and approved by the Audit Committee in compliance with the pre-approval policies and procedures described herein.

TRANSACTIONS WITH RELATED PERSONS

There were the following transactions since the beginning of the Company's last fiscal year, in which the Company was a participant and the amount involved exceeded \$120,000, and in which any related person had or will have a direct or indirect material interest:

As of March 1, 2010, MamaMancini's is under a supply and management agreement with JEFE which has been extended to July 31, 2021. JEFE is owned by Matthew Brown and Karen Wolf (55%) and by Carl and Marion Wolf (45%), all of whom are shareholders of MamaMancini's. Matthew Brown and Carl Wolf are also both officers and directors of MamaMancini's. For the years ended January 31, 2017 and 2016, the company had a total of \$42,000 and \$48,000, respectively, incurred as other general and administrative expenses between the Company and JEFE. These expenses included insurance, freight, travel and other general and overhead expenses. Such expenses are the result of an informal arrangement between the Company and JEFE and no written agreement exists relating to the obligations to pay the same.

JEFE, owned by Matthew Brown and Karen Wolf and by Carl and Marion Wolf, as discussed in the preceding paragraph, is also contracted to produce and manufacture food products for MamaMancini's. Currently, JEFE serves as our principal food manufacturing company. For the years ended January 31, 2017 and 2016, we paid JEFE \$12,456,034 and \$8,381,441, respectively, for the manufacturing of products. At January 31, 2017 and 2016, MamaMancini's had a receivable in the amount of \$2,079,708 and \$2,248,781 from this manufacturer.

Two of our directors, Thomas Toto and Alfred D'Agostino work for World Wide Sales, Inc. ("World Wide Sales"), a perishable food broker that services the New York / New Jersey Metropolitan and Philadelphia marketplace. Mr. D'Agostino is the President of World Wide Sales. Pursuant to an informal arrangement, the Company has agreed to pay World Wide Sales the greater of \$4,000 or 3% sales commission on net sales (sales less any promotions, credits, allowance, and short pay) to supermarket chains headquartered in the New York Metropolitan area per month. To date, World Wide Sales has never been paid in excess of \$4,000 in any month.

The Company utilizes M2 as its EDGAR & XBRL filing agency. David McGuire, a director nominee, is the CEO of M2. During the year ended January 31, 2017, the Company paid M2 approximately \$5,000.

Review, Approval or Ratification of Transactions with Related Persons

The Audit Committee of the Board of Directors, as stated in its charter, is responsible for the review, approval or ratification of all “transactions with related persons” as that term refers to transactions required to be disclosed by Item 404 of Regulation S-K promulgated by the SEC. In reviewing a proposed transaction, the Audit Committee must (i) satisfy itself that it has been fully informed as to the related party’s relationship and interest and as to the material facts of the proposed transaction and (ii) consider all of the relevant facts and circumstances available to the Audit Committee. After its review, the Audit Committee will only approve or ratify transactions that are fair to the Company and not inconsistent with the best interests of the Company and its stockholders.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of April 1, 2017 (27,805,754), and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possess sole voting and investment power with respect to the shares shown.

Name of Beneficial Owner(1)	Shares	Percent (2)
5% or Greater Stockholders		
N/A	—	—
Named Executive Officers and Directors		
Carl Wolf	7,250,975 (3)	24.73 %
Matthew Brown	5,588,763 (4)	19.06 %
Lewis Ochs	80,223 (5)	*
Steven Burns	1,356,540 (6)	4.84 %
Alfred D'Agostino	979,395 (7)	3.49 %
Thomas Toto	826,806 (8)	2.96 %
Daniel Altobello	312,516 (9)	1.11 %
Dean Janeway	403,346 (10)	1.44 %
All executive officers and directors as a group (8 persons)	16,798,564	58.51 %(2)

* denotes less than 1%

Beneficial ownership is determined in accordance with Rule 13d-3(a) of the Exchange Act and generally includes voting or investment power with respect to securities. In determining beneficial ownership of our Common Stock, the number of shares shown includes shares which the beneficial owner may acquire upon exercise of debentures, warrants and options which may be acquired within 60 days. In determining the percent of Common Stock owned by a person or entity on April 1, 2017, (a) the numerator is the number of shares of the class beneficially owned (1) by such person or entity, including shares which the beneficial ownership may acquire within 60 days of the conversion of Series A Preferred shares, exercise of debentures, warrants and options; and (b) the denominator is the sum of (i) the total shares of that class outstanding on April 1, 2017 (27,805,754) shares of Common Stock and (ii) the total number of shares that the beneficial owner may acquire upon conversion of Series A Preferred Stock, exercise of the debentures, warrants and options. Unless otherwise stated, each beneficial owner has sole power to vote and dispose of its shares. The address of each of the holders is 25 Branca Road, East Rutherford, NJ 07073.

(2) Figures may not add up due to rounding of percentages.

(3) The shares are held jointly with Ms. Marion F. Wolf. Ms. Wolf is the wife of Mr. Carl Wolf. Mr. Wolf maintains full voting control of such shares. Share total includes 5,736,159 shares directly owned, 740,741 shares issuable on conversion of 5,000 shares of Series A Convertible Preferred Stock and 774,075 shares issuable on the exercise of Warrants.

(4) The shares are held jointly with Ms. Karen Wolf. Ms. Wolf is the wife of Mr. Matthew Brown. Mr. Brown maintains full voting control of such shares. Share total includes 5,407,281 shares directly owned, 74,074 shares issuable on conversion of 500 shares of Series A Convertible Preferred Stock and 107,408 shares issuable on the exercise of Warrants.

(5) This amount includes 29,223 shares directly owned and options to purchase 51,000 common shares.

(6) This amount includes 21,313 shares held by Steven Burns, 1,115,059 shares held by Point Prospect, Inc., a corporation which is wholly-owned by Steven Burns. Share total also includes 74,074 shares issuable on conversion of 500 shares of Series A Convertible Preferred Stock, 107,407 shares issuable on the exercise of Warrants and an option to purchase 60,000 shares of common stock.

(7) This amount includes 111,702 shares directly held by Alfred D'Agostino, 626,212 shares held by Alfred D'Agostino Revocable Living Trust 11/6/2009, of which Alfred D'Agostino is the beneficial owner. Share total also includes 74,074 shares issuable on conversion of 500 shares of Series A Convertible Preferred Stock, 107,407 shares issuable on the exercise of Warrants and an option to purchase 60,000 shares of common stock.

(8) This amount includes 666,806 held by Thomas Toto and 66,667 held by Thomas and Andrea Toto, for which Thomas Toto is the beneficial owner. Share total also includes 33,333 shares issuable on the exercise of Warrants and an option to purchase 60,000 shares of common stock.

(9) This amount includes 71,035 shares held by Daniel Altobello. Share total also includes 74,074 shares issuable on conversion of 500 shares of Series A Convertible Preferred Stock, 107,407 shares issuable on the exercise of Warrants and an option to purchase 60,000 shares of common stock.

(10) This amount includes 161,865 shares held by Dean Janeway. Share total also includes 74,074 shares issuable on conversion of 500 shares of Series A Convertible Preferred Stock, 107,407 shares issuable on the exercise of Warrants and an option to purchase 60,000 shares of common stock.

SHAREHOLDER COMMUNICATIONS

The Board of Directors of the Company has not adopted a formal procedure that shareholders must follow to send communications to it. The Board of Directors does receive communications from shareholders, from time to time, and addresses those communications as appropriate. Shareholders can send communication to the Board of Directors in writing, to MamaMancini's Holdings, Inc., 25 Branca Road, East Rutherford, New Jersey 07073, Attention: Board of Directors.

AVAILABILITY OF ANNUAL REPORT ON FORM 10-K AND HOUSEHOLDING

A copy of the Company's Annual Report on Form 10-K as filed with the SEC is available upon written request and without charge to shareholders by writing to the Company c/o Secretary, 25 Branca Road, East Rutherford, New Jersey 07073 or by calling telephone number (201) 531-1212.

In certain cases, only one Proxy Statement may be delivered to multiple shareholders sharing an address unless the Company has received contrary instructions from one or more of the stockholders at that address. The Company will undertake to deliver promptly upon written or oral request a separate copy of the Proxy Statement, as applicable, to a stockholder at a shared address to which a single copy of such documents was delivered. Such request should also be directed to Secretary, MamaMancini's Holdings, Inc., at the address or telephone number indicated in the previous paragraph. In addition, shareholders sharing an address can request delivery of a single copy of Proxy Statements if they are receiving multiple copies of Proxy Statements by directing such request to the same mailing address.

OTHER MATTERS

We have not received notice of and do not expect any matters to be presented for vote at the Annual Meeting, other than the proposals described in this Proxy Statement. If you grant a proxy, the person named as proxy holder, Carl Wolf, or their nominees or substitutes, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If for any unforeseen reason, any of our nominees are not available as a candidate for director, the proxy holder will vote your proxy for such other candidate or candidates nominated by our Board.

By Order of the Board of Directors

/s/ Carl Wolf

Carl Wolf

Chairman of the Board

East Rutherford, New Jersey

May __, 2017

PROXY

**THIS PROXY IS SOLICITED ON BEHALF OF THE
BOARD OF DIRECTORS OF MAMAMANCINI'S
HOLDINGS, INC.**

The undersigned hereby appoints Carl Wolf as Proxy with full power of substitution to vote all the shares of common stock which the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders to be held on June 13, 2017, at 12 noon EDT at 355 Murray Hill Parkway, East Rutherford, NJ 07073, or at any postponement or adjournment thereof, and upon any and all matters which may properly be brought before the Annual Meeting or any postponement or adjournments thereof, hereby revoking all former proxies.

Election of Directors

The nominees for the Board of Directors are:

Carl Wolf Matthew Brown Steven Burns Alfred D'Agostino Thomas Toto
David McGuire Dean Janeway

Instruction: To withhold authority to vote for any individual nominee(s), write the nominee(s) name on the spaces provided below:

The Board of Directors recommends a vote FOR Proposal No. 1 and a ratification of Proposal No. 2.

¹ To elect seven directors to hold office for a one-year term or until each of their successors are elected and qualified (except as marked to the contrary above).

FOR AGAINST
ABSTAINS
 WITHHOLDS

2. To ratify the appointment of RRBB as the independent registered public accounting firm of the Company.

FOR AGAINST
ABSTAINS
 WITHHOLDS

3. **To withhold the proxy's discretionary vote on your behalf with regards to any other matters that are properly presented for a vote at the Annual Meeting, please mark the box below.**

WITHHOLDS

This Proxy, when properly executed, will be voted in the matter directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR each of the proposals.

Dated: _____, 2017

Signature of Shareholder

Signature of Shareholder

Please date and sign exactly as your name(s) appears hereon. If the shares are registered in more than one name, each joint owner or fiduciary should sign personally. When signing as executor, administrator, trustee or guardian give full titles. Only authorized officers should sign for a corporation.

