

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
D'Agostino Alfred

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)
777 PASSAIC AVE, SUITE 475
(Street)

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

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

CLIFTON, NJ 07012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	07/31/2016		J ⁽²⁾	3,378 A \$ 0.74	724,933	D	
Common Stock ⁽¹⁾	07/31/2016		J ⁽³⁾	1,351 A \$ 0.49	726,284	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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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		25,372		03/05/2012	03/05/2017	Common Stock	25,372
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
D'Agostino Alfred 777 PASSAIC AVE SUITE 475 CLIFTON, NJ 07012		X		

Signatures

/s/ Alfred
D'Agostino 09/28/2016

__Signature of Date
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).
- (1) Securities held by Alfred D'Agostino and Alfred D'Agostino Revocable Living Trust 11/6/09.
- (2) Mr. D'Agostino was issued such shares in lieu of compensation for Director Fees for May-July 2016.
- (3) Dividend issued On Series A Preferred Stock

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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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