

Burns Steven R.  
Form 4  
August 31, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(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)  
07/27/2017

☒ 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	(A) or (D)	Price	
Common Stock <sup>(1)</sup>	07/31/2017		J <sup>(2)</sup>		5,190	A	\$ 1.156	1,151,581 D
Common Stock <sup>(1)</sup>	07/27/2017		J <sup>(3)</sup>		886	A	\$ 1.08	1,152,467 D
Common Stock <sup>(1)</sup>	07/27/2017		C <sup>(4)</sup>		74,074	A	\$ 0.675	1,226,541 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  
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SEC 1474  
(9-02)

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)			
				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	04/26/2013		A		10,000		04/26/2013	04/26/2018	Common Stock	10,000
Stock Option	\$ 1.05	06/28/2017		A		25,000		<u>(5)</u>	06/27/2020	Common Stock	25,000

## 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

08/31/2017

\_\_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 May - July 2017

(3) Dividend issued on Series A Preferred Stock

(4) Automatic conversion of Series A Preferred Stock

## Edgar Filing: Burns Steven R. - Form 4

(5) Exercisable 8/1/2017, 11/1/2017, 2/1/2018 and 5/1/2018, respectively

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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