

MAJESCO ENTERTAINMENT CO  
Form SC 13G/A  
June 05, 2015

---

---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

Amendment No. 2  
To  
SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)

MAJESCO ENTERTAINMENT COMPANY

(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

560690208  
(CUSIP Number)

June 5, 2015  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 560690208

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mark Groussman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..  
(b)

..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY

577,768 (1) (2) (3)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON WITH 8 SHARED DISPOSITIVE POWER

577,768 (1) (2) (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

577,768 (1) (2) (3)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.6% (based on 10,229,652 shares of common stock outstanding as of June 2, 2015)

12 TYPE OF REPORTING PERSON\*

IN

- (1) Include 520,068 shares held by Melechdavid Inc. and 57,700 shares held by Melechdavid Inc. Retirement Plan. Mark Groussman is the President of Melechdavid Inc. and the trustee of Melechdavid Inc. Retirement Plan and in such capacity, is deemed to hold voting and dispositive power over the securities held by Melechdavid Inc. and Melechdavid Inc. Retirement Plan.
  - (2) Excludes 485,295 shares of common stock underlying Series A Preferred Stock, 346,640 shares of common stock underlying Series B Preferred Stock, 666,667 shares of common stock underlying Series C Preferred Stock and 666,667 shares of common stock underlying warrants held by Melechdavid Inc. as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.
  - (3) Excludes 367,648 shares of common stock underlying Series A Preferred Stock and 262,606 shares of common stock underlying Series B Preferred Stock held by Melechdavid Inc. Retirement Plan as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.
-

CUSIP No. 560690208

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Melechdavid Inc.  
56-2617808

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) "  
.. (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY6 SHARED VOTING POWER  
OWNED BY 520,068 (1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH 8 SHARED DISPOSITIVE POWER  
520,068 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
520,068 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1% (based on 10,229,652 shares of common stock outstanding as of June 2, 2015)

12 TYPE OF REPORTING PERSON\*

CO

- (1) Excludes 485,295 shares of common stock underlying Series A Preferred Stock, 346,640 shares of common stock underlying Series B Preferred Stock, 666,667 shares of common stock underlying Series C Preferred Stock and 666,667 shares of common stock underlying warrants as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.
-

CUSIP No. 560690208

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Melechdavid Inc. Retirement Plan  
46-1609118

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 5 SOLE VOTING POWER  
SHARES

0

BENEFICIALLY6 SHARED VOTING POWER  
OWNED BY

57,700 (1)

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

0

PERSON WITH 8 SHARED DISPOSITIVE POWER

57,700 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

0.6% (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

57,700 (based on 10,229,652 shares of common stock outstanding as of June 2, 2015)

12 TYPE OF REPORTING PERSON\*

OO

- (1) Excludes 367,648 shares of common stock underlying Series A Preferred Stock and 262,606 shares of common stock underlying Series B Preferred Stock as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.
-

Item Name of Issuer:

1(a).

Majesco Entertainment Company, a Delaware corporation (“Issuer”)

Item Address of Issuer's Principal Executive Offices:

1(b).

404 I-T Hadley Road, S. Plainfield, NJ 07080

Item Name of Person Filing.

2(a).

The statement is filed on behalf of Melechdavid, Inc., Melechdavid, Inc. Retirement Plan and Mark Groussman.

Item Address of Principal Business Office or, if None, Residence.

2(b).

5154 La Gorce Drive  
Miami Beach, FL 33140

Item Citizenship.

2(c).

United States/Florida

Item Title of Class of Securities.

2(d).

Common Stock, par value \$0.001.

Item CUSIP Number.

2(e).

560690208

ItemType of Person

3.

Not applicable.

ItemOwnership.

4.

(a) Amount beneficially owned: 577,768 (1) (2) (3)

(b) Percent of class: 5.6% (based on 10,229,652 shares of common stock outstanding as of June 2, 2015)

(c) Number of shares as to which the person has:



- (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 577,768 (1) (2) (3)
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 577,768 (1) (2) (3)
- (1) Include 520,068 shares held by Melechdavid Inc. and 57,700 shares held by Melechdavid Inc. Retirement Plan. Mark Groussman is the President of Melechdavid Inc. and the trustee of Melechdavid Inc. Retirement Plan and in such capacity, is deemed to hold voting and dispositive power over the securities held by Melechdavid Inc. and Melechdavid Inc. Retirement Plan.
  - (2) Excludes 485,295 shares of common stock underlying Series A Preferred Stock, 346,640 shares of common stock underlying Series B Preferred Stock, 666,667 shares of common stock underlying Series C Preferred Stock and 666,667 shares of common stock underlying warrants held by Melechdavid Inc. as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.
  - (3) Excludes 367,648 shares of common stock underlying Series A Preferred Stock and 262,606 shares of common stock underlying Series B Preferred Stock held by Melechdavid Inc. Retirement Plan as to which the holder may not convert or exercise, as applicable, in excess of 4.99% together with all shares owned with affiliates.

ItemOwnership of Five Percent or Less of a Class.

5.

Not applicable.

ItemOwnership of More than Five Percent on Behalf of Another Person.

6.

Not Applicable

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

Not applicable.

ItemIdentification and Classification of Members of the Group.

8.

Not applicable.

ItemNotice of Dissolution of Group.

9.

Not applicable.

ItemCertifications.

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 5, 2015

Melechdavid Inc.

By: /s/ Mark Groussman  
Mark Groussman, President

Melechdavid Inc. Retirement Plan

By: /s/ Mark Groussman  
Mark Groussman, Trustee

/s/ Mark Groussman

Mark Groussman, Individually