

Burns Steven R.
Form 4
August 31, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 07/31/2017 | | J ⁽²⁾ | 5,190 | A \$ 1.156 | 1,151,581 | D |
| Common Stock ⁽¹⁾ | 07/27/2017 | | J ⁽³⁾ | 886 | A \$ 1.08 | 1,152,467 | D |
| Common Stock ⁽¹⁾ | 07/27/2017 | | C ⁽⁴⁾ | 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.

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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 | 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
Date

**Signature of 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 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

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(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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