

Hot Mamas Foods, Inc.
Form SC 13G
January 10, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

Hot Mama's Foods, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

44109D109

(CUSIP Number)

October 23, 2013

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 44109D109

NAMES OF REPORTING PERSONS

**I.R.S. IDENTIFICATION NO. OF ABOVE
PERSONS (entities only)**

1

Edward B. Grier III

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

2

(a)

(b)

3

SEC USE ONLY

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

U.S.A.

NUMBER OF

SHARES

BENEFICIALLY

SOLE VOTING POWER

OWNED BY

5

EACH

1,406,250 (1)

REPORTING

PERSON

WITH

6 SHARED VOTING POWER

None

SOLE DISPOSITIVE POWER

7

1,406,250 (1)

SHARED DISPOSITIVE POWER

8

None

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

1,406,250 (1)

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES**

10

N/A

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9**

11

6.1%

TYPE OF REPORTING PERSON

12

IN

(1) Includes 468,750 shares of Common Stock underlying a warrant owned by the Reporting Person.

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Item 1(a). Name of Issuer:

Hot Mama's Foods, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

134 Avocado Street

Springfield, MA 01104

Item 2(a). Name of Person Filing:

Edward B. Grier III (the "Reporting Person")

Item 2(b). Address of Principal Business Office or, if none, Residence:

445 East 80th Street, Apt 15A

New York, NY 10075

Item 2(c). Citizenship:

The Reporting Person is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value (the "Common Stock")

Item 2(e). CUSIP Number:

44109D109

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).

(f) Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).

(g) Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).

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(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for the Reporting Person and is incorporated herein by reference. The percentage of the Common Stock beneficially owned by the Reporting Person in this Schedule 13G is calculated based upon 22,698,540 shares of Common Stock issued and outstanding as of November 18, 2013, as disclosed in Amendment No. 1 to the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, filed with the Securities and Exchange Commission on December 3, 2013.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

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.

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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.

Dated: January 10, 2014 /s/ Edward B. Grier III
EDWARD B. GRIER III