

MamaMancini's Holdings, Inc.
 Form 4
 June 16, 2015

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 *
 Brown Matthew

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)
 454 TILLOU ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/12/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

SOUTH ORANGE, NJ 07079
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | | | | | | | | | |
| Convertible Debenture | \$ 1.5 | 05/15/2015 | | J ⁽²⁾ | | | | 1 | 05/15/2015 | 07/15/2016 | Common Stock | 33,334 |
| Series A Convertible Preferred Stock | \$ 1.25 | 06/12/2015 | | J ⁽²⁾ | | | 500 | | 06/12/2015 | ⁽⁴⁾ | Common Stock | 40,000 |
| Warrant | \$ 1.25 | 06/12/2015 | | J ⁽²⁾ | | | 1 | | 06/12/2015 | 06/12/2020 | Common Stock | ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Matthew 454 TILLOU ROAD SOUTH ORANGE, NJ 07079 | X | X | President and COO | |

Signatures

/s/ Matthew
Brown
06/16/2015
**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) Security held by Matthew Brown and Karen Wolf as Joint Tenants.
 Pursuant to the terms of the Convertible Debenture (the "Debenture"), the Debenture was automatically converted upon a Qualified Offering. Upon conversion of the Debenture Mr. Brown received 1 unit comprised of (i) five hundred (500) shares of Series A Preferred (2) ("Unit Shares"), convertible into the Company's Common Stock at a conversion price of \$1.25 per share and (ii) one (1) Warrant to purchase 100% of the number of Conversion Shares (as defined below) initially issuable upon conversion of the Unit Shares to the purchaser at the exercise price of \$1.25 per share.
 The Warrant entitles Mr. Brown to purchase up to the number of shares of Common Stock ("Warrant Shares") that is equal to 100% of (3) the number of Conversion Shares initially issuable upon conversion of the Unit Shares issued to the purchaser. The Warrants are for a term of five (5) years and are exercisable at a price of \$1.25 per Warrant Share.
 (4) The Series A Convertible Preferred Stock has no expiration date.

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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