

MamaMancini's Holdings, Inc.  
Form DEF 14A  
July 03, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant  [X]

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Check the appropriate box:

[ ] Preliminary Proxy Statement

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**MAMAMANCINI'S HOLDINGS, INC.**

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**MAMAMANCINI'S HOLDINGS, INC.**

25 Branca Road

East Rutherford, New Jersey 07073

(201) 531-1212

**NOTICE OF ANNUAL**

**MEETING OF SHAREHOLDERS**

**TO BE HELD AUGUST 6, 2014**

**TO OUR SHAREHOLDERS:**

You are cordially invited to attend the Annual Meeting of Shareholders (the "Annual Meeting") of MamaMancini's Holdings, Inc., a Nevada corporation (together with its subsidiaries, "Company", "MamaMancini's", "we", "us" or "our"), which will be held on August 6, 2014, at 10:00A.M. at Lucosky Brookman LLP located at 101 Wood Avenue South, 5th Floor, Woodbridge, New Jersey 08830, for the following purposes:

1. To elect seven directors to hold office for a one year term and until each of their successors are elected and qualified.
2. To ratify the appointment of Rosenberg Rich Baker Berman and Company, Certified Public Accountants, as our independent registered public accounting firm for the fiscal year ending January 31, 2015
3. To consider and conduct a non-binding advisory vote on a proposal to approve the Company's executive compensation;
4. To consider and conduct a non-binding advisory vote on a proposal regarding the frequency of advisory votes on executive compensation; and
5. To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

A copy of the Annual Report of the Company's operations during the fiscal year ended December 31, 2013 and a copy of the Company's Quarterly Report on form 10-Q covering the one month period ended January 31, 2014 (audited) through April 30, 2014 (unaudited), are enclosed with this Proxy Statement.

The Board of Directors has fixed the close of business on July 3, 2014, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting of Shareholders and any adjournment or postponement thereof. A complete list of shareholders entitled to vote at the Annual Meeting will be available for inspection for ten days prior to the Annual Meeting at Lucosky Brookman LLP located at 101 Wood Avenue South, 5th Floor, Woodbridge, New Jersey 08830.

By Order of the Board of Directors

*/s/ Carl Wolf*

Carl Wolf

CEO and Chairman of the Board

July 3, 2014

East Rutherford, New Jersey

**YOUR VOTE IS IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, TO ASSURE THAT YOUR SHARES WILL BE REPRESENTED, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY WITHOUT DELAY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO ADDITIONAL POSTAGE IF MAILED IN THE UNITED STATES. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY.**

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**MAMAMANCINI'S HOLDINGS, INC.**

**25 Branca Road**

**East Rutherford, New Jersey 07073**

**PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON AUGUST 6, 2014**

**GENERAL INFORMATION ABOUT THE PROXY**

**STATEMENT AND ANNUAL MEETING**

**General**

This Proxy Statement is being furnished to the shareholders of MamaMancini's Holdings, Inc. (together with its subsidiaries, "Company", "MamaMancini's", "we", "us" or "our") in connection with the solicitation of proxies by our Board of Directors (the "Board of Directors" or the "Board") for use at the Annual Meeting of Shareholders to be held at Lucosky Brookman LLP located at 101 Wood Avenue South, 5th Floor, Woodbridge, New Jersey 08830 on August 6, 2014, and at any and all adjournments or postponements thereof (the "Annual Meeting") for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. Accompanying this Proxy Statement is a proxy/voting instruction form (the "Proxy") for the Annual Meeting, which you may use to indicate your vote as to the proposals described in this Proxy Statement. It is contemplated that this Proxy Statement and the accompanying form of Proxy will be first mailed to MamaMancini's shareholders on July 11, 2014.

The Company will solicit shareholders by mail through its regular employees and will request banks and brokers and other custodians, nominees and fiduciaries, to solicit their customers who have stock of the Company registered in the

names of such persons and will reimburse them for reasonable, out-of-pocket costs. In addition, the Company may use the service of its officers and directors to solicit proxies, personally or by telephone, without additional compensation.

### **Voting Securities**

Only shareholders of record as of the close of business on July 3, 2014 (the "Record Date") will be entitled to vote at the Annual Meeting and any adjournment or postponement thereof. As of the Record Date, there were approximately 25,307,376 shares of common stock of the Company, issued and outstanding and entitled to vote representing approximately 167 holders of record. Shareholders may vote in person or by proxy. Each holder of shares of common stock is entitled to one vote for each share of stock held on the proposals presented in this Proxy Statement. The Company's bylaws provide that a majority of all the shares of stock entitled to vote, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business at the Annual Meeting. The enclosed Proxy reflects the number of shares that you are entitled to vote. Shares of common stock may not be voted cumulatively.

### **Voting of Proxies**

All valid proxies received prior to the Annual Meeting will be voted. The Board of Directors recommends that you vote by proxy even if you plan to attend the Annual Meeting. To vote by proxy, you must fill out the enclosed Proxy, sign and date it, and return it in the enclosed postage-paid envelope. Voting by proxy will not limit your right to vote at the Annual Meeting if you attend the Annual Meeting and vote in person. However, if your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy executed in your favor, from the holder of record to be able to vote at the Annual Meeting.

### **Revocability of Proxies**

All Proxies which are properly completed, signed and returned prior to the Annual Meeting, and which have not been revoked, will be voted in favor of the proposals described in this Proxy Statement unless otherwise directed. A shareholder may revoke his or her Proxy at any time before it is voted either by filing with the Secretary of the Company, at its principal executive offices located at 25 Branca Road, East Rutherford, New Jersey 07073, a written notice of revocation or a duly-executed Proxy bearing a later date or by attending the Annual Meeting and voting in person.

### **Required Vote**

Representation at the Annual Meeting of the holders of a majority of the outstanding shares of our common stock entitled to vote, either in person or by a properly executed Proxy, is required to constitute a quorum. Abstentions and broker non-votes, which are indications by a broker that it does not have discretionary authority to vote on a particular matter, will be counted as “represented” for the purpose of determining the presence or absence of a quorum. Under the Nevada Revised Statutes, once a quorum is established, shareholder approval with respect to a particular proposal is generally obtained when the votes cast in favor of the proposal exceed the votes cast against such proposal.

In the election of our Board of Directors, shareholders are not allowed to cumulate their votes. Shareholders are entitled to cast a vote for each of the openings on the Board to be filled at the Annual Meeting. The seven nominees receiving the highest vote totals will be elected as our Board of Directors. For approval of the proposed ratification of our independent registered accountants, the votes cast in favor of the proposal must exceed the votes cast against the proposal. Accordingly, abstentions and broker non-votes will not affect the outcome of the election of the Board of Directors or the ratification of the independent public accountants.

### **Shareholders List**

For a period of at least ten days prior to the Annual Meeting, a complete list of shareholders entitled to vote at the Annual Meeting will be available at the principal executive offices of the Company located at 25 Branca Road, East Rutherford, New Jersey 07073 so that stockholders of record may inspect the list only for proper purposes.

### **Expenses of Solicitation**

The Company will pay the cost of preparing, assembling and mailing this proxy-soliciting material, and all costs of solicitation, including certain expenses of brokers and nominees who mail proxy material to their customers or principals.

## **PROPOSAL NO. 1**

### **ELECTION OF DIRECTORS**

The Company's Board of Directors currently consists of seven authorized directors. A total of seven directors will be elected at the Annual Meeting to serve until the next annual shareholder meeting. The persons named as "Proxies" in the enclosed Proxy will vote the shares represented by all valid returned proxies in accordance with the specifications of the shareholders returning such proxies. If no choice has been specified by a shareholder, the shares will be voted FOR the nominees. If at the time of the Annual Meeting any of the nominees named below should be unable or unwilling to serve, which event is not expected to occur, the discretionary authority provided in the Proxy will be exercised to vote for such substitute nominee or nominees, if any, as shall be designated by the Board of Directors. If a quorum is present and voting, the nominees for directors receiving the highest number of votes will be elected. Abstentions and broker non-votes will have no effect on the vote.

### **NOMINEES FOR ELECTION AS DIRECTOR**

The following sets forth certain information about each of the director nominees:

#### **Carl Wolf, age 70.**

Mr. Wolf has been our Chairman of the Board and Chief Executive Officer since February 2010. Mr. Wolf was founder, Chairman of the Board, and Chief Executive Officer of Alpine Lace Brands, Inc. Mr. Wolf has an M.B.A. from the University of Pittsburgh and a B.A. from Rutgers University. MamaMancini's believes that Mr. Wolf's contacts in the food industry and his overall insight into our business are a valuable asset to the Company.

#### **Matthew Brown, age 45.**

Mr. Brown has been our Director and President since February 2010. From April 2001 until January 2012, Mr. Brown was President of Hors D'oeuvres Unlimited. Mr. Brown has an M.B.A. from the University of Illinois and a B.A. from the University of Michigan. MamaMancini's believes that Mr. Brown's work with, and insight into, the sales and marketing of products in the food industry is a valuable asset to the Company.

*Independent Directors:*

**Steven Burns, age 53.**

Mr. Burns has been our Director since February 2010. Mr. Burns is currently President and Chief Executive Officer of Point Prospect, Inc., which deals with investments and services in real estate, clean and efficient energy, food, and healthcare technology. Mr. Burns is also Chairman of the Board of Meatball Obsession, LLC. For 24 years prior to this, Mr. Burns was a senior executive at Accenture. Mr. Burns is a graduate of Boston College with a B.S. degree in Business Management. The Company believes that Mr. Burns' experience in management and operations will assist us.

**Alfred D'Agostino, age 60.**

Mr. D'Agostino has been our Director since February 2010. Mr. D'Agostino currently serves as President of World Wide Sales Inc., a perishable food broker servicing the New York/New Jersey metropolitan and Philadelphia marketplaces. Mr. D'Agostino was Vice President of the perishable business unit at Marketing Specialists, a national food brokerage, for over five years. Mr. D'Agostino graduated from the City College of New York, receiving a B.S. in Business Management. The Company believes that Mr. D'Agostino's experience in managing food brokerage and food distribution companies will assist us.

**Thomas Toto, age 59.**

Mr. Toto has been our Director since February 2010. Mr. Toto is currently Senior Business Manager of World Wide Sales Inc., a perishable food broker servicing the New York/New Jersey metropolitan and Philadelphia marketplaces. Prior to this, Mr. Toto was a Division President for DCI Cheese Co., an importer and distributor of cheese. Mr. Toto has an M.B.A. and a B.A. from Seton Hall University. MamaMancini's believes that Mr. Toto's experience in managing food brokerage and food distribution companies will assist us.

**Dan Altobello, age 72.**

Mr. Altobello has been our Director since 2012. Mr. Altobello currently serves as Chairman of Altobello Family LP. He is also a private investor and active board member of several companies, including DiamondRock Hospitality Company and Northstar Senior Care Trust, Inc. For over five years prior to this, Mr. Altobello was Chairman of Onex Food Services, Inc., the parent of Caterair International, Inc. and LSG/SKY Chefs. Mr. Altobello graduated from Loyola University Maryland, receiving an M.B.A., and from Georgetown University, receiving a B.A. MamaMancini's believes that Mr. Altobello's experience in specialty finance, food service distribution, and corporate governance will assist us.

**Dean Janeway, age 69.**

Mr. Janeway has been our Director since 2012. Mr. Janeway retired from his more than 40-year career with Wakefern Food Corp., the largest retailer-owned cooperative in the United States, in 2011. From 1995 until his retirement, Mr. Janeway was Wakefern's President and Chief Operating Officer. Mr. Janeway is a graduate of the Wharton School of Business of the University of Pennsylvania with an M.B.A. degree, and of Rutgers University with a B.A. degree in Marketing. MamaMancini's believes that Mr. Janeway's experience in corporate strategy, business development, operational oversight, and financial management will assist us.

**RECOMMENDATION OF THE BOARD OF DIRECTORS:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE DIRECTOR NOMINEES LISTED ABOVE.**



**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT  
OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

The Board of Directors has appointed Rosenberg Rich Baker Berman and Company, Certified Public Accountants (“RRBB”), as our independent registered public accounting firm to examine the consolidated financial statements of the Company for fiscal year ending January 31, 2015. The Board of Directors seeks an indication from shareholders of their approval or disapproval of the appointment.

The Board of Directors approved the engagement of RRBB as the Company’s new independent registered public accounting firm on January 24, 2013 after dismissing Seale and Beers, CPAs (“Seale and Beers”). RRBB will audit our consolidated financial statements for the fiscal year ended January 31, 2015. Representatives of RRBB are expected to attend the Annual Meeting, will have the opportunity to make a statement if they so desire, and are expected to be available to respond to appropriate questions.

Our consolidated financial statements for the fiscal years ended December 31, 2014 were audited by RRBB.

In the event shareholders fail to ratify the appointment of RRBB, the Board of Directors will reconsider this appointment. Even if the appointment is ratified, the Board of Directors, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Board of Directors determines that such a change would be in the interests of the Company and its shareholders.

The affirmative vote of the holders of a majority of the Company’s common stock represented and voting at the Annual Meeting either in person or by proxy will be required for approval of this proposal. Neither abstentions nor broker non-votes shall have any effect on the outcome of this vote.

**RECOMMENDATION OF THE BOARD OF DIRECTORS:**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF RRBB AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

### **PROPOSAL 3**

#### **NON-BINDING ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION**

We are asking our stockholders to provide advisory approval of the compensation of the Named Officers, as described in the "Executive Compensation" section of this proxy statement. While this vote is advisory, and not binding on the Company, it will provide information to our Board and Compensation Committee regarding investor sentiment about our executive compensation policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the fiscal year ending 2015 and beyond.

This proposal, commonly known as a "say-on-pay" proposal, gives the Company's stockholders the opportunity to endorse or not endorse our executive compensation program and policies through the following resolution:

"RESOLVED, that the compensation of the Company's Named Officers, as disclosed pursuant to compensation disclosure rules of the Securities and Exchange Commission located in the "Executive Compensation" section of this proxy statement, and the accompanying executive compensation table and narrative discussions, is hereby APPROVED."

The vote on this Item 3 is advisory, and therefore not binding on the Company, the Compensation Committee, or the Board. The vote will not be construed to create or imply any change to the fiduciary duties of the Company or the Board, or to create or imply any additional fiduciary duties for the Company or the Board. However, the Board and the Compensation Committee value input from stockholders and will consider the outcome of the vote when making future executive compensation decisions. The affirmative vote of a majority of the shares present or represented and entitled to vote either in person or by proxy is required to approve this Proposal 3.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ADOPTION OF THE FOREGOING RESOLUTION APPROVING THE COMPANY'S EXECUTIVE COMPENSATION POLICIES AND PROCEDURES AND THE 2014 COMPENSATION PAID TO THE EXECUTIVE OFFICERS.**

**PROPOSAL 4**

**NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION**

The Board and the Compensation Committee are seeking stockholder opinions on the frequency of future advisory votes regarding the Company's executive compensation. Consistent with the intent of the Dodd-Frank Act and SEC rules, the Board is providing stockholders with the opportunity to cast a non-binding advisory vote. The compensation of the Company's Named Officers is disclosed in the "Executive Compensation" section of this proxy statement, and the accompanying compensation tables and the related disclosures. The Board of Directors asks the stockholders to indicate the frequency with which they would like future votes. We are providing stockholders with the option of selecting a frequency of one, two or three years, or abstaining. In the interests of transparency and recognizing the importance of stockholder involvement with the Company, we recommend that our stockholders select a frequency of voting on executive compensation every other year.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE OF "EVERY OTHER YEAR" FOR FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.**

## **CORPORATE GOVERNANCE**

### **Board Meetings and Annual Meeting Attendance**

The Board of Directors met four times during fiscal year ended December 31, 2013. No director attended less than 100% of the meetings. Additionally, the Board acted approximately 15 times by unanimous written consent in lieu of a meeting during 2013.

### **Audit Committee**

Mr. Steven Burns and Mr. Thomas Toto currently serve as members of the Company's separately designated Audit Committee, in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with Mr. Toto acting as its Chairman. The Board of Directors ratified the formation of its Audit Committee effective January 21, 2014.

The function of the Audit Committee, as detailed in the Audit Committee Charter, is to provide assistance to the Board in fulfilling its responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, management practices, reporting practices, and the quality and integrity of the financial reports of the Company. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors and Company management.

The independent directors meet the independence standards of the NASDAQ Stock Exchange, and the SEC.

The Board of Directors pre-approved all services provided by our independent auditors for the fiscal year ended December 31, 2013.

### **Compensation Committee**

Mr. Alfred D'Agostino and Mr. Thomas Toto currently serve as members of the Compensation Committee, with Mr. D'Agostino acting as its Chairman. The Board of Directors formed its Compensation Committee on January 21, 2014.

The Compensation Committee sets the overall compensation principles for the Company, subject to annual review. The Compensation Committee may not delegate its authority. However, the Compensation Committee may retain counsel or consultants as necessary.

The independent directors meet the independence standards of the NASDAQ Stock Exchange, the New York Stock Exchange and the SEC.

The Compensation Committee establishes the Company's general compensation policy and, except as prohibited by law, may take any and all actions that the Board could take relating to compensation of directors, executive officers, employees and other parties. The Compensation Committee's role is to (i) evaluate the performance of the Company's executive officers, (ii) set compensation for directors and executive officers, (iii) make recommendations to the Board on adoption of compensation plans and (iv) administer Company compensation plans. When evaluating potential compensation adjustments, the Compensation Committee solicits and considers input provided by the Chief Executive Officer relating to the performance and/or contribution to the Company's overall performance by executive officers and other key employees.

#### **Nominating Committee**

Mr. Dean Janeway and Mr. Alfred D'Agostino currently serve as members of the Nominating Committee, with Mr. Janeway acting as its Chairman. The Board of Directors formed its Nominating Committee on January 21, 2014.

The Nominating Committee's role is to identify and recommend candidates for positions on the Board of Directors. The Nominating Committee's policies are subject to annual review.

The function of the Nominating Committee, as detailed in the Nominating Committee Charter, is to recommend to the Board the slate of director nominees for election to the Board and to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings. The Nominating Committee has established certain broad qualifications in order to consider a proposed candidate for election to the Board. The Nominating Committee has a strong preference for candidates with prior board experience with public companies. The Nominating Committee will also consider such other factors as it deems appropriate to assist in developing a board and committees that are diverse in nature and comprised of experienced and seasoned advisors. These factors include judgment, skill, diversity (including factors such as race, gender or experience), integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

It is the policy of the Nominating Committee to consider candidates recommended by security holders, directors, executive officers and other sources, including, but not limited to, third-party search firms. Security holders of the Company may submit recommendations for candidates for the Board. Such submissions should include the name, contact information, a brief description of the candidate's business experience and such other information as the person submitting the recommendation believes is relevant to the evaluation of the candidate. The Nominating Committee will review all such recommendations.

The Nominating Committee will evaluate whether an incumbent director should be nominated for re-election to the Board or any Committee of the Board upon expiration of such director's term using the same factors as described above for other Board candidates. The Nominating Committee will also take into account the incumbent director's performance as a Board member. Failure of any incumbent director to attend at least seventy-five percent (75%) of the Board meetings held in any year of service as a Board member will be viewed negatively by the Nominating Committee in evaluating the performance of such director.

### **Code of Ethics**

The Company has adopted a code of ethics that is applicable to our directors and officers.

**Director's Compensation**

The following Director Compensation Table sets forth the compensation of our directors for the fiscal year ending on December 31, 2013.

**2013 Director Compensation Table**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Carl Wolf							
Matthew Brown							
Steven Burns			7,472				7,472
Alfred D'Agostino			7,472				7,472
Thomas Toto			7,472				7,472
Dan Altobello			7,472				7,472
Dean Janeway			7,472				7,472

**Executive Officers**

NAME	AGE	POSITION	OFFICER AND/OR DIRECTOR SINCE
Carl Wolf	70	CEO and Chairman of the Board	February 2010
Matthew Burns	45	President and Director	February 2010
Lewis Ochs	67	VP of Finance	February 2010
Steven Burns	53	Director	February 2010
Alfred D'Agostino	60	Director	February 2010
Thomas Toto	59	Director	February 2010
Dan Altobello	72	Director	2012
Dean Janeway	69	Director	2012

In addition to the persons whose biographical information is set forth above, the Company's Vice President of Finance is Mr. Lewis Ochs, whose biography is set forth below.

**Lewis Ochs – Vice President of Finance**

Mr. Ochs has been our Vice President of Finance since February 2010. Mr. Ochs is also Chief Financial Officer of Hors D'oeuvres Unlimited. Prior to this, he was an owner of Captive Plastics, Inc. from 1979 through 1991. Mr. Ochs has a B.S. in Accounting from the University of Akron.

**Executive Officer Compensation**

The following Executive Officer Compensation Tables sets forth the compensation of our Executive Officers for the fiscal year ending on December 31, 2013.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Carl Wolf Chief Executive Officer	2013	150,000						0	150,000
	2012	125,000						0	125,000
Matthew Burns President	2013	110,000						0	110,000
	2012	91,667						0	91,667
Lewis Ochs Vice President of Finance	2013	60,000			26,559			0	86,559
	2012	55,000						0	55,000
David Dreslin Former Chief Executive (1)	2013	0						0	0
	2012	0						0	0

(1) Mr. Dreslin resigned from his position as Chief Executive Officer of the Company on January 24, 2013.

**2013 Outstanding Equity Awards at Fiscal Year****OPTION AWARDS**

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of
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**STOCK AWARDS**

Number of Shares or Units of	Market Value of Shares or Units of	Equity Incentive Plan Awards: Number of	Equity Incentive Plan Awards: Market or
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			Securities Underlying Unexercised Unearned Options (#)			Stock That Have Not Vested (#)	of Stock That Have Not Vested (\$)	Unearned Shares, Units or Other Rights That Have Not Vested (#)	Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Carl Wolf	0	0	0	0	0	0	0	0	0
Matthew Brown	0	0	0	0	0				
Lewis Ochs	45,000	0	0	1.00	04/26/2018	22,500			
Steven Burns	10,000	0	0	1.00	12/26/2018				
Alfred D'Agostino	10,000	0	0	1.00	12/26/2018				
Thomas Toto	10,000	0	0	1.00	12/26/2018				
Dan Altobello	10,000	0	0	1.00	12/26/2018				
Dean Janeway	10,000	0	0	1.00	12/26/2018				

## **Family Relationships**

Mr. Matthew Brown, our President, is the son-in-law of Mr. Carl Wolf, our Chief Executive Officer.

## **Involvement in Certain Legal Proceedings**

To the best of our knowledge during the past five years, no director or officer of the Company has been involved in any of the following: (1) Any bankruptcy petition filed by or against such person individually, or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) Being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

## **Adverse Proceedings**

There exists no material proceeding to which any director or officer is a party adverse to the Company or has a material interest adverse to the Company.

## **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own 10% or more of a class of securities registered under Section 12 of the Exchange Act to file reports of beneficial ownership and changes in beneficial ownership with the SEC. Directors, executive officers and greater than 10% stockholders are required by the rules and regulations of the SEC to furnish the Company with copies of all reports filed by them in compliance with Section 16(a). To the best of the Company's knowledge, any reports required to be filed were timely filed.

## **REPORT OF THE AUDIT COMMITTEE**

The Audit Committee has reviewed and discussed the audited financial statements for fiscal years ended December 31, 2013 and the period ended January 31, 2014, with Mamamancini's management.

The Audit Committee has discussed with the Company's independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from the Company's independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), 2 as adopted by the Public Company Accounting Oversight Board in Rule 3600T, and has discussed with the independent accountant the independent accountant's independence.

Based on the such review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the company's annual report on Form 10-K for the last fiscal year for filing with the SEC.

Respectfully submitted,

Thomas Toto

Audit Committee Chairman

The preceding Report of the Audit Committee will be filed with the records of the Company.

## **FEES TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

### ***(a) Audit Fees***

Aggregate fees billed by RRBB for professional services rendered for the audit of our annual financial statements included in Form 10-K and review of our financial statements included in Form 10-Q for the years ended January 31, 2014, December 31, 2013 and 2012, were approximately \$58,500, \$43,000 and \$25,000, respectively.

### ***(b) Audit-Related Fees***

The aggregate fees billed for assurance and related services by our principal accountant that are reasonably related to the performance of the audit or review of our financial statements and not reported under "Audit Fees" above in the years ended January 31, 2014, December 31, 2013 and 2012 were approximately \$0, \$4,750 and \$0, respectively.

### ***(c) Tax Fees***

Aggregate fees billed by RRBB for tax services for the year ended December 31, 2013, were approximately \$5,000.

### ***(d) All Other Fees***

Aggregate fees billed for professional services provided by RRBB other than those described above were approximately \$50 for the year ended December 31, 2013 and \$0 for the year ended January 31, 2014. These fees were primarily for review of the Company's registration statements and other minor due diligence projects.

## **Audit Committee Pre-Approval Policies and Procedures**

The Company's Audit Committee has policies and procedures that require the pre-approval by the Audit Committee of all fees paid to, and all services performed by, the Company's independent accounting firms. At the beginning of each

year, the Audit Committee approves the proposed services, including the nature, type and scope of services contemplated and the related fees, to be rendered by these firms during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

Pursuant to the Sarbanes-Oxley Act of 2002, 100% of the fees and services provided as noted above were authorized and approved by the Audit Committee in compliance with the pre-approval policies and procedures described herein.

## **TRANSACTIONS WITH RELATED PERSONS**

As of March 1, 2010, MamaMancini's is under a supply and management agreement with JEFE until February 28, 2015. JEFE is owned by Matthew Brown and Karen Wolf (55%) and by Carl and Marion Wolf (45%), all of whom are shareholders of MamaMancini's. Matthew Brown and Carl Wolf are also both officers and directors of MamaMancini's. As of December 31, 2013, the Company had a total of \$48,000 incurred as other general and administrative expenses between the Company and JEFE. These expenses included insurance, freight, travel and other general and overhead expenses.

JEFE, owned by Matthew Brown and Karen Wolf and by Carl and Marion Wolf, as discussed in the preceding paragraph, is also contracted to produce and manufacture food products for MamaMancini's. Currently, JEFE serves as our principal food manufacturing company. As of December 31, 2013, we paid JEFE \$6,190,595 for the manufacturing of products. At December 31, 2013, MamaMancini's has a deposit on inventory in the amount of \$359,506 to this manufacturer.

## **Review, Approval or Ratification of Transactions with Related Persons**

The Audit Committee of the Board of Directors, as stated in its charter, is responsible for the review, approval or ratification of all “transactions with related persons” as that term refers to transactions required to be disclosed by Item 404 of Regulation S-K promulgated by the SEC. In reviewing a proposed transaction, the Audit Committee must (i) satisfy itself that it has been fully informed as to the related party’s relationship and interest and as to the material facts of the proposed transaction and (ii) consider all of the relevant facts and circumstances available to the Audit Committee. After its review, the Audit Committee will only approve or ratify transactions that are fair to the Company and not inconsistent with the best interests of the Company and its stockholders.

## **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

As of June 27, 2014, our authorized capitalization was 270,000,000 shares of capital stock, consisting of 250,000,000 shares of common stock, \$0.00001 par value per share and 20,000,000 shares of preferred stock, \$0.00001 par value per share. As of June 27, 2014, there were 25,807,376 shares of our common stock outstanding, all of which were fully paid, non-assessable and entitled to vote. Each share of our common stock entitles its holder to one vote on each matter submitted to the stockholders.

The following table sets forth, as of June 27, 2014, the number of shares of our common stock owned by (i) each person who is known by us to own of record or beneficially five percent (5%) or more of our outstanding shares, (ii) each of our directors, (iii) each of our executive officers and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares of our common stock beneficially owned.

### **Executive Officers, Directors, and More than 5% Beneficial Owners**

The address of each owner who is an officer or director is c/o the Company at 25 Branca Road, East Rutherford, New Jersey 07073.

Name of Beneficial Owner (1)	Number of Shares	Percent of Class (2)
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Carl Wolf	5,220,922	(3)	20.2	%
Matthew Brown	5,220,922	(4)	20.2	%
Lewis Ochs	45,000	(5)	*	
Steven Burns	1,034,125	(6)	4.0	%
Alfred D'Agostino	695,826	(7)	2.7	%
Thomas Toto	695,826	(8)	2.7	%
Daniel Altobello	36,667	(9)	*	
Dean Janeway	86,667	(10)	*	
All officers and directors as a group (8 persons)	13,035,955		51	% (2)

\* denotes less than 1%

- (1) Beneficial ownership is determined in accordance with Rule 13d-3(a) of the Exchange Act and generally includes voting or investment power with respect to securities.
- (2) Figures may not add up due to rounding of percentages.
- (3) The 5,220,922 shares are held jointly with Ms. Marion F. Wolf. Ms. Wolf is the wife of Mr. Carl Wolf. Mr. Wolf maintains full voting control of such shares.
- (4) The 5,220,922 shares are held jointly with Ms. Karen Wolf. Ms. Wolf is the wife of Mr. Matthew Brown. Mr. Brown maintains full voting control of such shares.
- (5) This amount reflects options to purchase 45,000 common shares.
- (6) 1,014,125 common shares are held by Point Prospect, Inc., an S-Corp 100% wholly-owned by Steven Burns. Steven Burns also personally owns 20,000 options to purchase common shares.
- (7) Includes options to purchase 20,000 common shares.
- (8) Includes options to purchase 20,000 common shares.
- (9) This amount reflects options to purchase 20,000 common shares.
- (10) This amount reflects options to purchase 20,000 common shares.

## **SHAREHOLDERS COMMUNICATIONS**

The Board of Directors of the Company has not adopted a formal procedure that shareholders must follow to send communications to it. The Board of Directors does receive communications from shareholders, from time to time, and addresses those communications as appropriate. Shareholders can send communication to the Board of Directors in writing, to MamaMancini's Holdings, Inc., 25 Branca Road, East Rutherford, New Jersey 07073, Attention: Board of Directors.

## **AVAILABILITY OF ANNUAL REPORT ON FORM 10-K AND HOUSEHOLDING**

A copy of the Company's Annual Report on Form 10-K as filed with the SEC is available upon written request and without charge to shareholders by writing to the Company c/o Secretary, 25 Branca Road, East Rutherford, New Jersey 07073 or by calling telephone number (201) 531-1212.

In certain cases, only one Annual Report and Proxy Statement may be delivered to multiple shareholders sharing an address unless the Company has received contrary instructions from one or more of the stockholders at that address. The Company will undertake to deliver promptly upon written or oral request a separate copy of the Annual Report or Proxy Statement, as applicable, to a stockholder at a shared address to which a single copy of such documents was delivered. Such request should also be directed to Secretary, MamaMancini's Holdings, Inc., at the address or telephone number indicated in the previous paragraph. In addition, shareholders sharing an address can request delivery of a single copy of Annual Reports or Proxy Statements if they are receiving multiple copies of Annual Reports or Proxy Statements by directing such request to the same mailing address.

## **OTHER MATTERS**

We have not received notice of and do not expect any matters to be presented for vote at the Annual Meeting, other than the proposals described in this Proxy Statement. If you grant a proxy, the person named as proxy holder, Carl Wolf, or their nominees or substitutes, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If for any unforeseen reason, any of our nominees are not available as a candidate for director, the proxy holder will vote your proxy for such other candidate or candidates nominated by our Board.

By Order of the Board of Directors

*/s/ Carl Wolf*

Carl Wolf

Chairman of the Board

East Rutherford, New Jersey

July 3, 2014

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
MAMAMANCINI'S HOLDINGS, INC.**

The undersigned hereby appoints Carl Wolf as Proxy with full power of substitution to vote all the shares of common stock which the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders to be held on August 6, 2014, at 10:00 A.M. at Lucosky Brookman LLP located at 101 Wood Avenue South, 5th Floor, Woodbridge, New Jersey 08830, or at any postponement or adjournment thereof, and upon any and all matters which may properly be brought before the Annual Meeting or any postponement or adjournments thereof, hereby revoking all former proxies.

**Election of Directors**

The nominees for the Board of Directors are:

Carl Wolf Matthew Brown Steven Burns Alfred D'Agostino Thomas Toto Dan Altobello Dean Janeway

**Instruction: To withhold authority to vote for any individual nominee(s), write the nominee(s) name on the spaces provided below:**

The Board of Directors recommends a vote FOR Proposal Nos. 1 and 3, a ratification of Proposal No. 2, and EVERY ONE YEAR on Proposal No. 4.

<sup>1</sup>. To elect seven directors to hold office for a one year term or until each of their successors are elected and qualified (except as marked to the contrary above).

FOR  AGAINST  ABSTAINS  WITHHOLDS

2. To ratify the appointment of RRBB as the independent registered public accounting firm of the Company.

FOR  AGAINST  ABSTAINS  WITHHOLDS

3. To approve, in a non-binding advisory vote, the compensation of the Company's Named Officers

FOR  AGAINST  ABSTAINS  WITHHOLDS

4. To approve, in a non-binding advisory vote, the following frequency for future advisory votes on executive compensation

EVERY ONE YEAR       EVERY TWO YEARS  
 EVERY THREE YEARS  ABSTAINS

5. **To withhold the proxy's discretionary vote on Your behalf with regards to any other matters that are properly presented for a vote at the Annual Meeting, please mark the box below.**

WITHHOLDS

**This Proxy, when properly executed, will be voted in the matter directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR each of the proposals.**

Dated: \_\_\_\_\_, 2014

Signature of Shareholder

Signature of Shareholder

Please date and sign exactly as your name(s) appears hereon. If the shares are registered in more than one name, each joint owner or fiduciary should sign personally. When signing as executor, administrator, trustee or guardian give full titles. Only authorized officers should sign for a corporation.

