

Burns Steven R.  
Form 4  
April 02, 2018

**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)  
01/31/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock <sup>(1)</sup>     | 01/31/2018                           |  | J <sup>(3)</sup>               |   | 7,653   | A  | \$ 1.568  |
| Common Stock <sup>(1)</sup>     | 03/13/2018                           |  | J <sup>(2)</sup>               |   | 15,000  | D  | \$ 0  |

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

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SEC 1474  
(9-02)

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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  | (4)  | 06/27/2020  | Common Stock | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Burns Steven R.<br>24 WITTE PLACE<br>WEST ORANGE, NJ 07052 | X             |           |         |       |

## Signatures

/s/ Steven R.  
Burns

03/30/2018

\*\*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) Securities held in the name of Point Prospect, Inc. and Steven R. Burns.
- (2) Mr. Burns voluntarily cancelled 15,000 shares previously issued on 11/6/2017
- (3) Services rendered as lead director of the company
- (4) 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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