

D'Agostino Alfred
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 *
D'Agostino Alfred

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)
777 PASSAIC AVE, SUITE 475
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2017

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

CLIFTON, NJ 07012

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

(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 ⁽¹⁾ | 07/27/2017 | | J ⁽²⁾ | | 886 | A | \$ 1.08 |
| Common Stock ⁽¹⁾ | 07/27/2017 | | C ⁽³⁾ | | 74,074 | A | \$ 0.675 |
| | | | | | | | 742,490 |
| | | | | | | | 816,564 |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| D'Agostino Alfred 777 PASSAIC AVE SUITE 475 CLIFTON, NJ 07012 | X | | | |

Signatures

/s/ Alfred
D'Agostino 08/31/2017
 **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 by Alfred D'Agostino and Alfred D'Agostino Revocable Living Trust 11/6/09.
- (2) Dividend issued On Series A Preferred Stock
- (3) Automatic conversion of Series A Preferred Stock
- (4) Exercisable 25% on 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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