

LENNAR CORP /NEW/
Form S-3/A
June 03, 2005

Table of Contents

As filed with the Securities and Exchange Commission on June 3, 2005

Registration No. 333-117090

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**AMENDMENT NO. 1
ON
FORM S-3/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Lennar Corporation

Co-registrants are listed on the following pages.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

1520
*(Primary Standard
Classification Code
Number)*

95-4337490
*(I.R.S. Employer Identification
No.)*

**700 Northwest 107th Avenue
Miami, Florida 33172
(305) 559-4000**
*(Address, including zip code, and telephone
number, including area code, of
registrant's principal executive offices)*

**Mark Sustana
General Counsel and Secretary
Lennar Corporation
700 Northwest 107th Avenue
Miami, Florida 33172
(305) 559-4000**
*(Name, address, including zip code, and
telephone number, including area code, of agent for
service)*

**with copies to:
David W. Bernstein, Esq.
Kathleen Werner, Esq.
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019**

Approximate date of commencement of proposed sale to the public: From time-to-time after the effective date of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this

Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Pursuant to Rule 429 under the Securities Act, this Registration Statement also relates to the remaining unsold \$320,000,000 of securities previously registered by the Registrant on Registration Number 333-65244, filed with the Securities and Exchange Commission on October 9, 2001.

Table of Contents

The following direct and indirect subsidiaries of the registrant may guarantee the debt securities and are co-registrants under this registration statement:

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Acme Water Supply & Management Company | Florida | 43-1959099 |
| Aquaterra Utilities, Inc. | Florida | 59-3674555 |
| Asbury Woods L.L.C. | Illinois | 36-4491586 |
| Avalon-Sienna III, L.L.C. | Illinois | 36-4369395 |
| B. Andrews & Co., Inc. | Maryland | 52-1506110 |
| Barnsboro Associates, LLC | New Jersey | 72-1537693 |
| Bayhome USH, Inc. | New Jersey | 68-0554763 |
| Bella Oaks L.L.C. | Illinois | 36-4391790 |
| Bennetts Village LLC | New Jersey | 72-1537695 |
| Bickford Holdings, LLC | Nevada | 86-0862875 |
| Boca Greens, Inc. | Florida | 59-1707681 |
| Boca Isles South Club, Inc. | Florida | 65-0456217 |
| Boggy Creek USH, Inc. | Texas | 43-2022862 |
| Bramalea California, Inc. | California | 95-3426206 |
| Bramalea California Properties, Inc. | California | 98-0087244 |
| Bramalea California Realty, Inc. | California | 59-3504214 |
| Brazoria County LP, Inc. | Nevada | 91-2058054 |
| Brewer Baseline Investors, LLC | California | 71-0926637 |
| Builders Acquisition Corp. | Delaware | 65-1138117 |
| Builders LP, Inc. | Delaware | 43-1981685 |
| Cambria L.L.C. | Illinois | 36-4343919 |
| Cantera Village L.L.C. | Illinois | 36-4045136 |
| Cary Woods L.L.C. | Illinois | 36-4511011 |
| Claremont Ridge L.L.C. | Illinois | 36-4491588 |
| Claridge Estates L.L.C. | Illinois | 36-4511104 |
| Clodine-Bellaire LP, Inc. | Nevada | 91-1937380 |
| Club Pembroke Isles, Inc. | Florida | 65-0567595 |
| Club Tampa Palms, Inc. | Florida | 65-1061700 |
| Colonial Heritage LLC | Virginia | 20-0646289 |
| Concord at Meadowbrook L.L.C. | Illinois | 36-0026164 |
| Concord at Pheasant Run Trails L.L.C. | Illinois | 30-0023454 |
| Concord at Ravenna L.L.C. | Illinois | 41-2088272 |
| Concord at Zurich Village L.L.C. | Illinois | 36-4492814 |
| Concord City Centre L.L.C. | Illinois | 36-4303767 |
| Concord Hills, Inc. | Illinois | 36-3851896 |
| Concord Hills Limited Partnership | Illinois | 36-3851920 |
| Concord Homes, Inc. | Illinois | 48-1259541 |
| Concord Lake, Inc. | Illinois | 36-3885795 |
| Concord Lake Limited Partnership | Illinois | 36-3885794 |
| Concord Mills Estates L.L.C. | Illinois | 36-4303710 |
| Concord Mills Limited Partnership | Illinois | 36-3983636 |

| | | |
|------------------------------------|----------|------------|
| Concord Oaks, Inc. | Illinois | 36-3909432 |
| Concord Oaks Limited Partnership | Illinois | 36-3913675 |
| Concord Park, Inc. | Illinois | 36-3973265 |
| Concord Park Limited Partnership | Illinois | 36-3899290 |
| Concord Pointe, Inc. | Illinois | 36-3897253 |
| Concord Pointe Limited Partnership | Illinois | 36-3899290 |

Table of Contents

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Coto de Caza, Ltd. | California | 33-0738531 |
| Country Club Development at the Fort, LLC | California | 74-0574053 |
| Coventry L.L.C. | Illinois | 36-4511106 |
| DCA Homes NJ Realty, Inc. | New Jersey | 22-2242815 |
| DCA of Lake Worth, Inc. | Florida | 59-1863953 |
| DCA of New Jersey, Inc. | New Jersey | 22-2285266 |
| E.M.J.V. Corp. | Florida | 59-3411844 |
| Enclave Land, L.L.C. | Illinois | 02-0569313 |
| ERMLOE, LLC | Florida | 61-1426128 |
| Eureka Escondido, LLC | Delaware | 20-2240364 |
| F.P. Construction Corp. | Delaware | 23-2991585 |
| Fidelity Guaranty and Acceptance Corporation | Delaware | 76-0168225 |
| Fortress Holding Virginia, LLC | Delaware | 54-1996535 |
| Fortress Illinois, LLC | Delaware | 20-1178246 |
| Fortress Management, Inc. | Texas | 74-3004651 |
| Fortress Missouri, LLC | Delaware | 43-1902931 |
| Fortress Mortgage, Inc. | Delaware | 54-1830770 |
| Fortress Pennsylvania, LLC | Delaware | 58-2348576 |
| Fortress Pennsylvania Realty, Inc. | Delaware | 23-2991518 |
| Fortress-Florida, Inc. | Delaware | 54-1837545 |
| Fox-Maple Associates, LLC | New Jersey | 43-1997377 |
| Foxwood L.L.C. | Illinois | 36-4511105 |
| Gateway Commons, L.L.C. | Maryland | 68-0515247 |
| Genesee Communities I, Inc. | Colorado | 84-1317557 |
| Genesee Communities II, LLC | Colorado | 84-1567457 |
| Genesee Communities III, Inc. | Colorado | 84-1361682 |
| Genesee Communities IV, LLC | Colorado | 84-1567305 |
| Genesee Communities V, LLC | Colorado | 84-1567306 |
| Genesee Communities VI, LLC | Colorado | 84-1567307 |
| Genesee Communities VII, LLC | Colorado | 84-1567308 |
| Genesee Communities VIII, LLC | Colorado | 84-1567309 |
| Genesee Communities IX, LLC | Colorado | 80-0014048 |
| Genesee Venture, LLC | Colorado | 84-1567456 |
| Glenview Reserve, LLC | Illinois | 36-4415694 |
| Grand Isle Club, Inc. | Florida | 46-0482148 |
| Greenfield/Waterbury L.L.C. | Illinois | 36-4099504 |
| Greystone Construction, Inc. | Arizona | 86-0864245 |
| Greystone Homes, Inc. | Delaware | 93-1070009 |
| Greystone Homes of Nevada, Inc. | Delaware | 88-0412604 |
| Greystone Nevada, LLC | Delaware | 88-0412611 |
| Hallston Burbank LLC | Delaware | 33-0843511 |
| Harris County LP, Inc. | Nevada | 91-1890279 |
| Haverton L.L.C. | Illinois | 36-0057181 |
| Heathcote Commons LLC | Virginia | 20-1178932 |

Edgar Filing: LENNAR CORP /NEW/ - Form S-3/A

| | | |
|-------------------------------------|----------|------------|
| Heritage Harbour Realty, Inc. | Florida | 75-3080965 |
| Heritage Housing Group, Inc. | Maryland | 52-1783710 |
| Heritage USH, Inc. | Florida | 72-1551056 |
| Home Buyer s Advantage Realty, Inc. | Texas | 76-0573246 |
| Homecraft Corporation | Texas | 76-0334090 |

Table of Contents

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|---|--|---|
| Imperial Homes Corporation | Florida | 76-0334117 |
| Impressions L.L.C. | Illinois | 36-4249224 |
| Inactive Corporations, Inc. | Florida | 59-1275889 |
| Kings Lake TH, LLC | Florida | 54-2096335 |
| Kings Ridge Golf Corporation | Florida | 65-0718382 |
| Kings Ridge Recreation Corporation | Florida | 65-0718384 |
| Kings Wood Development Corporation | Florida | 65-0766576 |
| Landmark Homes, Inc. | North Carolina | 56-2009874 |
| Laureate Homes of Arizona, Inc. | Arizona | 76-0671037 |
| Legacy Homes, Inc. | North Carolina | 56-1588510 |
| Legends Club, Inc. | Florida | 48-1259544 |
| Legends Golf Club, Inc. | Florida | 59-3691814 |
| LENH I, LLC | Florida | 56-2349820 |
| Lennar Acquisition Corp. II | California | 33-0812777 |
| Lennar Americanos Douglas, LLC | California | 76-0725087 |
| Lennar Associates Management, LLC | Delaware | 52-2257293 |
| Lennar Associates Management Holding Company | Florida | 31-1806357 |
| Lennar Aviation, Inc. | Delaware | 02-0543705 |
| Lennar Carolina, Inc. | Delaware | 87-0713832 |
| Lennar Central Park, LLC | Delaware | 20-1087322 |
| Lennar Central Region Sweep, Inc. | Nevada | 65-1111068 |
| Lennar Chicago, Inc. | Illinois | 36-3971759 |
| Lennar Communities, Inc. | California | 33-0855007 |
| Lennar Communities Development, Inc. | Delaware | 86-0262130 |
| Lennar Communities of Florida, Inc. | Florida | 02-0543694 |
| Lennar Communities of South Florida, Inc. | Florida | 02-0543702 |
| Lennar Construction, Inc. | Arizona | 86-0972186 |
| Lennar Coto Holdings, L.L.C. | California | 33-0787906 |
| Lennar Developers, Inc. | Florida | 48-1259540 |
| Lennar Developers, Inc. II | Florida | 03-0501883 |
| Lennar Developers, Inc. III | Florida | 03-0501885 |
| Lennar Family of Builders GP, Inc. | Delaware | 43-1981691 |
| Lennar Family of Builders Limited Partnership | Delaware | 43-1981697 |
| Lennar Financial Services, LLC | Florida | 65-0774024 |
| Lennar Funding, LLC | Delaware | 20-1173034 |
| Lennar Fresno, Inc. | California | 33-1008718 |
| Lennar Hingham JV, LLC | Delaware | 20-2866001 |
| Lennar Homes, Inc. | Florida | 59-0711505 |
| Lennar Homes Holding Corp. | Delaware | 16-1641233 |
| Lennar Homes of Arizona, Inc. | Arizona | 65-0163412 |
| Lennar Homes of California, Inc. | California | 93-1223261 |
| Lennar Homes of Texas Land and Construction, Ltd. | Texas | 75-2792018 |
| Lennar Homes of Texas Sales and Marketing, Ltd. | Texas | 75-2792019 |
| Lennar Houston Land, LLC | Texas | 71-0893559 |

Edgar Filing: LENNAR CORP /NEW/ - Form S-3/A

| | | |
|--|------------|------------|
| Lennar Imperial Holdings Limited Partnership | Delaware | 20-2552367 |
| Lennar La Paz, Inc. | California | 33-0812776 |
| Lennar La Paz Limited, Inc. | California | 33-0812775 |
| Lennar Land Partners Sub, Inc. | Delaware | 65-0776454 |

Table of Contents

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Lennar Land Partners Sub II, Inc. | Nevada | 88-0429001 |
| Lennar Long Beach Promenade Partners, LLC | Delaware | 20-1258506 |
| Lennar Massachusetts Properties, Inc. | Delaware | 20-2681100 |
| Lennar Meridian Hills Partners, LLC | Delaware | 20-1870117 |
| Lennar Military Housing, Inc. | Delaware | 05-0566325 |
| Lennar Nevada, Inc. | Nevada | 88-0401445 |
| Lennar New Jersey Properties, Inc. | Delaware | 20-2681142 |
| Lennar Northeast Properties, Inc. | Nevada | 20-2552288 |
| Lennar Northland I, Inc. | California | 33-0805080 |
| Lennar Northland II, Inc. | California | 33-0821001 |
| Lennar Northland III, Inc. | California | 33-0821002 |
| Lennar Northland IV, Inc. | California | 33-0821003 |
| Lennar Northland V, Inc. | California | 33-0836779 |
| Lennar Northland VI, Inc. | California | 33-0836810 |
| Lennar Northpointe North, LLC | California | 20-1179019 |
| Lennar Pacific, Inc. | Delaware | 88-0412608 |
| Lennar Pacific, L.P. | Delaware | 88-0412610 |
| Lennar Pacific Properties, Inc. | Delaware | 88-0412607 |
| Lennar Pacific Properties Management, Inc. | Delaware | 30-0139878 |
| Lennar Port Imperial South Building 10, LLC | New Jersey | 20-2562132 |
| Lennar Port Imperial South Building 12, LLC | New Jersey | 20-2562179 |
| Lennar Port Imperial South Limited Partnership | Delaware | 20-2552353 |
| Lennar Realty, Inc. | Florida | 59-0866794 |
| Lennar Renaissance, Inc. | California | 33-0726195 |
| Lennar Reno, LLC | Nevada | 22-3895412 |
| Lennar Riverside West Holdings, LLC | New Jersey | 20-2562070 |
| Lennar Riverside West Limited Partnership | Delaware | 20-2552385 |
| Lennar Riverside West Urban Renewal Company, LLC | New Jersey | 20-2562043 |
| Lennar Sacramento, Inc. | California | 33-0794993 |
| Lennar Sales Corp. | California | 95-4716082 |
| Lennar San Jose Holdings, Inc. | California | 65-0645170 |
| Lennar Seaport Partners, LLC | Delaware | 93-1223261 |
| Lennar Southland I, Inc. | California | 33-0801714 |
| Lennar Southland II, Inc. | California | 33-0836784 |
| Lennar Southland III, Inc. | California | 33-0836786 |
| Lennar Southwest Holding Corp. | Nevada | 91-1933536 |
| Lennar Sun Ridge, LLC | California | 94-3392987 |
| Lennar Texas Holding Company | Texas | 75-2788257 |
| Lennar Trading Company, LP | Texas | 72-1574089 |
| Lennar.Com, Inc. | Florida | 65-0980149 |
| Lennar-Kings Lake, Inc. | Florida | 54-2096420 |
| Lennar-Lantana Boatyard, Inc. | Florida | 56-2321100 |
| Lennarstone Marketing Group, LLC | Arizona | 86-0998754 |
| LFS Holding Company, LLC | Delaware | 65-1105931 |

| | | |
|-------------------------------------|------------|------------|
| LH Eastwind, LLC | Florida | 20-0097714 |
| LHI Renaissance, LLC | Florida | 02-0680656 |
| LLT, LLC | Delaware | 20-1484778 |
| LN, LLC | Florida | 22-3871208 |
| Long Point Development Corporation | Texas | 76-0587917 |
| Lorton Station, LLC | Virginia | 76-0694499 |
| Lucerne Merged Condominiums, Inc. | Florida | 65-0576452 |
| Lundgren Bros. Construction, Inc. | Minnesota | 41-0970679 |
| M.A.P. Builders, Inc. | Florida | 59-1908120 |
| Madrona Village L.L.C. | Illinois | 36-4343916 |
| Marble Mountain Partners, LLC | California | 41-2076340 |
| Marlborough Development Corporation | California | 95-6072804 |
| Mid-County Utilities, Inc. | Maryland | 76-0610395 |
| Midland Housing Industries Corp. | California | 95-2775081 |
| Midland Investment Corporation | California | 95-2842301 |
| Mission Viejo 12S Venture, LP | California | 33-0615197 |

Table of Contents

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|---|--|---|
| Mission Viejo Holdings, Inc. | California | 33-0785862 |
| Moffett Meadows Partners, LLC | Delaware | 56-2320229 |
| New Home Brokerage, Inc. | Florida | 76-0683361 |
| North County Land Company, LLC | California | 65-1130656 |
| Northbridge L.L.C. | Illinois | 36-4511102 |
| Northern Land Company, LLC | Colorado | 20-1179078 |
| Northeastern Properties LP, Inc. | Nevada | 20-2552328 |
| Northgate Highlands Development II, LLC | Colorado | 76-0698064 |
| NuHome Designs, L.L.C. | Texas | 76-0569460 |
| Oceanpointe Development Corporation | Florida | 76-0264460 |
| Orrin Thompson Construction Company | Minnesota | 76-0334101 |
| Orrin Thompson Homes Corp. | Minnesota | 76-0334105 |
| Paparone Construction Co. | New Jersey | 76-0334106 |
| Parc Chestnut L.L.C. | Illinois | 36-4440993 |
| Parkside Estates L.L.C. | Illinois | 36-4280079 |
| Patriot Homes, Inc. | Maryland | 52-1720993 |
| Patriot Homes of Virginia, Inc. | Virginia | 52-2200965 |
| Placer Vineyards, LLC | California | 71-0926641 |
| Polygon La Paz Associates | Washington | 91-1640455 |
| Providence Glen L.L.C. | Illinois | 36-4319757 |
| Rancho Summit, LLC | California | 33-0787817 |
| Rivenhome Corporation | Florida | 76-0569346 |
| Riviera Land Corp. | Florida | 59-1281470 |
| RRKTG Lumber, LLC | Delaware | 43-1902931 |
| Rutenberg Homes, Inc. (FL) | Florida | 76-0340291 |
| Rutenberg Homes of Texas, Inc. | Texas | 76-0215995 |
| S. Florida Construction, LLC | Florida | 71-0949799 |
| S. Florida Construction II, LLC | Florida | 72-1567303 |
| S. Florida Construction III, LLC | Florida | 72-1567302 |
| Savell Gulley Development Corporation | Texas | 76-0564056 |
| SEA Joint Venture, LLC | Colorado | 76-0675477 |
| SFHR Management, L.L.C. | Illinois | 36-4461074 |
| Silver Lakes-Gateway Clubhouse, Inc. | Florida | 65-0628738 |
| Sonoma L.L.C. | Illinois | 36-4443842 |
| South Park Development, LLC | Delaware | 91-2057895 |
| Spanish Springs Development, LLC | Nevada | 76-0672277 |
| Stoney Corporation | Florida | 59-3374931 |
| Stoneybrook Golf Club, Inc. | Florida | 76-0669064 |
| Strategic Cable Technologies, L.P. | Texas | 20-1179138 |
| Strategic Holdings, Inc. | Nevada | 91-1770357 |
| Strategic Technologies, Inc. | Florida | 65-0523605 |
| Strategic Technologies Communications of California, Inc. | California | 95-4149805 |
| Summerway Investment Corp. | Florida | 76-0589471 |
| Summerwood, L.L.C. | Maryland | 27-0045425 |

Table of Contents

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Summit Enclave, L.L.C. | Illinois | 30-0070526 |
| Summit Glen, L.L.C. | Illinois | 36-4359627 |
| Summit Land, L.L.C. | Illinois | 36-4357327 |
| Summit Ridge 23, L.L.C. | Illinois | 30-0036763 |
| Summit Townes, L.L.C. | Illinois | 36-4334330 |
| Summit-Meadowbrook, L.L.C. | Illinois | 36-4196022 |
| Summit-Reserve, L.L.C. | Illinois | 36-4168228 |
| Sunstar Enterprises, LLC | Delaware | 20-1179187 |
| The Club at Stoneybrook, Inc. | Florida | 65-1061241 |
| The Courts of Indian Creek L.L.C. | Illinois | 36-4415696 |
| The Fortress Group, Inc. | Delaware | 54-1774997 |
| The Grande By Lennar Builders, Inc. | Florida | 81-0560954 |
| The Sexton L.L.C. | Illinois | 36-4100579 |
| Tustin Villas Partners, LLC | Delaware | 41-2076342 |
| Tustin Vistas Partners, LLC | Delaware | 32-0054237 |
| U.S. Home Associates Management, Inc. | Delaware | 43-1981702 |
| U.S. Home Corporation | Delaware | 52-2227619 |
| U.S. Home of Arizona Construction Co. | Arizona | 74-2402824 |
| U.S. Home of West Virginia, Inc. | West Virginia | 01-0656197 |
| U.S. Home Realty, Inc. (TX) | Texas | 76-0136964 |
| U.S. Home Realty Corporation | Florida | 76-0327612 |
| U.S. Home Southwest Holding Corp. | Nevada | 76-0680795 |
| U.S.H. Apartments Corporation | Delaware | 47-0952298 |
| U.S.H. Corporation of New York | New York | 22-1995835 |
| U.S.H. Los Prados, Inc. | Nevada | 88-0232393 |
| U.S.H. Realty, Inc. | Maryland | 74-2765031 |
| University Community Partners, LLC | Delaware | 45-0512619 |
| USH Acquisition Corp. | Delaware | 76-0604353 |
| USH Bickford, LLC | California | 76-0654167 |
| USH Equity Corporation | Nevada | 76-0450341 |
| USH Heritage Pom, L.L.C. | Arizona | 76-0686598 |
| USH Millennium Ventures Corp. | Florida | 76-0546603 |
| USH (West Lake), Inc. | New Jersey | 22-3471278 |
| USH Woodbridge, Inc. | Texas | 76-0561576 |
| USHHH, Inc. | Florida | 76-0641307 |
| Villages of Rio Pinar Club, Inc. | Florida | 48-1259543 |
| West Adams Street L.L.C. | Illinois | 36-4210710 |
| West Chocolate Bayou Development Corp. | Texas | 76-0648748 |
| Westbrook Homes, LLC | Delaware | 20-1179223 |
| Westchase, Inc. | Nevada | 91-1954138 |
| Westchase, Ltd. | Texas | 91-1954138 |
| Weststone Corporation | Florida | 74-2944437 |

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the Registration Statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where such offer or sale it is not permitted.

Subject To Completion Dated June 3, 2005

PROSPECTUS

\$1,000,000,000

Class A Common Stock
Class B Common Stock
Preferred Stock
Participating Preferred Stock
Depositary Shares
Debt Securities
Warrants

We may from time-to-time offer our Class A common stock, Class B common stock, preferred stock (which we may issue in one or more series), participating preferred stock, depositary shares representing shares of preferred stock, debt securities (which we may issue in one or more series and which may or may not be guaranteed by some or all of our subsidiaries, other than our subsidiaries which are mortgage or title insurance companies) or warrants entitling the holders to purchase Class A common stock, Class B common stock, preferred stock, participating preferred stock, depositary shares or debt securities, at an aggregate initial offering price which will not exceed \$1,000,000,000. We will determine when we sell securities, the amounts of securities we will sell and the prices and other terms on which we will sell them. We may sell securities to or through underwriters, through agents or directly to purchasers.

We will describe in a prospectus supplement, which we will deliver with this prospectus, the terms of particular securities which we offer in the future. We may describe the terms of those securities in a term sheet which will precede the prospectus supplement. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any supplements carefully before you invest. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. Any securities we may offer in the future in a prospectus supplement may not be sold until the registration statement that includes this prospectus becomes effective.

In each prospectus supplement we will include the following information:

The names of the underwriters or agents, if any, through which we will sell the securities;

The proposed amounts of securities, if any, which the underwriters will purchase;

The compensation, if any, of those underwriters or agents;

The risk factors associated with an investment in the securities offered;

The initial public offering price of the securities;

Information about securities exchanges or automated quotation systems on which the securities will be listed or traded; and

Any other material information about the offering and sale of the securities.

Our Class A common stock is listed on the New York Stock Exchange under the symbol **LEN** and our Class B common stock is listed on the New York Stock Exchange under the symbol **LEN.B**.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____.

TABLE OF CONTENTS

| | |
|--|---|
| <u>ABOUT THIS PROSPECTUS</u> | i |
| <u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u> | i |
| <u>LENNAR CORPORATION</u> | 1 |
| <u>USE OF PROCEEDS</u> | 1 |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u> | 1 |
| <u>DESCRIPTION OF DEBT SECURITIES</u> | 2 |
| <u>DESCRIPTION OF COMMON STOCK AND PREFERRED STOCK</u> | 5 |
| <u>DESCRIPTION OF PARTICIPATING PREFERRED STOCK</u> | 7 |
| <u>DESCRIPTION OF DEPOSITARY SHARES</u> | 7 |
| <u>DESCRIPTION OF WARRANTS</u> | 8 |
| <u>LEGAL MATTERS</u> | 9 |
| <u>EXPERTS</u> | 9 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u> | 9 |

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

10

EX. 12.1: COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGESEX. 23.2: CONSENT OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement filed by us with the Securities and Exchange Commission utilizing a shelf registration process. Under this shelf registration process, we may, from time-to-time, sell any combination of securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities under this registration statement, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus, the information incorporated by reference into this prospectus and any applicable prospectus supplement together with additional information described under the heading *Where You Can Find More Information*.

No person has been authorized to provide you with any information or to make any representations, other than the information and representations contained in this prospectus and any prospectus supplement. If provided or made, that information or those representations may not be relied upon as having been authorized by us. This prospectus and any prospectus supplement does not constitute an offer to or solicitation of any person in any jurisdiction in which such an offer or solicitation would be unlawful.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements in this prospectus and the documents incorporated by reference into this prospectus are forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding our business, financial condition, results of operations, cash flows, strategies and prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described under the caption *Risk Factors Relating to Our Business* in Item 1 of our Annual Report on Form 10-K for our fiscal year ended November 30, 2004, which is incorporated into this prospectus by reference, and other factors that may be included in a prospectus supplement or in our other filings with the Securities and Exchange Commission. We do not undertake any obligation to update forward-looking statements.

Table of Contents**LENNAR CORPORATION**

We are one of the nation's largest homebuilders and a provider of financial services. Our homebuilding operations include the sale and construction of single-family attached and detached homes, as well as the purchase, development and sale of residential land directly and through unconsolidated entities in which we have investments. Our financial services operations provide mortgage financing, title insurance, closing services and insurance agency services for both buyers of our homes and others. We sell substantially all of the loans that we originate in the secondary mortgage market. Through our financial services operations, we also provide high-speed Internet and cable television services to residents of communities we develop and to others.

We are a Delaware corporation. Our principal offices are located at 700 Northwest 107th Avenue, Miami, Florida 33172. Our telephone number at these offices is (305) 559-4000. Our website address is www.lennar.com. The information on our website is not part of this prospectus.

USE OF PROCEEDS

Except as may be set forth in a prospectus supplement, we intend to add the net proceeds from sales of securities to our general corporate funds, which we may use to repay indebtedness, including indebtedness of our wholly-owned subsidiaries, for acquisitions, or for other general corporate purposes. We are always looking at the possibility of acquiring homebuilders and other companies. However, we currently have no agreements or understandings regarding any significant transactions, and it is possible we will not enter into any significant transactions in the near future.

RATIO OF EARNINGS TO FIXED CHARGES

For the purpose of calculating the ratio of earnings to fixed charges, earnings consist of income from continuing operations before income taxes plus fixed charges and certain other adjustments. Fixed charges consist of interest incurred on all indebtedness related to continuing operations (including amortization of original issue discount), and the implied interest component of our rent obligations.

| | Three Months Ended | | Years Ended November 30, | | | | |
|------------------------------------|----------------------|----------------------|--------------------------|------|------|------|------|
| | February 28, 2005 | February 29, 2004 | 2004 | 2003 | 2002 | 2001 | 2000 |
| Ratio of earnings to fixed charges | 7.4x | 6.8x | 9.7x | 8.6x | 6.7x | 5.3x | 3.5x |

There was no preferred stock or participating preferred stock outstanding for any of the periods shown above. Accordingly, the ratio of earnings to combined fixed charges and preferred stock and participating preferred stock dividends was identical to the ratio of earnings to fixed charges.

Table of Contents

DESCRIPTION OF DEBT SECURITIES

We may issue debt securities under either (a) an indenture dated as of June 25, 2004 with U.S. Bank Trust, National Association, as trustee, or (b) an indenture dated as of December 31, 1997, with J.P. Morgan Trust Company, National Association (as successor to First National Bank of Chicago, National Association) as trustee. Both of these indentures are included as exhibits to the registration statement of which this prospectus forms a part. We may supplement either of these indentures from time to time. The following paragraphs describe some of the provisions of the indentures, however specific terms applicable to debt securities may be set forth in supplemental indentures and described in the prospectus supplement related to the securities being offered by that prospectus supplement. The terms applicable to specific debt securities may differ materially from the description set forth below. Therefore, you should read the indenture, as well as any applicable supplemental indenture, before investing in our debt securities.

General

The debt securities will be direct obligations of our company and may be either senior debt securities or subordinated debt securities. Some or all of the co-registrants (each of which is our direct or indirect subsidiary) under the registration statement which includes this prospectus, may guaranty our payment of debt securities issued under this prospectus. In addition, the debt securities may be secured by the shares of some or all of our subsidiaries. The indentures do not limit the principal amount of debt securities that we may issue. We may issue debt securities in one or more series. A supplemental indenture will set forth specific terms of each series of debt securities. There will be prospectus supplements relating to any particular series of debt securities that we may offer under this prospectus. Each prospectus supplement will describe:

the title of the debt securities and whether the debt securities are senior or subordinated debt securities;

any limit upon the aggregate principal amount of a series of debt securities that we may issue;

the date or dates on which principal of the debt securities will be payable and the amount of principal which will be payable;

the rate or rates (which may be fixed or variable) at which the debt securities will bear interest, if any, or contingent interest, if any, as well as the dates from which interest will accrue, the dates on which interest will be payable, the persons to whom interest will be payable, if other than the registered holders on the record date, and the record date for the interest payable on any payment date;

the currency or currencies in which principal, premium, if any, and interest, if any, will be paid;

whether our obligations with regard to the debt securities are guaranteed by some or all of our subsidiaries;

whether our obligations with regard to the debt securities are secured by shares of any or all of our subsidiaries;

| | \$0 | | \$26,442 | | | | | | |
|--------------------------|------|----|----------|-----|----------|----------|-----|-----|----------|
| Director Thomas Toto(3) | 2018 | \$ | 0 | \$0 | \$25,000 | \$8,918 | \$0 | \$0 | \$33,918 |
| Director Dean Janeway(4) | 2017 | \$ | 0 | \$0 | \$10,000 | \$16,442 | \$0 | \$0 | \$26,442 |
| Director Thomas Toto(3) | 2018 | \$ | 0 | \$0 | \$25,000 | \$8,918 | \$0 | \$0 | \$33,918 |
| Director Dean Janeway(4) | 2017 | \$ | 0 | \$0 | \$10,000 | \$16,442 | \$0 | \$0 | \$26,442 |

1. Mr. Burns was appointed as a director of the Company on January 24, 2013.
2. Mr. D’Agostino was appointed as a director of the Company on January 24, 2013.
3. Mr. Toto was appointed as a director of the Company on January 24, 2013.
4. Mr. Janeway was appointed as a director of the Company on January 24, 2013.

Directors and Executive Officers

The following table discloses our directors and executive officers as of April 17, 2018.

| Name | Age | Position |
|-------------------|-----|--|
| Carl Wolf | 74 | Chief Executive Officer and Chairman of the Board of Directors |
| Matthew Brown | 49 | President and Director |
| Larry Morgenstein | 67 | Chief Financial Officer |
| Steven Burns | 57 | Director |
| Alfred D'Agostino | 64 | Director |
| Thomas Toto | 63 | Director |
| Dean Janeway | 74 | Director |

Executive Officer Compensation

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the years ended January 31, 2017 and January 31, 2016.

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year(5) | Salary (\$) | Bonus (\$) | Stock Awards (\$) | Option Awards (\$)(4) | Non-Equity Incentive Plan Compensation (\$) | Non-Qualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Totals (\$) |
|-----------------------------|---------|-------------|------------|-------------------|-----------------------|---|--|-----------------------------|-------------|
|-----------------------------|---------|-------------|------------|-------------------|-----------------------|---|--|-----------------------------|-------------|

Edgar Filing: LENNAR CORP /NEW/ - Form S-3/A

| | | | | | | | | | |
|-----------------|------|------------|---|---|---|---|---|---|------------|
| Carl Wolf | | | | | | | | | |
| CEO/Chairman(1) | 2018 | \$ 160,000 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 160,000 |
| | 2017 | \$ 150,000 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 150,000 |
| Matt Brown | | | | | | | | | |
| President(2) | 2018 | \$ 186,000 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 186,000 |
| | 2017 | \$ 186,000 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 186,000 |
| Lewis Ochs | | | | | | | | | |
| Former CFO(3) | 2018 | \$ 121,200 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 121,200 |
| | 2017 | \$ 72,000 | 0 | 0 | 0 | 0 | 0 | 0 | \$ 72,000 |

1. Mr. Wolf was appointed as Chief Executive Officer of the Company on January 24, 2013.

Mr. Brown was appointed as President of the Company on January 24, 2013.

2.

3. Mr. Ochs resigned on April 1, 2018.

9

2018 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

STOCK AWARDS

| Name (a) | Number of Securities Underlying Unexercised Options (#) (b) | Number of Securities Underlying Unexercised Options (#) (c) | Equity Incentive Plan Awards: | | Expiration Date (f) | Number of Shares or Units of Stock That Have Not Vested (g) | Number of Shares or Units of Stock That Have Not Vested (h) | Number of Unearned Shares, Units or Other Rights That Have Not Vested (i) | Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (j) |
|---|---|---|---|-------------------------|---------------------|---|---|---|---|
| | | | Number of Securities Underlying Unexercised Options (#) (d) | Exercise Price (\$) (e) | | | | | |
| Carl Wolf Chief Executive Officer(1) | 0 | 0 | 0 | 0 | | | | | |
| Lewis Ochs Former CFO | 45,000 | 0 | 0 | \$ 1.00 | 4/26/2018 | | | | |
| | 4,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 | | | | |
| | 24,000 | 16,000 | 0 | \$ 1.38 | 11/2/2002 | | | | |
| Matthew Brown President(2) | 0 | 0 | 0 | 0 | | | | | |
| Steven Burns Director(3) | 10,000 | 0 | 0 | \$ 1.00 | 4/26/2018 | | | | |
| | 50,000 | 0 | 0 | \$ 0.39 | 4/13/2021 | | | | |
| | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 | | | | |
| Alfred D'Agostino | | | | | | | | | |

Edgar Filing: LENNAR CORP /NEW/ - Form S-3/A

| | | | | | |
|----------------------|--------|--------|---|---------|-----------|
| Director(4) | 10,000 | 0 | 0 | \$ 1.00 | 4/26/2018 |
| | 50,000 | 0 | 0 | \$ 0.39 | 4/13/2021 |
| | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 |
| Thomas | | | | | |
| Toto | | | | | |
| Director(5) | 10,000 | 0 | 0 | \$ 1.00 | 4/26/2018 |
| | 50,000 | 0 | 0 | \$ 0.39 | 4/13/2021 |
| | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 |
| Dan | | | | | |
| Altobello | | | | | |
| Director(6) | 10,000 | 0 | 0 | \$ 1.00 | 4/26/2018 |
| | 50,000 | 0 | 0 | \$ 0.39 | 4/13/2021 |
| | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 |
| Dean | | | | | |
| Janeway | | | | | |
| Director(7) | 10,000 | 0 | 0 | \$ 1.00 | 4/26/2018 |
| | 50,000 | 0 | 0 | \$ 0.39 | 4/13/2021 |
| | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 |
| David | | | | | |
| McGuire | | | | | |
| Former Director(7) | 25,000 | 0 | 0 | \$ 1.05 | 6/27/2022 |
| Brent Smith(8) | | | | | |
| | 6,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 4,000 | 8,000 | 0 | \$ 1.38 | 11/2/2022 |
| Chris Styler(8) | | | | | |
| | 12,000 | 6,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 3,334 | 6,666 | 0 | \$ 1.38 | 11/2/2022 |
| Dan Mancini(8) | | | | | |
| | 6,000 | 12,000 | 0 | \$ 0.60 | 5/2/2021 |
| Emma Rosario(8) | | | | | |
| | 2,000 | 1,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 2,000 | 4,000 | 0 | \$ 1.38 | 11/2/2022 |
| Eric Felice(8) | | | | | |
| | 8,000 | 4,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 8,000 | 16,000 | 0 | \$ 1.38 | 11/2/2022 |
| Joe Smith(8) | | | | | |
| | 12,000 | 6,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 10,000 | 20,000 | 0 | \$ 1.38 | 11/2/2022 |
| John Kaminsky(8) | | | | | |
| | 4,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 |
| | 2,000 | 4,000 | 0 | \$ 1.38 | 11/2/2022 |
| Pete de Pasquale(8) | | | | | |
| | 4,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 |
| Priscilla Goldman(8) | | | | | |
| | 4,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 |
| Rich Franco(8) | | | | | |
| | 4,000 | 2,000 | 0 | \$ 0.60 | 5/2/2021 |

Edgar Filing: LENNAR CORP /NEW/ - Form S-3/A

| | | | | | | | |
|------------------|--------|-------|---|---------|-----------|---------|-----------|
| | 2,000 | 4,000 | 0 | \$ 1.38 | 11/2/2022 | | |
| Scott Shaffer(8) | 12,000 | 6,000 | 0 | \$ 0.60 | 5/2/2021 | | |
| | | | | | | 125,666 | \$173,419 |

1. Mr. Wolf was appointed as Chief Executive Officer of the Company on January 24, 2013
2. Mr. Brown was appointed as President of the Company on January 24, 2013
3. Mr. Burns was appointed as a director of the Company on January 24, 2013
4. Mr. D'Agostino was appointed as a director of the Company on January 24, 2013
5. Mr. Toto was appointed as a director of the Company on January 24, 2013
6. Mr. Janeway was appointed as a director of the Company on January 24, 2013
7. Mr. McGuire was elected as a director of the Company on June 13, 2017 and resigned January 22, 2018. Mr. McGuire's Options expired on February 21, 2018.
8. Non-Management employee.
9. Shares vest upon a change of control of the Company

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

Table of Contents

The Audit Committee has reviewed and discussed the audited financial statements for fiscal year ended January 31, 2018 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

Audit Fees

Audit Fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. This category includes fees related to the performance of audits and attest services not required by statute or regulations, and accounts consultations regarding the application of GAAP to proposed transactions. The aggregate Audit Fees billed for the fiscal years ended January 31, 2018 and January 31, 2017, were \$40,000 and \$30,000, respectively.

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, other than those previously reported in this Item 14, for the fiscal year ended January 31, 2018 and January 31, 2017 were \$0 and \$0, respectively.

Tax Fees

Tax Fees consist of the aggregate fees billed for professional services rendered by our principal accounts for tax compliance, tax advice, and tax planning. These services include preparation for federal and state income tax returns. The aggregate Tax Fees billed for the years ended January 31, 2018 and January 31, 2017 were \$7,500 and \$5,000, respectively.

All Other Fees

Aggregate fees billed for professional services provided by RRBB other than those described above were \$0 for the years ended January 31, 2018 and January 31, 2017.

Audit Committee Pre-Approval Policies and Procedures

Table of Contents

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

There were the following transactions since the beginning of the Company's last fiscal year, in which the Company was a participant and the amount involved exceeded \$120,000, and in which any related person had or will have a direct or indirect material interest:

From March 1, 2010 through October 31, 2017, MamaMancini's is under a supply and management agreement with JEFE which was been extended to July 31, 2021. JEFE was 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.

On November 1, 2017, MamaMancini's, Joseph Epstein Food Enterprises, Inc., a New Jersey corporation ("JEFE"), and MMMB Acquisition, Inc., a Nevada corporation and wholly owned subsidiary of MamaMancini's ("Merger Sub"), completed a merger transaction whereby JEFE merged with and into Merger Sub, with Merger Sub continuing as the surviving entity and a wholly owned subsidiary of MamaMancini's. Under the terms of the Merger Agreement and in connection with the merger, the Company acquired all assets of JEFE. The consideration for the transaction was (a) the extinguishment of the Inter-Company Loan between the parties which was \$1,597,518 at July 31, 2017, (b) the assumption by the Company of all JEFE accounts payable and accrued expenses which are estimated to be \$2,656,948 at July 31, 2017, (c) assumption by the Company of certain third-party loans to JEFE totaling approximately \$782,000 and (d) indemnification of Carl Wolf with respect to his collateralization of a bank loan to JEFE in the amount of approximately \$250,000. As a result of the transaction, (i) the Company became the sole shareholder of JEFE, which became a wholly-owned subsidiary of the Company. No cash or stock was exchanged in connection with the transaction.

Two of our directors, Thomas Toto and Alfred D'Agostino work for World Wide Sales, Inc. ("World Wide Sales"), a perishable food broker that services the New York / New Jersey Metropolitan and Philadelphia marketplace. Mr. D'Agostino is the President of World Wide Sales. Pursuant to an informal arrangement, the Company has agreed to pay World Wide Sales the greater of \$4,000 or 3% sales commission on net sales (sales less any promotions, credits, allowance, and short pay) to supermarket chains headquartered in the New York Metropolitan area per month. To date, World Wide Sales has never been paid in excess of \$4,000 in any month.

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.

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of May 15, 2018 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possess sole voting and investment power with respect to the shares shown.

| Name of Beneficial Owner(1) | Shares | Percent (2) |
|---|---------------|----------------|
| 5% or Greater Stockholders | | |
| N/A | — | — |
| Named Executive Officers and Directors | | |
| Carl Wolf | 7,426,886 (3) | 22.80 % |
| Matthew Brown | 5,663,255 (4) | 17.75 % |
| Lawrence Morgenstein | 0 | 0.00 % |
| Steven Burns | 1,459,643 (5) | 4.56 % |
| Alfred D'Agostino | 1,008,575 (6) | 3.15 % |
| Thomas Toto | 844,443 (7) | 2.65 % |
| Dean Janeway | 389,336 (8) | 1.22 % |
| All executive officers and directors as a group (7 persons) | 16,792,138 | 52.13 %(2) |

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. In determining beneficial ownership of our Common Stock, the number of shares shown includes shares which the beneficial owner may acquire upon exercise of debentures, warrants and options which may be acquired within 60 days. In determining the percent of Common Stock owned by a person or entity on May 15, 2018, (a) the numerator is the number of shares of the class beneficially owned (1) by such person or entity, including shares which the beneficial ownership may acquire within 60 days of the conversion of Series A Preferred shares, exercise of debentures, warrants and options; and (b) the denominator is the sum of (i) the total shares of that class outstanding on May 15, 2018 31,793,944 shares of Common Stock and (ii) the total number of shares that the beneficial owner may acquire upon exercise of warrants and options. Unless otherwise stated, each beneficial owner has sole power to vote and dispose of its shares. The address of each of the holders is 25 Branca Road, East Rutherford, NJ 07073.

(2) Figures may not add up due to rounding of percentages.

The amount includes 6,170,356 shares held jointly with Ms. Marion F. Wolf and 482,455 shares held directly by (3) Mr. Wolf. Ms. Wolf is the wife of Mr. Carl Wolf. Mr. Wolf maintains full voting control of such shares. Share total also includes 774,075 shares issuable on the exercise of Warrants.

(4)

5,327,749 of the shares are held jointly with Ms. Karen Wolf and 228,098 shares are held by Mr. Brown. Ms. Wolf is the wife of Mr. Matthew Brown. Mr. Brown maintains full voting control of such shares. Share total includes 5,555,847 and 107,408 shares issuable on the exercise of Warrants.

(5) This amount includes 130,397 shares held by Steven Burns, 10,000 shares held by Milvia Burns, Mr. Burns' wife and 1,136,839 shares held by Point Prospect, Inc., a corporation which is wholly-owned by Steven Burns. Share total also includes 107,407 shares issuable on the exercise of Warrants and options to purchase 75,000 shares of common stock.

(6) This amount includes 126,938 shares directly held by Alfred D'Agostino, 699,230 shares held by Alfred D'Agostino Revocable Living Trust 11/6/2009, of which Alfred D'Agostino is the beneficial owner. Share total also includes 107,407 shares issuable on the exercise of Warrants and an option to purchase 75,000 shares of common stock.

(7) This amount includes 669,443 held by Thomas Toto and 66,667 held by Thomas and Andrea Toto, for which Thomas Toto is the beneficial owner. Share total also includes 33,333 shares issuable on the exercise of Warrants and an option to purchase 75,000 shares of common stock.

(8) This amount includes 191,035 shares held by Dean Janeway and 15,894 owned by Mary Janeway & Dean Janeway Jt Ten. Share total also includes 107,407 shares issuable on the exercise of Warrants and an option to purchase 75,000 shares of common stock.

SHAREHOLDER 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 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 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 Proxy Statements if they are receiving multiple copies of 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

May 16, 2017

16

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 June 18, 2017, at 12 noon EDT at 355 Murray Hill Parkway, East Rutherford, NJ 07073, 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
David McGuire 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 No. 1 and a ratification of Proposal No. 2.

¹. 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 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: _____, 2018

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.

