

MamaMancini's Holdings, Inc.
 Form 4
 February 06, 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)
 10/31/2016

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock ⁽¹⁾	10/31/2016		J ⁽²⁾	5,123 A \$ 0.488	730,056	D	
Common Stock ⁽¹⁾	10/31/2016		J ⁽³⁾	2,222 A \$ 0.45	732,278	D	
Series A Preferred Stock					500	D	

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

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
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	03/05/2012		A	25,372	03/05/2012 03/05/2017	Common Stock	25,372
Stock Option	\$ 1	04/26/2013		A	10,000	04/26/2013 04/26/2018	Common Stock	10,000

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 11/29/2016

__Signature of Date
Reporting Person

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) Mr. D'Agostino was issued such shares in lieu of compensation for Director Fees for August-October 2016.
- (3) Dividend issued On Series A Preferred Stock

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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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