

MAJESCO ENTERTAINMENT CO

Form 4

August 06, 2013

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 *
 Grafman Allan

2. Issuer Name **and** Ticker or Trading
 Symbol
 MAJESCO ENTERTAINMENT CO
 [COOL]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 160 RARITAN CENTER
 PARKWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/03/2013

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

(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

EDISON, NJ 08837

(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)
Common Stock	03/15/2013		G(1)	V 4,000 (1)	D \$ 0 125,169	D	
Restricted Common Stock	08/03/2013		A	18,750 (2)	A \$ 0 143,919	D	
Common Stock	08/05/2013		S	19,672 (3)	D \$ 0.62 124,247	D	
Common Stock	03/15/2013		G(1)	V 3,000 (1)	A \$ 0 3,000	I	By children
	03/15/2013		G(1)	V	A \$ 0 1,000	I	

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Common Stock	1,000 <u>(1)</u>	By reporting person as UGMA custodian for child
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options	\$ 0.64	08/03/2013		A	63,493	<u>(4)</u> 08/03/2020	Common Stock	63,493

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grafman Allan 160 RARITAN CENTER PARKWAY EDISON, NJ 08837	X

Signatures

/s/ Allan
Grafman 08/06/2013

__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)

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This transaction involved a gift of securities by the reporting person of 1,000 shares of common stock of the issuer to each one of his four children, 1,000 of which were transferred to the reporting person as custodian for his minor son under the Uniform Gifts to Minors Act and the remaining 3,000 of which were transferred to accounts of his adult children over which the reporting person has power of attorney. The reporting person disclaims beneficial ownership of the shares held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of any of his children's shares for the purposes of Section 16 or for any other purpose.

- (2) Quarterly restricted stock grant pursuant to the issuer's director compensation policy that vests 180 days from the grant date.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Plan.
- (4) Annual option grant pursuant to the Issuer's director compensation policy, which options vest over a two-year period with one-half vesting on each of the first and second anniversaries of the date of issuance.

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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