

MAJESCO ENTERTAINMENT CO

Form 4

December 19, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Aronson Laurence

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)

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

12/17/2014

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

160 RARITAN CENTER
PARKWAY

(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)
			Code	V	Amount (A) or (D)	Price	
Restricted Common Stock	12/17/2014		A		23,295 (1)	\$ 0	63,419 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	
Stock Options	\$ 0.68	12/17/2014		A		71,705	(2) (3)	Common Stock
								Amount or Number of Shares
								71,705
								\$

Reporting Owners

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

Signatures

/s/ Laurence
Aronson 12/19/2014

**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) Shares of Restricted Common Stock were granted under the terms of the Issuer's Amended and Restated 2004 Employee, Director and Consultant Incentive Plan and vesting is contingent on the occurrence of (i) one or more acquisitions by the Issuer of any business, assets, stock licenses, interests or properties approved by the stockholders of the Issuer or any acquisition involving assets, shares of capital stock, any purchase, merger, consolidation, recapitalization, or reorganization or involving any licensing, royalties, sharing arrangement or otherwise, which value of such transaction is in excess of \$25,000,000 for the Issuer's interest therein, (ii) a public or private financing in which the Issuer receives gross proceeds of at least \$7,500,000 in one or more transactions or (iii) a change of control (such events listed in (i) through (iii), a "Triggering Event").
- (2) The Stock Options were granted under the Issuer's 2014 Equity Incentive Plan (the "2014 Plan") and vesting is contingent on shareholder approval of the 2014 Plan and the occurrence of a Triggering Event.
- (3) The expiration date of the Stock Options shall be five years from the date of a Triggering Event.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.