

Janeway Dean
 Form 4/A
 November 19, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Janeway Dean

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)
 2700 N. OCEAN
 DRIVE, APARTMENT 1901A

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/04/2018

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

(Street)
 SINGER ISLAND,, FL 33401

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/14/2018

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	07/27/2017		J ⁽¹⁾	886 A \$ 1.08	166,441	D	
Common Stock	07/27/2017		C ⁽²⁾	74,074 A \$ 0.675	240,518	D	

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	\$ 0.8	09/04/2018		A	25,000	<u>(4)</u>	09/03/2023	Common Stock	25,000
Stock Option	\$ 1.05	06/28/2017		A	25,000	<u>(3)</u>	06/27/2022	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janeway Dean 2700 N. OCEAN DRIVE APARTMENT 1901A SINGER ISLAND,, FL 33401	X			

Signatures

/s/ Dean
Janeway
11/19/2018
Date

**Signature of 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) Dividend issued on Series A Preferred Stock
- (2) Automatic conversion of Series A Preferred Stock
- (3) Exercisable 25% on 8/1/2017, 11/1/2017, 2/1/2018 and 5/1/2018, respectively
- (4) Exercisable 25% on 11/1/2018, 2/1/2019, 5/1/2019 and 8/1/2019, 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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