

MAJESCO ENTERTAINMENT CO
 Form 4
 December 19, 2014

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 *
 Wilson Stephen R

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2014

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

EDISON, NJ 08837
 (City) (State) (Zip)

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

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)	Price		
				Code	V	Amount	
Restricted Common Stock	12/17/2014		A	(1)	15,530	A	\$ 0 65,043 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)

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 Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(2)	(3)		
Stock Options	\$ 0.68	12/17/2014		A	64,470	(2)	(3)	Common Stock	64,470

Reporting Owners

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

Signatures

/s/ Stephen R.
Wilson
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.