

MAJESCO ENTERTAINMENT CO  
Form S-8 POS  
July 01, 2016

As filed with the Securities and Exchange Commission on July 1,  
2016

Registration No. 333-211959

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
(Post Effective Amendment No. 1)

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MAJESCO ENTERTAINMENT COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

06-1529524  
(I.R.S. Employer  
Identification Number)

4041-T Hadley Road  
S. Plainfield, New Jersey 07080  
(Address of Principal Executive Offices, Including Zip Code)

MAJESCO ENTERTAINMENT COMPANY  
2016 EQUITY INCENTIVE PLAN  
(Full Title of the Plan)

Barry Honig  
Chief Executive Officer  
Majesco Entertainment Company  
4041-T Hadley Road  
S. Plainfield, New Jersey 07080  
(732) 225-8910  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:  
Harvey Kesner, Esq.  
Sichenzia Ross Friedman Ferece LLP  
61 Broadway, 32nd Floor  
New York, New York 10006  
(212) 930-9700

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting  
company)

Smaller reporting company

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form S-8 (File No 333-211959) filed on June 10, 2016 (the “Original S-8”) is being filed by Majesco Entertainment Company (the “Company”) to include Exhibit 5.1 which was inadvertently omitted from the Original S-8. Except as described herein, this Amendment does not update, amend or modify any other information, statement or disclosure contained in the Original S-8.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 8. EXHIBITS

See Exhibit Index following signature page.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of S. Plainfield, and State of New Jersey, on the 1st day of July 2016.

## MAJESCO ENTERTAINMENT COMPANY

By: /s/ Barry Honig  
Barry Honig  
Chief Executive Officer

By: /s/ John Stetson  
John Stetson  
Chief Financial Officer

## POWER OF ATTORNEY

The registrant and each person whose signature appears below constitutes and appoints Barry Honig and John Stetson and each of them singly, his, her or its true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him, her or it and in his, her or its name, place and stead, in any and all capacities, to sign and file any and all amendments (including post-effective amendments) to this registration statement on Form S-8, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he, she, or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Name                             | Title   | Date         |
|----------------------------------|---|--------------|
| /s/ Barry Honig<br>Barry Honig   | Chief Executive Officer<br>and Chairman<br>(Principal Executive<br>Officer) | July 1, 2016 |
| /s/ John Stetson<br>John Stetson | Chief Financial Officer<br>(Principal Financial<br>Officer)                 | July 1, 2016 |
| /s/ *<br>Michael Brauser         | Director  | July 1, 2016 |
| /s/ *<br>Edward M. Karr          | Director  | July 1, 2016 |



INDEX TO EXHIBITS

| Exhibit Number | Description of Exhibit  |
|----------------|---|
| (4)            | INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES   |
| 4.1            | Restated Certificate of Incorporation of Majesco Entertainment Company (incorporated herein by reference to Exhibit 3.01 to the Company's Quarterly Report on Form 10-Q filed with the Commission on September 15, 2014). |
| 4.2            | Restated Bylaws of Majesco Entertainment Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on June 17, 2005).                                |
| (5)            | OPINION REGARDING LEGALITY  |
| 5.1            | Opinion of Sichenzia Ross Friedman Ference with respect to the legality of the securities being registered.*  |
| (10)           | MATERIAL CONTRACTS  |
| 10.1           | Majesco Entertainment Company 2016 Equity Incentive Plan (incorporated herein by reference to the Company's proxy statement filed with the Commission on April 21, 2016).   |
| (23)           | CONSENT OF EXPERTS AND COUNSEL  |
| 23.1           | Consent of EisnerAmper LLP.**   |
| 23.2           | Consent of Sichenzia Ross Friedman Ference LLP (contained in their opinion filed as Exhibit 5.1).*  |
| (24)           | POWERS OF ATTORNEY  |
| 24.1           | Powers of Attorney .**  |

\*Filed herewith

\*\* Previously filed