

MamaMancini's Holdings, Inc.
Form 8-K
June 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 26, 2015**

MAMAMANCINI'S HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Nevada | 000-28629 | 27-067116 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**25 Branca Road
East Rutherford, NJ 07073**

(Address of Principal Executive Offices)

(201) 531-1212

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.03 Material Modification to Rights of Security Holders.

On June 2, 2015, the MamaMancini's Holdings, Inc. (the "Company") filed a Certificate of Designation (the "Series A Preferred Certificate of Designation") with the Secretary of State of the State of Nevada for its Series A Convertible Preferred Stock (the "Series A Preferred"), which, among other things, established the designation, powers, rights, privileges, preferences and restrictions of the Series A Preferred. On June 26, 2015, the Company filed an Amendment to the Series A Preferred Certificate of Designation (the "Series A Preferred Amendment") with the Secretary of State of the State of Nevada.

The Company filed the Series A Preferred Amendment in order to (i) clarify the circumstances under which the Series A Preferred would be automatically convertible; and (ii) allow for dividends to be paid quarterly, in cash or in stock at the option of the holder of Series A Preferred; provided however, if and to the extent there are not funds legally available for the payment of dividends in cash, then the dividends on the Series A Preferred shall be paid in additional fully paid and non-assessable shares of the Company's common stock.

The foregoing description of the Series A Preferred Stock Certificate of Designation and the Series A Preferred Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the Series A Preferred Stock Certificate of Designation and the Series A Preferred Amendment, copies of which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 26, 2015, the Company filed the Series A Preferred Amendment with the Secretary of State of the State of Nevada for its Series A Preferred.

Item 3.03 is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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The exhibits listed in the following exhibit index are filed as part of this Current Report on Form 8-K.

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Series A Convertible Preferred Stock Certificate of Designation (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 12, 2015) |
| 3.2* | Series A Convertible Preferred Stock Amendment to Certificate of Designation After Issuance of Class or Series, as filed with the Secretary of State of the State of Nevada on June 26, 2015. |

* *filed herewith*

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MamaMancini's Holdings,
Inc.**

Date: June 29, 2015 By: */s/ Carl Wolf*
Name: Carl Wolf
Title: Chief Executive Officer

