

MamaMancini's Holdings, Inc.
Form 8-K
September 08, 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): **September 2, 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

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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 5.07 Submission of Matters to a Vote of Security Holders.

On September 2, 2015, MamaMancini's Holdings, Inc. (the "Company") held its 2015 Annual Meeting of Stockholders (the "Meeting").

As of August 11, 2015, the record date for the Meeting, there were 26,151,533 shares of the Company's common stock entitled to vote.

At the Meeting, the shareholders voted on the following four proposals and cast their votes as follows:

1. To elect Directors, the seven (7) persons named herein as nominees for directors of the Company, to hold office until the next annual meeting of stockholders and until their respective successors have been duly elected and qualified including Carl Wolf, Matthew Brown, Steven Burns, Alfred D'Agostino, Thomas Toto, Dan Altobello and Dean Janeway.

| | FOR | WITHHELD |
|-------------------|------------|----------|
| Carl Wolf | 13,937,464 | 30,991 |
| Matthew Brown | 13,937,464 | 30,991 |
| Steven Burns | 13,937,464 | 31,091 |
| Alfred D'Agostino | 13,937,464 | 30,991 |
| Thomas Toto | 13,937,464 | 31,091 |
| Dan Altobello | 13,937,464 | 64,425 |
| Dean Janeway | 13,937,464 | 64,525 |

2. To ratify the appointment of RRBB Accountants & Advisors as the Company's independent auditors for the fiscal year ending January 31, 2016.

| | FOR | AGAINST | ABSTAIN |
|------------------------|------------|---------|---------|
| # of Shares Cast/Voted | 13,913,139 | 55,316 | 0 |

3. To hold an advisory vote on the executive compensation:

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| | FOR | AGAINST | ABSTAIN |
|------------------------|------------|---------|---------|
| # of Shares Cast/Voted | 13,934,949 | 29,491 | 4,015 |

4. To hold an advisory vote on the frequency of the advisory vote of executive compensation:

| | ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN |
|------------------------|-------------|--------------|----------------|---------|
| # of Shares Cast/Voted | 227,577 | 13,346,674 | 392,204 | 2,000 |

Accordingly, the proposals 1-3 were approved and the proposal 4 was voted for “Two Year” frequency.

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: September 8, 2015 By: */s/ Carl Wolf*
Name: Carl Wolf
Title: Chief Executive Officer

