ALAMO GROUP INC
Form 4
September 24, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEHRLE RICHARD J
(Last) (First) (Middle)
1502 EAST WALNUT
(Street)
SEGIN, TX 78155
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ALAMO GROUP INC [ALG]

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/24/2008		M		3,750	A	$ 9.25	4,940	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)

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (Right to Buy)	$ 9.25	09/24/2008		M			3,750	08/31/2000 (1)	08/31/2009	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEHRLE RICHARD J 1502 EAST WALNUT SEGIN, TX 78155			Vice President & Controller	

Signatures

Richard J. Wehrle	09/24/2008
**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) Employee stock option granted pursuant to the Alamo Group Amended and Restated 1994 Incentive Stock Option Plan. The option vested in 5 equal annual installments beginning on 8/31/2000.

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. /TR>**CASH FLOWS FROM FINANCING ACTIVITIES:** Proceeds from issuance of preferred stock 350,000 - Proceeds from issuance of common stock - 1,180,003 Stock issuance costs (150,811) (149,213)Deferred offering costs (19,021) - Proceeds from demand notes 650,000 - Proceeds from common stock subscribed - 100,000 Debt issuance costs (6,191) (14,484)Borrowings (repayment) of line of credit, net (357,936) 70,637 Repayment of term loan (60,000) - **Net Cash Provided By Financing Activities** 406,041 1,186,943 **Net Decrease in Cash** (458,059) (1,426,866) **Cash - Beginning of Period** 854,995 1,541,640 **Cash - End of Period** $396,936 $114,774 **SUPPLEMENTARY CASH FLOW INFORMATION:** Cash Paid During the Period for: Income taxes $- $- Interest $223,062 $43,344 **SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING**

AND FINANCING ACTIVITIES: Stock issuance costs paid in the form of warrants $76,608 $171,981 Conversion of notes to preferred stock $650,000 $- Stock issued for debt discount on convertible note $39,600 $- Accrued dividends $10,959 $-

See accompanying notes to the condensed consolidated financial statements

F-5

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Note 1 - Nature of Operations and Basis of Presentation

Nature of Operations

MamaMancini's Holdings, Inc. (the "Company"), (formerly known as Mascot Properties, Inc.) was organized on July 22, 2009 as a Nevada corporation. The Company has a year end of January 31.

Current Business of the Company

The Company is a manufacturer and distributor of beef meatballs with sauce, turkey meatballs with sauce, and other similar meats and sauces. The Company's customers are located throughout the United States, with a large concentration in the Northeast and Southeast.

Basis of Presentation

The condensed consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

The unaudited financial information furnished herein reflects all adjustments, consisting solely of normal recurring items, which in the opinion of management are necessary to fairly state the financial position of the Company and the results of its operations for the periods presented. This report should be read in conjunction with the Company's consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended January 31, 2015 filed on May 1, 2015. The Company assumes that the users of the interim financial information herein have read or have access to the audited financial statements for the preceding fiscal year and that the adequacy of additional disclosure needed for a fair presentation may be determined in that context. The results of operations for the interim periods presented are not necessarily indicative of results for the year ending January 31, 2016.

Liquidity

As further described below, the Company entered into a fourth Financial Advisory and Investment Banking Agreement (the "IBA") with Spartan Capital Securities, LLC ("Spartan") effective April 1, 2015 (the "Spartan Advisory Agreement"). In connection with the IBA, Spartan is currently undertaking a best efforts private placement of up to $10 million of the Company's Series A Convertible Preferred Stock. As of September 11, 2015, the Company has raised $1,185,000.

The Company estimates that it will significantly reduce its cash needs in subsequent quarters. The Company has already substantially lowered its marketing and sales overhead expenses since the first quarter and plans to increase utilization of production capacity. Additionally, the Company has completed the cost of the changeover to new packaging sizes with higher gross margins; plans to increase margins with sales orientated to the fresh food sections of supermarkets and to direct to consumer sales such as QVC and anticipates volume increases from new and existing accounts from the present sales base.

In addition, since April 2015, the Company eliminated sales to about 10% of its customers that had a negative profit contribution.

The Company has prepared plans to substantially further lower its administration and marketing cash overhead in the event that additional capital resources are limited in comparison to the Company's cash needs however, there is no guarantee that such activities will adequately sustain the Company's cash flow needs. The Company continues to explore potential expansion opportunities in the industry in order to boost sales while leveraging distribution systems to consolidate lower costs.

Currently, we plan to raise additional capital with the continued offering of our Series A Convertible Preferred Stock. The Company is also exploring other equity and/or debt financing structures but there is no assurance that additional equity or debt financing will be available to us when needed, on acceptable terms or even at all.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Note 2 - Summary of Significant Accounting Policies

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for doubtful accounts, inventory obsolescence and the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Risks and Uncertainties

The Company operates in an industry that is subject to intense competition and change in consumer demand. The Company's operations are subject to significant risk and uncertainties including financial and operational risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in sales and earnings. The factors expected to contribute to this variability include, among others, (i) the cyclical nature of the grocery industry, (ii) general economic conditions in the various local markets in which the Company competes, including the general downturn in the economy, and (iii) the volatility of prices pertaining to food and beverages in connection with the Company's distribution of the product. These factors, among others, make it difficult to project the Company's operating results on a consistent basis.

Cash

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. The Company held no cash equivalents at July 31, 2015 or January 31, 2015.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of July 31, 2015 and January 31, 2015, the Company had reserves of $2,000.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Inventories

Inventories are stated at average cost using the first-in, first-out (FIFO) valuation method. Inventory was comprised of the following at July 31, 2015 and January 31, 2015:

	July 31, 2015	**January 31, 2015**
Finished goods	$330,259	$301,170

Property and Equipment

Property and equipment are recorded at cost. Depreciation expense is computed using straight-line methods over the estimated useful lives.

Asset lives for financial statement reporting of depreciation are:

Machinery and equipment	2-7 years
Furniture and fixtures	3-5 years
Leasehold improvements	3-10 years

Fair Value of Financial Instruments

For purpose of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amount of the Company's short term financial instruments approximates fair value due to the relatively short period to maturity for these instruments.

Stock Issuance Costs

Stock issuance costs are capitalized as incurred. Upon the completion of the offering, the stock issuance costs are reclassified to equity and netted against proceeds. In the event the costs are in excess of the proceeds, the costs are recorded to expense. In the case of an aborted offering, all costs are expensed. Offering costs recorded to equity for the six months ended July 31, 2015 and 2014 were $227,419 and $321,194, respectively. As of July 31, 2015 and January 31, 2015, there were capitalized costs of $19,021 and $0, respectively.

Research and Development

Research and development is expensed as incurred. Research and development expenses for the three months ended July 31, 2015 and 2014 were $20,479 and $24,091, respectively. Research and development is expensed as incurred. Research and development expenses for the six months ended July 31, 2015 and 2014 were $43,558 and $42,992, respectively.

Shipping and Handling Costs

The Company classifies freight billed to customers as sales revenue and the related freight costs as cost of sales.

Revenue Recognition

The Company records revenue for products when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) the product is delivered, (3) the sales price to the customer is fixed or determinable, and (4) collectability of the related customer receivable is reasonably assured. There is no stated right of return for products.

The Company meets these criteria upon shipment.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Expenses such as slotting fees, sales discounts, and allowances are accounted for as a direct reduction of revenues as follows:

	Six Months Ended July 31, 2015	**Six Months Ended July 31, 2014**
Gross Sales	$6,249,578	$5,021,325
Less: Slotting, Discounts, Allowances	157,099	188,408
Net Sales	$6,092,479	$4,832,917

Cost of Sales

Cost of sales represents costs directly related to the production and manufacturing of the Company's products. Costs include product development, freight, packaging, and print production costs.

Advertising

Costs incurred for producing and communicating advertising for the Company are charged to operations as incurred. Producing and communicating advertising expenses for the three months ended July 31, 2015 and 2014 were $521,626 and $549,560, respectively. Producing and communicating advertising expenses for the six months ended July 31, 2015 and 2014 were $1,438,558 and $1,265,859, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC Topic 718, “Accounting for Stock-Based Compensation” (“ASC 718”) which establishes financial accounting and reporting standards for stock-based employee compensation. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans in accordance with ASC 718. The Company accounts for share-based payments to non-employees in accordance with ASC 505-50 “Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling Goods or Services”.

The Company recognizes all forms of share-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Share-based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Grants of share-based payment awards issued to non-employees for services rendered have been recorded at the fair value of the share-based payment, which is the more readily determinable value. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock-based compensation expenses are included in cost of goods sold or selling, general and administrative expenses, depending on the nature of the services provided, in the Consolidated Statement of Operations. Share-based payments issued to placement agents are classified as a direct cost of a stock offering and are recorded as a reduction in additional paid in capital.

For the three months ended July 31, 2015 and 2014, share-based compensation amounted to $77,621 and $248,982, respectively. Of the $77,621 and $248,982 recorded for the three months ended July 31, 2015 and 2014, $76,608 and $77,047 were direct costs of a stock offering and have been recorded as a reduction in additional paid in capital.

For the six months ended July 31, 2015 and 2014, share-based compensation amounted to $79,663 and $348,081, respectively. Of the $79,663 and $348,081 recorded for the six months ended July 31, 2015 and 2014, $76,608 and $171,981 were direct costs of a stock offering and have been recorded as a reduction in additional paid in capital.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

For the six months ended July 31, 2015 and 2014, when computing fair value of share-based payments, the Company has considered the following variables:

	July 31, 2015	July 31, 2014
Risk-free interest rate	1.74 %	0.26% to 1.76 %
Expected life of grants	5 years	1 to 5 years
Expected volatility of underlying stock	184 %	144% to 193 %
Dividends	0 %	0 %

The expected option term is computed using the "simplified" method as permitted under the provisions of Staff Accounting Bulletin ("SAB") 110. The Company uses the simplified method to calculate expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

The expected stock price volatility for the Company's stock options was determined by the historical volatilities for industry peers and used an average of those volatilities. Risk free interest rates were obtained from U.S. Treasury rates for the applicable periods.

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss), adjusted for changes in income or loss that resulted from the assumed conversion of convertible shares, by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

The Company had the following potential common stock equivalents at July 31, 2015:

Series A Preferred	1,000,000
Liabilities to be settled in stock	65,617
Common stock subscribed	66,667
Common stock warrants, exercise price range of $1.00-$2.50	1,884,735
Common stock options, exercise price of $1.00-$2.97	496,404
Total common stock equivalents	3,513,423

The Company had the following potential common stock equivalents at July 31, 2014:

Common stock subscribed	66,667
Common stock warrants, exercise price of $1.00-$2.50	1,111,401
Common stock options, exercise price of $1.00-$2.97	564,404
Total common stock equivalents	1,742,472

Since the Company reflected a net loss during the three and six months ended July 31, 2015 and 2014, the effect of considering any common stock equivalents, would have been anti-dilutive. A separate computation of diluted earnings (loss) per share is not presented.

Income Taxes

Income taxes are provided in accordance with ASC No. 740, "Accounting for Income Taxes". A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the period of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company is no longer subject to tax examinations by tax authorities for years prior to 2012.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. The revenue recognition standard affects all entities that have contracts with customers, except for certain items. The new revenue recognition standard eliminates the transaction and industry-specific revenue recognition guidance under current GAAP and replaces it with a principle-based approach for determining revenue recognition. On July 9th the effective date was delayed one year by a vote by the FASB. Public business entities, certain not-for-profit entities, and certain employee benefit plans would apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application would be permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company has reviewed the applicable ASU and has not, at the current time, quantified the effects of this pronouncement, however it believes that there will be no material effect on the consolidated financial statements.

In March 2015, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. The amendments are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption of the amendments is permitted for financial statements that have not been previously issued. The amendments should be applied on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. Upon transition, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These disclosures include the nature of and reason for the change in accounting principle, the transition method, a description of the prior-period information that has been retrospectively adjusted, and the effect of the change on the financial statement line items (i.e., debt issuance cost asset and the debt liability). The Company is currently evaluating the effects of ASU 2015-03 on the condensed consolidated financial statements.

Note 3 - Property and Equipment:

Property and equipment on July 31, 2015 and January 31, 2015 are as follows:

	July 31, 2015	**January 31, 2015**
Machinery and Equipment	$1,104,930	$1,060,066
Furniture and Fixtures	17,942	16,887
Leasehold Improvements	329,331	274,567
	1,452,203	1,351,520
Less: Accumulated Depreciation	364,360	226,775
	$1,087,843	$1,124,745

Depreciation expense charged to income for the three months ended July 31, 2015 and 2014 amounted to $70,385 and $44,736, respectively. Depreciation expense charged to income for the six months ended July 31, 2015 and 2014 amounted to $137,585 and $59,473, respectively.

F-11

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Note 4 - Investment in Meatball Obsession, LLC

During 2011 the Company acquired a 34.62% interest in Meatball Obsession, LLC ("MO") for a total investment of $27,032. This investment is accounted for using the equity method of accounting. Accordingly, investments are recorded at acquisition cost plus the Company's equity in the undistributed earnings or losses of the entity.

At December 31, 2011 the investment was written down to $0 due to losses incurred by MO.

The Company's ownership interest in MO has decreased due to dilution. At July 31, 2015 and January 31, 2015, the Company's ownership interest in MO was 12% and 13%, respectively.

Note 5 - Related Party Transactions

Joseph Epstein Foods

On March 1, 2010, the Company entered into a five year agreement with Joseph Epstein Foods (the "Manufacturer") who is a related party. The Manufacturer is co-owned by the CEO and President of the Company. The Company analyzed the relationship with the Manufacturer to determine if the Manufacturer is a variable interest entity as defined by FASB ASC 810 "Consolidation". Based on this analysis, the Company has determined that the Manufacturer is a variable interest entity but the Company is not the primary beneficiary of the variable interest entity and therefore consolidation is not required. Under the terms of the agreement, the Company grants to the Manufacturer a revocable license to use the Company's recipes, formulas, methods and ingredients for the preparation and production of Company's products, for manufacturing the Company's product and all future improvements, modifications, substitutions and replacements developed by the Company. The Manufacturer in turn grants the Company the exclusive right to purchase the product. Under the terms of the agreement the Manufacturer agrees to manufacture, package, and store the Company's products and the Company has the right to purchase products from one or more other manufacturers, distributors or suppliers. The agreement contains a perpetual automatic renewal clause for a period of one year after the expiration of the initial term. During the renewal period either party may cancel the contract with written notice nine months prior to the termination date.

Under the terms of the agreement if the Company specifies any change in packaging or shipping materials which results in the manufacturer incurring increased expense for packaging and shipping materials or in the Manufacturer being unable to utilize obsolete packaging or shipping materials in ordinary packaging or shipping, the Company agrees to pay as additional product cost the additional cost for packaging and shipping materials and to purchase at cost such obsolete packaging and shipping materials. If the Company requests any repackaging of the product, other than due to defects in the original packaging, the Company will reimburse the Manufacturer for any labor costs incurred in repackaging. Per the agreement, all product delivery shipping costs are the expense of the Company. The Company agreed with the Manufacturer at the end of the last fiscal year that Company would purchase a minimum of $933,000 of product each month and that any amount below that sum would be a charge of 12% of that shortfall each month. In return, the Manufacturer obligated itself to offer the Company competitive prices and would not co-pack for other suppliers and would either maintain or lower its payable to the Company each quarter. In addition, the Manufacturer agreed to rebate the Company any overage of gross margin above 12% each month.

In addition, the Company made several unsecured loans to the Manufacturer during 2013. The loan to the Manufacturer is unsecured, does not bear interest and is due on demand.

From time to time the Company will make improvements to the Manufacturer's facility. The improvements are capitalized and depreciated over the estimated useful life of the supply agreement.

During the three months ended July 31, 2015 and 2014, the Company purchased inventory of $1,624,008 and $1,946,598, respectively, from the Manufacturer. During the six months ended July 31, 2015 and 2014, the Company purchased inventory of $4,049,630 and $4,054,056, respectively, from the Manufacturer.

During the three months ended July 31, 2015 and 2014, the Manufacturer incurred expenses of $6,000 and $12,000, respectively, on behalf of the Company for shared administrative expenses and salary expenses. During the six months ended July 31, 2015 and 2014, the Manufacturer incurred expenses of $12,000 and $24,000, respectively, on behalf of the Company for shared administrative expenses and salary expenses.

At July 31, 2015 and January 31, 2015, the amount due from the Manufacturer is $2,202,127 and $2,213,037, respectively.

F-12

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Meatball Obsession, LLC

A current director of the Company is the chairman of the board and shareholder of Meatball Obsession LLC ("MO").

For the three months ended July 31, 2015 and 2014, the Company generated approximately $6,528 and $35,927 in revenues from MO, respectively. For the six months ended July 31, 2015 and 2014, the Company generated approximately $31,936 and $43,293 in revenues from MO, respectively.

As of July 31, 2015 and January 31, 2015, the Company had a receivable of $6,528 and $6,768 due from MO, respectively.

Note 6 - Line of Credit

Effective January 3, 2014, the Company entered into a Sale and Security Agreement (the "Sale and Security Agreement") with Faunus Group International, Inc. ("FGI") to provide for a $1.5 million secured demand credit facility backed by its receivables and inventory (the "FGI Facility"). The Sale and Security Agreement has an initial three year term (the "Original Term") and shall be extended automatically for an additional one year for each succeeding term unless written notice of termination is given by either party at least sixty days prior to the end of the Original Term or any extension thereof. The Company and certain of its affiliates also entered into guarantees to guarantee the performance of the obligations under the Sale and Security Agreement (the "Guaranty Agreements"). The Company also granted FGI a security interest in and lien upon all of the Company's right, title and interest in and to all of its assets (as defined in the Sale and Security Agreement).

Pursuant to the FGI Facility, FGI can elect to purchase eligible accounts receivables ("Purchased Accounts") up to 70% of the value of such receivables (retaining a 30% reserve). At FGI's election, FGI may advance the Company up to 70% of the value of any Purchased Accounts, subject to the FGI Facility. Reserves retained by FGI on any Purchased Accounts are expected to be refunded to the Company net of interest and fees on advances once the receivables are collected from customers. The interest rate on advances or borrowings under the FGI Facility will be the greater of (i)

6.75% per annum and (ii) 2.50% above the prime rate. Any advances or borrowings under the FGI Facility are due on demand.

The Company also agreed to pay to FGI monthly collateral management fees of 0.42% of the average monthly balance of Purchased Accounts. The minimum monthly net funds employed during each contract year hereof shall be $500,000. Additionally, the Company paid FGI a one-time facility fee equal to 1% of the FGI Facility upon entry into the Sale and Security Agreement.

During the year ended January 31, 2015, the Company terminated its agreement with FGI and paid off all obligations due at the payoff date. Upon termination, additional fees and accrued interest of approximately $48,600 were paid and included in the interest expense.

As noted in Note 7, on September 3, 2014, the Company entered into a Loan and Security Agreement (“Loan and Security Agreement”) with Entrepreneur Growth Capital, LLC (“EGC”) which contains a line of credit. As of July 31, 2015 and January 31, 2015, the outstanding balance on the line of credit was $1,051,162 and $1,409,098, respectively, in relation to the EGC line of credit.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Note 7 - Loan and Security Agreement

On September 3, 2014, the Company entered into a Loan and Security Agreement ("Loan and Security Agreement") with Entrepreneur Growth Capital, LLC ("EGC"). The total facility is for an aggregate principal amount of up to $3,100,000. The facility consists of the following:

Accounts Revolving Line of Credit:	$2,150,000
Inventory Revolving Line of Credit:	$350,000
Term Loan:	$600,000

EGC may from time to time make loans in an aggregate amount not to exceed the Accounts Revolving Line of Credit up to 85% of the net amount of Eligible Accounts (as defined in the Loan and Security Agreement). EGC may from time to time make loans in an aggregate amount not to exceed the Inventory Revolving Line of Credit against Eligible Inventory (as defined in the Loan and Security Agreement) in an amount up to 50% of finished goods and in an amount up to 20% of raw material.

The revolving interest rates is equal to the highest prime rate in effect during each month as generally reported by Citibank, N.A. plus (a) 2.5% on loans and advances made against eligible accounts and (b) 4.0% on loans made against eligible inventory. The term loan bears interest at a rate of the highest prime rate in effect during each month as generally reported by Citibank, N.A. plus 4.0%. The initial term of the facility is for a period of two years and will automatically renew for an additional one year period. The Company is required to pay a one-time facility fee equal to 2.25% of the total $3,100,000 facility. In the event of default, the Company shall pay 10% above the stated rates of interest per the Agreement. The drawdowns are secured by all of the assets of the Company.

As of July 31, 2015 and January 31, 2015, the outstanding balance on the line of credit was $1,051,162 and $1,409,098, respectively.

On September 3, 2014, the Company also entered into a 5 year $600,000 Secured Promissory Note ("EGC Note") with EGC. The EGC Note is payable in 60 monthly installments of $10,000. The EGC Note bears interest at the prime rate plus 4.0% and is payable monthly, in arrears. In the event of default, the Company shall pay 10% above the stated rates of interest per the Loan and Security Agreement. The EGC Note is secured by all of the assets of the Company. The outstanding balance on the term loan was $500,000 and $560,000 as of July 31, 2015 and January 31, 2015, respectively.

Additionally, in connection with the Loan and Security Agreement, Carl Wolf, the Company's Chief Executive Officer entered into a Guarantee Agreement with EGC, personally guaranteeing all the amounts borrowed on behalf of the Company under the Loan and Security Agreement.

Note 8 – Convertible Note

On December 19, 2014, the Company entered into a securities purchase agreement (the "Manatuck Purchase Agreement") with Manatuck Hill Partners, LLC ("Manatuck") whereby the Company issued a convertible redeemable debenture (the "Manatuck Debenture") in favor of Manatuck. The Manatuck Debenture is for $2,000,000 bearing interest at a rate of 14% and matures in February 2016. Upon issuance of the Manatuck Debenture, the Company granted Manatuck 200,000 shares of the Company's restricted common stock. In April 2015, the maturity date was extended to May 2016 and 30,000 shares of restricted common stock were issued to Manatuck. Based on management's review, the accounting for debt modification applied. The Company valued the 30,000 shares at the grant date share price of $1.32 and recorded $39,600 to debt discount on the condensed consolidated balance sheet.

Optional conversion to convertible preferred stock is available upon completion of a qualified offering (as defined in the Manatuck Purchase Agreement) while the Manatuck Debenture is outstanding. Upon conversion of the Manatuck Debenture, the Company shall issue Manatuck shares of common stock as defined in the Manatuck Purchase Agreement.

Upon issuance of the debenture and subsequent extension, a debt discount of $498,350 was recorded for the fees incurred by the buyer as well as the value of the common shares granted to Manatuck. The debt discount will be amortized over the earlier of (i) the term of the debt or (ii) conversion of the debt, using the straight-line method which approximates the effective interest method. The amortization of debt discount is included as a component of interest expense in the consolidated statements of operations. There was unamortized debt discount of $269,883 and $412,553 as of July 31, 2015 and January 31, 2015, respectively.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Note 9 - Concentrations

Revenues

During the six months ended July 31, 2015, the Company earned revenues from three customers representing approximately 19%, 17% and 12% of gross sales. As of July 31, 2015, these customers represented approximately 15%, 22% and 10% of total gross outstanding receivables, respectively.

During the six months ended July 31, 2014, the Company earned revenues from three customers representing approximately 23%, 17% and 11% of gross sales. As of July 31, 2014, these customers represented approximately 23%, 11% and 7% of total gross outstanding receivables, respectively.

Cost of Sales

For the six months ended July 31, 2015 and 2014, one vendor (a related party) represented 95% and 100% of the Company's purchases, respectively.

Note 10 - Stockholders' Equity

(A) Series A Convertible Preferred Stock Transactions

On May 28, 2015, the Company amended its articles of incorporation to establish the designation, powers, rights, privileges, preferences and restrictions of the Series A Convertible Preferred Stock ("Series A Preferred"). The Company authorized 120,000 shares of Series A Preferred with each share of our Series A Preferred having a par value of $0.00001 and stated value equal to $100, as adjusted for stock dividends, combinations, splits and certain other events. The holders of the Series Preferred A will be entitled to dividends at a rate of 8%, liquidation preference equal to $1.25 per share and the option to convert the preferred shares to common stock. On July 23, 2015, the preference changed to $1.00. Subsequent to July 31, 2015 the liquidation preference was changed to $0.675.

On June 11, 2015, the Company completed the initial closing of a private placement of 20 preferred units (“Initial Closing”). Each unit consists of five hundred shares of Series A Preferred and one Warrant to purchase 100% of the number of conversion shares initially issuable upon conversion of the unit shares at an exercise price of $1.25 per share. The Initial Closing resulted in 800,000 warrants issued to the investors. These warrants have a grant date fair value of $766,091.

During May 2015, six directors of the Company entered into convertible note agreements with a maturity date of July 22, 2016 for total proceeds to the Company of $650,000. In June 2015, the notes were converted into Series A Preferred. Additional proceeds of $350,000 was received pursuant to the June 11, 2015 closing. In connection with the Initial Closing, the Company has paid a placement agent an aggregate cash fee and non-accountable allowance of $130,000, of which $65,000 is in accounts payable and accrued expenses on the condensed consolidated balance sheets, and issued warrants to purchase 80,000 shares of Common Stock at $1.25 per share. The warrants have a grant date fair value of $76,608 which is treated as a direct costs of the Financing and has been recorded as a reduction in additional paid in capital.

(B) Common Stock Transactions

On December 19, 2014, the Company issued a convertible redeemable debenture (the “Manatuck Debenture” as discussed in Note 8). Upon issuance of the Manatuck Debenture, the Company granted Manatuck 200,000 shares of the Company’s restricted common stock. In April 2015 the maturity date of the note was extended until May 2016. Upon execution of the extension, the Company granted Manatuck 30,000 shares of the Company’s restricted common stock.

During the six months ended July 31, 2015, the Company issued 8,540 shares of its common stock for a cashless conversion of 22,666 warrants.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

(C) Options

The following is a summary of the Company's option activity:

	Options	Weighted Average Exercise Price
Outstanding – January 31, 2015	496,404	$ 1.04
Exercisable – January 31, 2015	496,404	$ 1.04
Granted	-	$ -
Exercised	-	$ -
Forfeited/Cancelled	-	$ -
Outstanding – July 31, 2015	496,404	$ 1.04
Exercisable – July 31, 2015	496,404	$ 1.04

Options Outstanding			**Options Exercisable**		
Exercise Price	**Number Outstanding**	**Weighted Average Remaining Contractual Life (in years)**	**Weighted Average Exercise Price**	**Number Exercisable**	**Weighted Average Exercise Price**
$1.00	487,404	2.22 years	$1.00	487,404	$ 1.00
$2.97	9,000	3.75 years	$2.97	9,000	$ 2.97

At July 31, 2015 and January 31, 2015, the total intrinsic value of options outstanding and exercisable was $0 and $219,332, respectively.

As of July 31, 2015, the Company has $0 in stock-based compensation related to stock options that is yet to be vested. The weighted average remaining life of the options is 2.24 years.

(D) Warrants

The following is a summary of the Company's warrant activity:

	Warrants	Weighted Average Exercise Price
Outstanding – January 31, 2015	1,027,401	$ 1.27
Exercisable – January 31, 2015	1,027,401	$ 1.27
Granted	880,000	$ 1.25
Exercised	(22,666)	$ 1.25
Forfeited/Cancelled	-	$ -
Outstanding – July 31, 2015	1,884,735	$ 1.26
Exercisable – July 31, 2015	1,884,735	$ 1.26

F-16

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Warrants Outstanding				**Warrants Exercisable**	
Range of Exercise Price	**Number Outstanding**	**Weighted Average Remaining Contractual Life (in years)**	**Weighted Average Exercise Price**	**Number Exercisable**	**Weighted Average Exercise Price**
$1.00-$2.50	1,884,735	3.67 years	$ 1.26	1,884,735	$ 1.26

At July 31, 2015 and January 31, 2015, the total intrinsic value of warrants outstanding and exercisable was $0 and $227,430, respectively.

Note 11 - Commitments and Contingencies

Litigations, Claims and Assessments

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse effect on its business, financial condition or operating results.

Licensing and Royalty Agreements

On March 1, 2010, the Company was assigned a Development and License agreement (the "Agreement"). Under the terms of the Agreement the Licensor shall develop for the Company a line of beef meatballs with sauce, turkey meatballs with sauce and other similar meats and sauces for commercial manufacture, distribution and sale (each a "Licensor Product" and collectively the "Licensor Products"). Licensor shall work with Licensee to develop Licensor Products that are acceptable to Licensee. Upon acceptance of a Licensor Product by Licensee, Licensor's trade secret recipes, formulas methods and ingredients for the preparation and production of such Licensor Products (the "Recipes") shall be subject to this Development and License Agreement.

The term of the Agreement (the "Term") shall consist of the Exclusive Term and the Non-Exclusive Term. The 12-month period beginning on each January 1 and ending on each December 31 is referred to herein as an "Agreement Year".

The Exclusive Term began on January 1, 2009 (the "Effective Date") and ends on the 50th anniversary of the Effective Date, unless terminated or extended as provided herein. Licensor, at its option, may terminate the Exclusive Term by notice in writing to Licensee, delivered between the 60th and the 90th day following the end of any Agreement Year if, on or before the 60th day following the end of such Agreement Year, Licensee has not paid Licensor Royalties with respect to such Agreement Year at least equal to the minimum royalty (the "Minimum Royalty") for such Agreement Year. Subject to the foregoing sentence, and provided Licensee has not breached this Agreement and failed to cure such breach in accordance herewith, Licensee may extend the Exclusive Term for an additional twenty five (25) years, by notice in writing to Licensor, delivered on or before the 50th anniversary of the Effective Date.

The Non-Exclusive Term begins upon expiration of the Exclusive Term and continues indefinitely thereafter, until terminated by Licensor due to a material breach hereof by Licensee that remains uncured after notice and opportunity to cure in accordance herewith, or until terminated by Licensee.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

Either party may terminate this Agreement in the event that the other party materially breaches its obligations and fails to cure such material breach within sixty (60) days following written notice from the non-breaching party specifying the nature of the breach. The following termination rights are in addition to the termination rights provided elsewhere in the agreement

Termination by Licensee - Licensee shall have the right to terminate this Agreement at any time on sixty (60) days written notice to Licensor. In such event, all moneys paid to Licensor shall be deemed non-refundable.

Under the terms of the Agreement the Company is required to pay quarterly royalty fees as follows:

During the Exclusive Term and the Non-Exclusive Term the Company will pay a royalty equal to the royalty rate (the "Royalty Rate"), multiplied by Company's "Net Sales". As used herein, "Net Sales" means gross invoiced sales of Products, directly or indirectly to unrelated third parties, less (a) discounts (including cash discounts), and retroactive price reductions or allowances actually allowed or granted from the billed amount (collectively "Discounts"); (b) credits, rebates, and allowances actually granted upon claims, rejections or returns, including recalls (voluntary or otherwise) (collectively, "Credits"); (c) freight, postage, shipping and insurance charges; (d) taxes, duties or other governmental charges levied on or measured by the billing amount, when included in billing, as adjusted for rebates and refunds; and (e) provisions for uncollectible accounts determined in accordance with reasonable accounting methods, consistently applied.

The Royalty Rate shall be: 6% of net sales up to $500,000 of net sales for each Agreement year; 4% of Net Sales from $500,000 up to $2,500,000 of Net Sales for each Agreement year; 2% of Net Sales from $2,500,000 up to $20,000,000 of Net Sales for each Agreement year; and 1% of Net Sales in excess of $20,000,000 of Net Sales for each Agreement year.

In order to continue the Exclusive term, the Company shall pay a minimum royalty with respect to the preceding Agreement year as follows:

Agreement Year

	Minimum Royalty to be Paid with Respect to Such Agreement Year
1st and 2nd	$ -
3rd and 4th	$ 50,000
5th, 6th and 7th	$ 75,000
8th and 9th	$ 100,000
10th and thereafter	$ 125,000

The Company incurred $45,542 and $37,096 of royalty expenses for the three months ended July 31, 2015 and 2014. The Company incurred $131,379 and $115,726 of royalty expenses for the six months ended July 31, 2015 and 2014. Royalty expenses are included in general and administrative expenses on the Condensed Consolidated Statement of Operations.

Agreements with Placement Agents and Finders

(A) April 1, 2015

The Company entered into a fourth Financial Advisory and Investment Banking Agreement with Spartan Capital Securities, LLC (“Spartan”) effective April 1, 2015 (the “Spartan Advisory Agreement”). Pursuant to the Spartan Advisory Agreement, the Company shall pay to Spartan a non-refundable monthly fee of $10,000 through October 1, 2015. The monthly fee shall survive any termination of the Agreement. Additionally, (i) if at least $4,000,000 is raised in the Financing, the Company shall pay to Spartan a non-refundable fee of $5,000 per month from November 1, 2015 through October 2017; and (ii) if at least $5,000,000 is raised in the Financing, the Company shall pay to Spartan a non-refundable fee of $5,000 per month from November 1, 2017 through October 2019. If $10,000,000 or more is raised in the Financing, the Company shall issue to Spartan shares of its common stock having an aggregate value of $5,000 (as determined by reference to the average volume weighted average trading price for the last five trading days of the immediately preceding month) on the first day of each month during the period from November 1, 2015 through October 1, 2019.

MamaMancini's Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

July 31, 2015

The Company upon closing of the Financing shall pay consideration to Spartan, in cash, a fee in an amount equal to 10% of the aggregate gross proceeds raised in the Financing and 3% of the aggregate gross proceeds raised in the Financing for expenses incurred by Spartan. The Company shall grant and deliver to Spartan at the closing of the Financing, for nominal consideration, five year warrants (the "Warrants") to purchase a number of shares of the Company's Common Stock equal to 10% of the number of shares of Common Stock (and/or shares of Common Stock issuable upon exercise of securities or upon conversion or exchange of convertible or exchangeable securities) sold at such closing. The Warrants shall be exercisable at any time during the five year period commencing on the closing to which they relate at an exercise price equal to the purchase price per share of Common Stock paid by investors in the Financing or, in the case of exercisable, convertible, or exchangeable securities, the exercise, conversion or exchange price thereof. If the Financing is consummated by means of more than one closing, Spartan shall be entitled to the fees provided herein with respect to each such closing.

During the six months ended July 31, 2015, the Company paid to Spartan a one-time engagement fee of $10,000. In connection with the Initial Closing, the Company agreed to pay an aggregate cash fee and non-accountable allowance of $130,000, of which $65,000 was paid during the six months ended July 31, 2015 and the remaining $65,000 is in accounts payable and accrued expenses as of July 31, 2015 on the condensed consolidated balance sheets. The Company also granted warrants to purchase 80,000 shares of Common Stock at $1.25 per share. The warrants have a grant date fair value of $76,608 which is treated as a direct costs of the Financing and has been recorded as a reduction in additional paid in capital.

Operating Lease

In January 2015, the Company began a lease agreement for office space in East Rutherford, NJ. The lease is for a 48 month term expiring on March 31, 2019 with annual payments of $18,848.

Total future minimum payments required under operating lease as of July 31, 2015 are as follows.

For the Twelve Month Period Ending July 31,	
2016	$18,848
2017	18,848

2018	18,848
2019	12,565
	$69,109

Note 12 – Subsequent Events

Subsequent to July 31, 2015, the Company completed 2 private placements from which $185,000 in gross proceeds were received. Stock issuance costs of $24,050 were paid to placement agents yielding net proceeds of $160,950.

F-19

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statements

This quarterly report on Form 10-Q and other reports (collectively, the "Filings") filed by MamaMancini's Holdings, Inc. ("MamaMancini's" or the "Company") from time to time with the U.S. Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors, including the risks contained in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2015, filed with the SEC on May 1, 2015, relating to the Company's industry, the Company's operations and results of operations, and any businesses that the Company may acquire. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this report.

Plan of Operation

The Company plans to aggressively increase its distribution of products into new retail outlets through out 2015 and 2016. Social media activity has increased with Facebook, Twitter, Pinterest, YouTube, newsletter mailings, blogs, and helpful consumer content and special projects including a recipe bank of videos and MamaMancini's contest and giveaways. Aggressive consumer merchandising activity, including virtual couponing, on-pack couponing, mail-in rebates, product demonstrations, and co-op retail advertising has commenced to increase sales to existing customers and new customers.

We believe that the ongoing introduction of the Company's new line of "all natural" brand Slow Cooked Italian Sauce and various meatball and entrée products show great promise for additional product placements and sales in 2015 and thereafter. These products include Five Cheese Stuffed Meatballs, Chicken Parmigiana Style Stuffed Meatballs, Chicken Florentine Stuffed Meatballs, Gluten Free Beef and Turkey Meatballs, Antibiotic Free Beef and Turkey Meatballs, Bolognese Sauce, Mac n' Mamas, and Orecchiette Pasta with Broccoli and Pork Meatballs. This line is available in bulk food service pack, retail packages in fresh and frozen varieties, and club store pack in fresh varieties. Additionally, the Company plans to continue expansion into various new retailers with placement of its existing "all natural" product line of Beef, Turkey, Pork and Chicken Meatballs and Sauce, as well as Marinara and Italian sauce with beef flavors.

Key sales personnel and a sales network of paid broker representatives are in place. Management is working diligently to solicit all major supermarket retailers, club stores and mass market accounts. Additionally, the Company has begun an effort to develop presentations to major entities in the sandwich, burger, and Italian sub quick-serve industry through a fee based consultant. The Company is also soliciting business in Canada and the Caribbean.

The Company owns 12% of the common equity of Meatball Obsession and is its exclusive supplier of meatball products. Meatball Obsession offers a fast service menu of take-out meatball offerings. At present Meatball Obsession has 7 locations. However, there is no guarantee that Meatball Obsession will perform up to its expectations or be able to open any more units in the future.

As sales increase, the Company expects that its packaging costs will decrease as it purchases longer runs of material and supplies however, there is no guarantee that such packaging costs will decrease with the purchase of such materials or at all. The Company also believes that the labor costs component of the cost of goods sold will decrease in the later part of the year with higher speed equipment and order flow but cannot guarantee any such decrease.

The Company is focusing its efforts on profitable accounts with retailers in the fresh food sector of the retail and food service industry. This Company believes that focusing on this sector will allow for higher margins and increase profitability. Sales are being pursued in the perimeter of the supermarket where more impulse sales occur and where taste is more important than price in repeat purchases. The Company is also pursuing alternative channels of distribution such as its recent presentations on QVC during the summer of 2015. The Company expects to significantly expand its offerings on QVC this fall and into 2016.

The Company expects to have an operating loss in 2016 due to the investment in developing new and expanded business. These investments include slot fees to gain initial distribution, special marketing events to induce trial, major promotional campaigns for initial trial customers, and the cost of additional personnel or fee based marketing and sales support while this new business is developing.

We believe that MamaMancini’s products have the ability to grow into several areas of consumption by consumers such as frozen Italian specialties, frozen meat, fresh meat, prepared foods, hot bars, cold bars in delis, and sandwich sections of supermarkets and other retailers. In addition, we believe that MamaMancini’s products can be sold into food service channels, mass market, export or as a component of other products.

Results of Operations for the three months ended July 31, 2015 and 2014

The following table sets forth the summary statements of operations for the three months ended July 31, 2015 and 2014:

	Three Months Ended	
	July 31, 2015	**July 31, 2014**
Sales - Net of Slotting Fees and Discounts (1)	$2,739,200	$2,249,768
Gross Profit	$648,168	$658,864
Operating Expenses	$(1,411,104)	$(1,425,552)
Other Expense	$(237,370)	$(26,710)
Net Loss	$(1,000,306)	$(793,398)

(1) Slotting fees are required in new placements with some, but not a majority of supermarket chains that the Company does business with. They are negotiated with each chain depending upon the expected return to the Company. We believe that we have successfully negotiated such slotting fees to a relatively low expense. We have taken into account future fees currently being negotiated in preliminary negotiations for new placements. We do not believe our size or financial limitations are an impediment to being able to pay such slotting fees. Slotting fee costs are an expense in growing the business as are other marketing and sales costs and the Company has accounted for these fees in assessing its estimated working capital for the next 12 months.

4

For the three months ended July 31, 2015 and 2014, the Company reported a net loss of $(1,000,306) and $(793,398), respectively. The change in net loss between the three months ended July 31, 2015 and 2014 was primarily attributable to following significant events:

Sales: Sales, net of slotting fees and discounts increased by approximately 22% to $2,739,200 during the three months ended July 31, 2015, from $2,249,768 during the three months ended July 31, 2014. The increase in sales is primarily related to the Company executing on their expansion strategy. The Company has sold into approximately 10,500 retail and grocery locations with approximately 33,900 product placements on shelves at July 31, 2015 as compared to approximately 8,600 retail and grocery locations with approximately 26,000 product placements on shelves in such locations at July 31, 2014.

Gross Profit: The gross profit margin was 24% and 29% for the three months ended July 31, 2015 and 2014. At the end of the prior fiscal year, the Company agreed with Joseph Epstein Foods (the "Manufacturer") that the Company would purchase a minimum of $933,000 of product each month and that any amount below that sum would be a charge of 12% of that shortfall each month. In return the Manufacturer obligated itself to offer the Company competitive prices and would not co-pack for other suppliers and would either maintain or lower its payable to the Company each quarter. In addition, the Manufacturer agreed to rebate the Company any overage of gross margin above 12% each month. The decrease in gross profit during the three months ended July 31, 2015 is attributed to the reduction in its inventory, a lower volume for the quarter and purchases were below the minimum threshold each month. The aggregate for the second quarter was a $130,000 charge to the Company. In addition the Company liquidated $30,000 of inventory due to a changeover to new packaging sizes.

Operating Expenses: Operating expenses decreased by 1% during the three months ended July 31, 2015, as compared to the three months ended July 31, 2014. The $14,448 decrease in operating expenses is primarily attributable to the following approximate decreases in operating expenses:

Stock-based compensation decreased by $171,000 compared to the prior period which included stock options issued to the Board of Directors with grant date fair value of $136,587; and

Research and development costs decreased by $3,600 due to the Company increase in overall costs for research and development during the quarter.

These expense decreases were offset by increases in the following expenses:

Professional fees increased by $40,000 due to additional need for professionals as required for debt and equity financings;

Advertising, social media and promotional expenses of $17,800 related to an increase in spending on our new radio advertising campaign and special promotions;

Commission expenses of $9,500 related to increased sales;

Postage and freight of $45,000 due to higher sales slightly offset by some customers picking up their product in lieu of having it shipped to them;

Depreciation expense of $25,600 due to new fixed asset purchases during the period;

Royalty expenses increased by $8,400 due to the increase in sales;

Insurance expense increased by approximately $4,900; and

Payroll and related expense of $18,000 as compensation to an overall increase in personnel.

5

Other Expenses: Other expenses increased by $210,660 to $237,370 for the three months ended July 31, 2015 as compared to $26,710 during the three months ended July 31, 2014. For the three months ended July 31, 2015, other expenses consisted of $124,705 in interest expense incurred on the Company's line of credit and term loan with EGC and the convertible debenture with Manatuck. The Company also recorded $83,437 of amortization expense of the debt discount for the Manatuck Debenture. In addition, the Company recorded $29,228 of amortization expense related to the closing costs incurred in conjunction with the finance arrangements. For the three months ended July 31, 2014, other expenses consisted of $26,710 in interest expense incurred on the Company's previous line of credit with FGI.

Results of Operations for the six months ended July 31, 2015 and 2014

The following table sets forth the summary statements of operations for the six months ended July 31, 2015 and 2014:

	Six Months Ended	
	July 31, 2015	**July 31, 2014**
Sales - Net of Slotting Fees and Discounts (1)	$6,092,479	$4,832,917
Gross Profit	$1,593,148	$1,461,788
Operating Expenses	$(3,217,304)	$(2,912,731)
Other Expense	$(470,706)	$(43,344)
Net Loss	$(2,094,862)	$(1,494,287)

(1) Slotting fees are required in new placements with some, but not a majority of supermarket chains that the Company does business with. They are negotiated with each chain depending upon the expected return to the Company. We believe that we have successfully negotiated such slotting fees to a relatively low expense. We have taken into account future fees currently being negotiated in preliminary negotiations for new placements. We do not believe our size or financial limitations are an impediment to being able to pay such slotting fees. Slotting fee costs are an expense in growing the business as are other marketing and sales costs and the Company has accounted for these fees in assessing its estimated working capital for the next 12 months.

For the six months ended July 31, 2015 and 2014, the Company reported a net loss of $(2,094,862) and $(1,494,287), respectively. The change in net loss between the six months ended July 31, 2015 and 2014 was primarily attributable to following significant events:

Sales: Sales, net of slotting fees and discounts increased by approximately 26% to $6,092,479 during the six months ended July 31, 2015, from $4,832,917 during the six months ended July 31, 2014. The increase in sales is primarily related to the Company executing on their expansion strategy. The Company has sold into approximately 10,500 retail and grocery locations with approximately 33,900 product placements on shelves at July 31, 2015 as compared to approximately 8,600 retail and grocery locations with approximately 26,000 product placements on shelves in such locations at July 31, 2014.

Gross Profit: The gross profit margin was 26% and 30% for the six months ended July 31, 2015 and 2014. At the end of the prior fiscal year, the Company agreed with its Manufacturer that the Company would purchase a minimum of $933,000 of product each month and that any amount below that sum would be a charge of 12% of that shortfall each month. In return the Manufacturer obligated itself to offer the Company competitive prices and would not co-pack for other suppliers and would either maintain or lower its payable to the Company each quarter. In addition, the Manufacturer agreed to rebate the Company any overage of gross margin above 12% each month. The decrease in gross profit during the three months ended July 31, 2015 is attributed to the reduction in its inventory, a lower volume for the quarter and purchases were below the minimum threshold each month. The aggregate for the second quarter was a $130,000 charge to the Company. In addition the Company liquidated $58,000 of inventory due to a changeover to new packaging sizes.

Operating Expenses: Operating expenses increased by 10% during the six months ended July 31, 2015, as compared to the six months ended July 31, 2014. The $304,573 increase in operating expenses is primarily attributable to the following approximate increases in operating expenses:

Advertising, social media and promotional expenses of $172,700 related to an increase in spending on our new radio advertising campaign and special promotions;

Commission expenses of $31,600 related to increased sales;

Postage and freight of $81,900 due to higher sales slightly offset by some customers picking up their product in lieu of having it shipped to them;

Depreciation expense of $78,100 due to new fixed asset purchases during the period;

Royalty expenses increased by $15,700 due to the increase in sales;

Insurance expense increased by approximately $11,500;

Payroll and related expense of $48,400 as compensation to an overall increase in personnel; and

Professional fees increased by $26,700 due to additional need for professionals during the quarter.

These expense increases were offset by decreases in the following expenses:

Stock-based compensation decreased by $173,000 compared to the prior period which included stock options issued to the Board of Directors with grant date fair value of $136,587.

Other Expenses: Other expenses increased by $427,362 to $470,706 for the six months ended July 31, 2015 as compared to $43,344 during the six months ended July 31, 2014. For the six months ended July 31, 2015, other expenses consisted of $248,062 in interest expense incurred on the Company’s line of credit and term loan with EGC and the convertible debenture with Manatuck. The Company also recorded $182,270 of amortization expense of the debt discount for the Manatuck Debenture. In addition, the Company recorded $40,374 of amortization expense related to the closing costs incurred in conjunction with the finance arrangements. For the six months ended July 31, 2014, other expenses consisted of $43,344 in interest expense incurred on the Company’s previous line of credit with FGI.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at July 31, 2015 compared to January 31, 2015:

	Period Ended		**Increase/**
	July 31, 2015	**January 31, 2015**	**(Decrease)**
Current Assets	$4,293,581	$5,709,655	$(1,416,074)
Current Liabilities	$4,119,799	$2,745,534	$1,374,265
Working Capital	$173,782	$2,964,121	$(2,790,339)

As of July 31, 2015, we had working capital of $173,782 as compared to working capital of $2,964,121 as of January 31, 2015, a decrease of $2,790,339. The decrease in working capital is primarily attributable to a decrease in cash, accounts receivable and due from related party manufacturer in addition to a decrease in the outstanding line of credit balance. These decreases were offset by an increase in inventory, prepaid expenses, deferred offering costs, accounts payable and accrued expenses, liabilities to be settled in stock and the current portion of the convertible note payable due to the fact the convertible note became a short term liability.

7

Net cash used in operating activities for the six months ended July 31, 2015 and 2014 was $763,417 and $2,390,068, respectively. The net loss for the six months ended July 31, 2015 and 2014 was $2,094,862 and $1,494,287 respectively.

Net cash used in all investing activities for the six months ended July 31, 2015 was $100,683 as compared to $223,741 for the six months ended July 31, 2015. During the six months ended July 31, 2015 and 2014, the Company paid approximately $100,683 and $223,741, respectively, to acquire new machinery and equipment.

Net cash provided by all financing activities for the six months ended July 31, 2015 was $406,041 as compared to $1,186,943 for the six months ended July 31, 2014. During the six months ended July 31, 2015, the Company had net borrowings of $650,000 for transactions pursuant to convertible debentures in May 2015 which were converted to Series A Preferred Stock as part of a private placement on June 11, 2015, at which time the Company received additional proceeds of $350,000. These increases were offset by $6,191, $19,021, $357,936, and $60,000 paid for debt issuance costs, deferred offering costs, net activity on line of credit, and repayments on a term loan, respectively. During the six months ended July 31, 2014 the Company raised net proceeds of $1,030,790 from the sale of 1,620,001 shares of common stock and $100,000 for common stock subscribed and net borrowings of $70,637 for transactions pursuant to the line of credit agreement which were offset by $14,484 paid for debt issuance costs.

The Company believes that its existing available cash along with estimated net proceeds from the issuance of demand notes payable in April 2015, which were ultimately converted to preferred stock, in addition to the proceeds from issuance of preferred stock in June 2015, the line of credit and convertible note entered into in October 2014 and December 2014, respectively, will enable the Company to meet the working capital requirements through the end of the current fiscal year; however, in the case that the Company exceeds its expected growth, we would need to raise additional capital and/or cut expenses and overhead in order to operate the business through such date. The estimated working capital requirement for the next 12 months is approximately $1,000,000 which equates to an estimated burn rate of $83,000 per month. The Company estimates that it will reduce its cash needs in subsequent quarters as it increases utilization of production capacity, completes the changeover to new package sizes which have higher gross margins, and incurs a higher margin mix, in conjunction with volume increases from new and existing accounts from the present sales base. The Company continues to explore potential expansion opportunities in the industry in order to boost sales while leveraging distribution systems to consolidate lower costs.

As reflected in the accompanying condensed consolidated financial statements, the Company has a net loss and net cash used in operations of $2,094,862 and $763,417, respectively, for the six months ended July 31, 2015.

The ability of the Company to continue its operations and finance its growth is dependent on Management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements but there is no assurance that additional equity or debt financing will be available to us when needed, on acceptable terms or at all. The Company may need to incur additional liabilities with certain related parties to sustain the Company’s existence.

8

During the six months ended July 31, 2015, Management raised capital through equity and debt financings. The Company intends to utilize the capital in order to further advertise and market the Company's brand and to assist in penetrating additional distribution channels.

Recent Accounting Pronouncements

Our condensed consolidated financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Critical Accounting Policies

Our condensed consolidated financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 2 of our condensed consolidated financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Use of Estimates - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: allowance for bad debt, inventory obsolescence, the fair value of share-based payments.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Stock-Based Compensation - The Company accounts for stock-based compensation in accordance with ASC Topic 718, “Accounting for Stock-Based Compensation” established financial accounting and reporting standards for stock-based employee compensation. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans in accordance with ASC 718. The Company accounts for share based payments to non-employees in accordance with ASC 505-50 “Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services”.

The Company recognizes all forms of share-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Share-based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Share-based payment awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock-based compensation expenses are included in cost of goods sold or selling, general and administrative expenses, depending on the nature of the services provided, in the condensed consolidated Statement of Operations.

When computing fair value of share-based payments, the Company has considered the following variables:

The risk-free interest rate assumption is based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant.

The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future.

The expected option term is computed using the “simplified” method as permitted under the provisions of Staff Accounting Bulletin (“SAB”) 110.

The warrant term is the life of the warrant.

The expected volatility was benchmarked against similar companies in a similar industry.

The forfeiture rate is based on the historical forfeiture rate for the Company’s unvested stock options, which was 0%.

Revenue Recognition **-** The Company follows the guidance of the Securities and Exchange Commission’s Staff Accounting Bulletin No. 104 for revenue recognition and records revenue when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) the product is delivered, (3) the sales price to the customer is fixed or determinable, and (4) collectability of the related customer receivable is reasonably assured. There is no stated right of return for products. Sales are recognized upon shipment of products to customers.

Advertising - Costs incurred for producing and communicating advertising for the Company are charged to operations as incurred.

Off Balance Sheet Arrangements:

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as “special purpose entities” (SPEs).

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not hold any derivative instruments and do not engage in any hedging activities.

10

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Based on evaluation as of the end of the period covered by this Form 10-Q, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act) are not effective to ensure that information required to be disclosed by us in report that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission’s rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries’ officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended January 31, 2015, filed with the SEC on May 1, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Other than as noted above and previously reported on the Company's Current Reports on Form 8-K, there have been no unregistered sales of equity securities for the quarter ended July 31, 2015.

Item 3. Defaults upon Senior Securities.

There has been no default in payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

There is no other information required to be disclosed under this item which was not previously disclosed.

11

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
31.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Filed herewith.

** Furnished herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	MAMAMANCINI'S HOLDINGS, INC.	
Date: September 14, 2015	By:	*/s/ Carl Wolf*
	Name:	Carl Wolf
	Title:	Chief Executive Officer (Principal Executive Officer)

13

Explanation of Responses: