

MAJESCO ENTERTAINMENT CO  
Form 3  
October 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                   |  |
| Â Honig Barry C                           |         | (Month/Day/Year)                     | MAJESCO ENTERTAINMENT CO [COOL]                                      |  |
| (Last)                                    | (First) | (Middle)                             | 09/25/2015   |  |
| 4041 T HADLEY ROAD                        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                     | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| S. PLAINFIELD,Â NJÂ 07080                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)                                   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | CEO and Chairman   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 657,889 <sup>(1)</sup> <sup>(2)</sup>                 | D  | Â   |
| Common Stock                    | 91,706 <sup>(2)</sup>                                 | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 110,470 <sup>(2)</sup>                                | I  | See footnote <sup>(4)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                                      | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |                  |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------------|
| Series A Convertible Preferred Stock | 12/17/2014       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (6)                       | D  | Â                |
| Series A Convertible Preferred Stock | 12/17/2014       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (6)                       | I  | See footnote (4) |
| Series A Convertible Preferred Stock | 12/17/2014       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (7)                       | I  | See footnote (8) |
| Series B Convertible Preferred Stock | 05/18/2015       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (7)                       | D  | Â                |
| Series B Convertible Preferred Stock | 05/18/2015       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (7)                       | I  | See footnote (8) |
| Series C Convertible Preferred Stock | 05/15/2015       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (9)                       | I  | See footnote (3) |
| Series D Convertible Preferred Stock | 10/01/2015       | Â (5)           | Common Stock        | \$ 0 (2)                   | \$ (10)                      | I  | See footnote (3) |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Honig Barry C<br>4041 T HADLEY ROAD<br>S. PLAINFIELD, NJ 07080 | Â             | Â         | Â CEO and Chairman | Â     |

## Signatures

/s/ Barry Honig 10/05/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Of which 400,000 shares represent a restricted stock award under the 2014 Equity Incentive Plan approved by the Company's shareholders, and which vest at a rate of 1/24 of such award shares per month or upon a Qualified Transaction as defined in the award.  
Excludes 2,478,188 shares of common stock underlying Series A Preferred Stock, 1,659,600 shares of common stock underlying Series B Preferred Stock, 833,334 shares of common stock underlying Series C Preferred Stock and 333,330 shares of common stock underlying Series D Preferred Stock as to which the holder may not convert or exercise, as applicable, an amount which results in the holder's beneficial ownership, together with all shares owned by affiliates, exceeding 4.99% of the Company's issued and outstanding shares.
- (3) GRQ Consultants, Inc. 401K, of which Mr. Honig holds voting and dispositive power.
- (4) GRQ Consultants, Inc. Roth 401K FBO Barry Honig, of which Mr. Honig holds voting and dispositive power.

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- (5) This class of convertible preferred stock does not expire.
- (6) Convertible into 1 share of common stock per preferred share.
- (7) Convertible into 100 shares of common stock per preferred share.
- (8) Marlin Capital Investments, LLC, of which Mr. Honig holds voting and dispositive power.
- (9) Convertible into 100 shares of common stock per preferred share.
- (10) Convertible into 10 shares of common stock per preferred share.

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.