

MAJESCO ENTERTAINMENT CO
Form 3
October 05, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 and Ticker or Trading Symbol | |
| Â Brauser Michael | | (Month/Day/Year) | MAJESCO ENTERTAINMENT CO [COOL] | |
| (Last) | (First) | (Middle) | 09/25/2015 | |
| C/O 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. PLAINSFIELD,Â NJÂ 07080 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 400,100 ⁽¹⁾ ⁽²⁾ | D | Â |
| Common Stock | 125,000 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock | 146,684 ⁽²⁾ | I | See footnote ⁽⁴⁾ |
| Common Stock | 235,786 ⁽²⁾ | I | See footnote ⁽⁵⁾ |

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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|--------------------|-----------------|-----------------------------------|--|--|---|--|------------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| 12/17/2014 | Â (6) | Common Stock | 0 (2) | | | \$ (7) | D | Â |
| 12/17/2014 | Â (6) | Common Stock | 0 (2) | | | \$ (7) | I | See Footnote (8) |
| 05/18/2015 | Â (6) | Common Stock | 0 (2) | | | \$ (9) | D | Â |
| 05/18/2015 | Â (6) | Common Stock | 0 (2) | | | \$ (9) | I | See Footnote (8) |
| 05/15/2015 | Â (6) | Common Stock | 0 (2) | | | \$ (10) | I | See Footnote (4) |
| 10/01/2015 | Â (6) | Common Stock | (2) | | | \$ (11) | I | See footnote (3) |
| 10/01/2015 | Â (6) | Common Stock | 0 (2) | | | \$ (11) | I | See footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brauser Michael C/O 4041-T HADLEY ROAD S. PLAINSFIELD, NJ 07080 | Â | Â | Â | Â |

Signatures

/s/ Michael Brauser 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 2,323,531 shares of common stock underlying Series A Preferred Stock, 1659,630 shares of common stock underlying Series B Preferred Stock, 511,483 shares of common stock underlying Series C Preferred Stock and 266,670 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) Betsy & Michael Brauser Charitable Family Foundation, of which Mr. Brauser has voting and dispositive power.

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- (4) Grander Holdings Inc 401K, of which Mr. Brauser has voting and dispositive power.
- (5) Jointly held with spouse, Betsy Brauser.
- (6) This class of convertible preferred stock does not expire.
- (7) Convertible into 1 share of common stock per preferred share.
- (8) Marlin Capital Investments, LLC, of which Mr. Brauser holds voting and dispositive power.
- (9) Convertible into 100 shares of common stock per preferred share.
- (10) Convertible into 100 shares of common stock per preferred share.
- (11) 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.
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