

MAJESCO ENTERTAINMENT CO  
 Form 4  
 December 06, 2016

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Stetson John

2. Issuer Name and Ticker or Trading Symbol  
 MAJESCO ENTERTAINMENT CO  
 [COOL]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 4041-T HADLEY ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 CHIEF FINANCIAL OFFICER

S. PLAINFIELD, NJ 07080

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock, par value \$0.001 per share	12/01/2016		A		175,000 (1)	A (1)	320,801 (2) D
Common stock, par value \$0.001 per share	12/02/2016		P		11,621	A (3)	332,422 D
Common stock, par value \$0.001 per share	12/02/2016		P		5,555	A (4)	19,444 I

See footnote (4)

Common stock, par value \$0.001 per share	12/02/2016	P	5,555	A	<u>(5)</u>	19,444	I	See footnote <u>(5)</u>
Series A Convertible Preferred Stock	12/02/2016	C	11,621	D	<u>(3)</u>	0	D	
Series D Convertible Preferred Stock	12/02/2016	C	555.5	D	<u>(4)</u>	0	I	See footnote <u>(4)</u>
Series D Convertible Preferred Stock	12/02/2016	C	555.5	D	<u>(4)</u>	0	I	See footnote <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetson John 4041-T HADLEY ROAD			CHIEF FINANCIAL OFFICER	

S. PLAINFIELD, NJ 07080

## Signatures

/s/ John Stetson

12/06/2016

\_\_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) Represents a restricted stock award (the "Restricted Stock Award") pursuant to the Issuer's 2017 Equity Incentive Plan (the "Plan"), which Plan is subject to stockholder approval.  
  
Represents (i) the Restricted Stock Award, (ii) a restricted stock award of 50,000 shares granted pursuant to the Issuer's 2014 Equity Incentive Plan, (iii) a restricted stock award of 87,500 shares granted pursuant to the Issuer's 2016 Equity Incentive Plan of which 50% vested on April 25, 2016 and 50% vested on December 1, 2016 and (iv) 8,301 shares of the Issuer's common stock.
- (3) On December 2, 2016, the Reporting Person converted 11,621 shares of the Issuer's Series A Convertible Preferred Stock at a conversion rate of one share of common stock for one share of Series A Convertible Preferred Stock.  
  
On December 2, 2016, Stetson Capital Investments, Inc. converted 555.5 shares of the Issuer's Series D Convertible Preferred Stock at a conversion rate of ten shares of common stock for one share of Series D Convertible Preferred Stock. John Stetson is the President of Stetson Capital Investments, Inc. and in such capacity has voting and dispositive control over the securities held by such entity.
- (5) On December 2, 2016, Stetson Capital Investments, Inc. Retirement Plan converted 555.5 shares of the Issuer's Series D Convertible Preferred Stock at a conversion rate of ten shares of common stock for one share of Series D Convertible Preferred Stock. John Stetson is the Trustee of Stetson Capital Investments, Inc. Retirement Plan and in such capacity has voting and dispositive control over the securities held by such entity.

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.