

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 \*

Stetson John

(Last)

(First)

(Middle)

4041 T HADLEY ROAD

(Street)

S. PLAINFIELD, NJ 07080

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/25/2015

3. Issuer Name and Ticker or Trading Symbol

MAJESCO ENTERTAINMENT CO [COOL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

\_\_\_\_ Officer \_\_\_\_ Other

(give title below) (specify below)

CFO, EVP, Secretary

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

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 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

339,391 <sup>(1)</sup> <sup>(2)</sup>

D

A

Common Stock

83,334 <sup>(2)</sup>

I

See Footnote <sup>(3)</sup>

Common Stock

83,334 <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)

**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.**

**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) 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 <u>(5)</u>	Common Stock	0 <u>(2)</u>	\$ <u>(6)</u>	D	Â
Series D Convertible Preferred Stock	10/01/2015	Â <u>(5)</u>	Common Stock	0 <u>(2)</u>	\$ <u>(7)</u>	I	See Footnote <u>(3)</u>
Series D Convertible Preferred Stock	10/01/2015	Â <u>(5)</u>	Common Stock	0 <u>(2)</u>	\$ <u>(7)</u>	I	See Footnote <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetson John 4041 T HADLEY ROAD S. PLAINFIELD, NJ 07080	Â	Â	Â CFO, EVP, Secretary	Â

## Signatures

/s/ John Stetson 10/05/2015  
Signature of Date  
Reporting Person

## 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 300,000 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 55,147 shares of common stock underlying Series A Preferred Stock and 66,660 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.
- (2) 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) Stetson Capital Investments, Inc., for which Mr. Stetson holds voting and dispositive power.
- (4) Stetson Capital Investments, Inc. Retirement Plan, for which Mr. Stetson holds voting and dispositive power.
- (5) This class of convertible preferred stock does not expire.
- (6) Convertible into 1 share of common stock per preferred share.
- (7) 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.