

MAJESCO ENTERTAINMENT CO  
Form SC 13D  
October 13, 2015

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

MAJESCO ENTERTAINMENT COMPANY

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)  
560690208

(CUSIP Number)

Michael Brauser  
4400 Biscayne Blvd.  
Miami, FL 33137

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 30, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Michael Brauser

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)    
(b)  Reporting person is affiliated with other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

400,100 (1) (2)

8 NUMBER OF SHARES

SHARED VOTING POWER

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

507,470 (3) (4)

SOLE DISPOSITIVE POWER

10

400,100 (1) (2)

SHARED DISPOSITIVE POWER

507,470 (3) (4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

907,570 (1) (2) (3) (4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.3% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

IN

- (1) Represents 400,100 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Majesco Entertainment Company (the "Company") held by Michael Brauser, 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.
  - (2) Excludes 2,205,883 shares of Common Stock underlying shares of Series A Convertible Preferred Stock and 1,575,630 shares of Common Stock underlying shares of Series B Convertible Preferred Stock held by Michael Brauser. Conversions by any holder of Series A Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. Mr. Brauser's ownership had been limited accordingly.
  - (3) Includes 235,786 shares of Common Stock held by Michael & Betsy Brauser TBE; 125,000 shares of Common Stock held by Betsy & Michael Brauser Charitable Family Foundation, of which Mr. Brauser is Chairman and over which Mr. Brauser holds voting and dispositive power; and 146,684 shares of Common Stock held by Grander Holdings, Inc. 401K., of which Mr. Brauser is Trustee and over which Mr. Brauser holds voting and dispositive power.
  - (4) Excludes (i) 117,648 shares of Common Stock underlying shares of Series A Convertible Preferred Stock and 84,000 shares of Common Stock underlying shares of Series B Convertible Preferred Stock held by Marlin Capital Investments, LLC, of which Mr. Brauser is Manager and over which he has voting and dispositive power; (ii) 511,483 shares of Common Stock underlying shares of Series C Convertible Preferred Stock and 216,670 shares of Common Stock underlying shares of Series C Convertible Preferred Stock held by Grander Holdings, Inc. 401K., of which Mr. Brauser is Trustee and over which Mr. Brauser holds voting and dispositive power; and (iii) 50,000 shares of Common Stock underlying shares of Series D Convertible Preferred Stock held by Betsy & Michael Brauser Charitable Family Foundation, of which Mr. Brauser is Chairman and over which Mr. Brauser holds voting and dispositive power. Conversions by any holder of Series A, Series B, Series C or Series D Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. Mr. Brauser's ownership has been limited accordingly.
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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Grander Holdings, Inc. 401K

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)   
(b)  Reporting person is affiliated with other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

NUMBER OF SHARES

8

SHARED VOTING POWER

BENEFICIALLY

146,684 (1)

OWNED BY

9

SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON WITH

10

0

SHARED DISPOSITIVE POWER

146,684 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,684 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

1.347% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

OO

- (1) Excludes 511,483 shares of Common Stock underlying shares of Series C Convertible Preferred Stock, and 216,670 shares of Common Stock underlying shares of Series D Convertible Preferred Stock. Conversions by any holder of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. The holder's ownership has been limited accordingly.
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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 Betsy & Michael Brauser Charitable Family Foundation  
CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)   
(b)  Reporting person is affiliated with other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

SHARED VOTING POWER

8 NUMBER OF SHARES

8

125,000 (1)

9 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9

SOLE DISPOSITIVE POWER

10

0

SHARED DISPOSITIVE POWER

125,000 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

125,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.148% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

OO

- (1) Excludes 50,000 shares of Common Stock underlying shares of Series D Convertible Preferred Stock. Conversions by any holder of Series D Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. The holder's ownership has been limited accordingly.
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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Marlin Capital Investments, LLC

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)   
(b)  Reporting person is affiliated with other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

NUMBER OF SHARES

8

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9

0 (1)  
SOLE DISPOSITIVE POWER

10

0  
SHARED DISPOSITIVE POWER

0 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

0