

MAJESCO ENTERTAINMENT CO
 Form 4
 April 26, 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 *
 Honig Barry C

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)
 04/25/2016

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 CEO AND CHAIRMAN

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)
Common Stock, par value \$0.001	04/25/2016		A	525,000 (1)	A (1) 1,182,889 (2)	D	

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 0.8	04/25/2016		A	525,000 (3)	(3)	04/25/2026	Common Stock	525,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
Honig Barry C 4041 T HADLEY ROAD S. PLAINFIELD, NJ 07080	Director 10% Owner Officer CEO AND CHAIRMAN

Signatures

/s/ Barry Honig 04/26/2016

**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).

Represents a restricted stock award (the "Restricted Stock Award") under the Issuer's 2016 Equity Incentive Plan. The Restricted Stock Award vests as follows: 50% vested on the grant date of April 25, 2016, and 50% will vest upon the occurrence of a Qualified Acquisition, as defined in the Restricted Stock Award.

(2) Represents (i) the Restricted Stock Award, (ii) 257,889 shares of common stock and (iii) a restricted stock award of 400,000 shares granted pursuant to the 2014 Equity Incentive Plan, which vest at a rate of 1/24 award shares per month beginning on September 30, 2015, or upon a Qualified Transaction, as defined in the award.

(3) Represent an option award under the Issuer's 2016 Equity Incentive Plan. The options vest as follows: 50% vested on the grant date of April 25, 2016, and 50% vest upon the occurrence of a Qualified Acquisition, as defined in the award.

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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