

Hot Mamas Foods, Inc.
 Form 3
 October 02, 2013

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MORSE MATTHEW | | (Month/Day/Year) | Hot Mamas Foods, Inc. [HOTF] | |
| (Last) | (First) | (Middle) | 09/24/2013 | |
| 134 AVOCADO STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SPRINGFIELD,Â MAÂ 01104 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Chief Executive Officer | |
| | | | | 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 | 18,512,203 | D | Â |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (1) (Instr. 5) | |
|--|-------|------------|--------------|------------|-----------|-------------------|---|
| Series E Common Stock Purchase Warrant | Â (1) | 03/28/2018 | Common Stock | 4,195,361 | \$ 13.65 | D | Â |
| Series F Common Stock Purchase Warrant | Â (1) | 08/11/2018 | Common Stock | 2,097,680 | \$ 13.65 | D | Â |
| Series G Common Stock Purchase Warrant | Â (1) | 08/11/2018 | Common Stock | 699,227 | \$ 15.6 | D | Â |
| Series H Common Stock Purchase Warrant | Â (1) | 08/11/2018 | Common Stock | 699,227 | \$ 17.55 | D | Â |
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 10,168,396 | \$ 3.7771 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORSE MATTHEW 134 AVOCADO STREET SPRINGFIELD, MA 01104 | Â X | Â X | Â Chief Executive Officer | Â |

Signatures

/s/ Matthew Morse
10/02/2013

**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) These warrants were issued pursuant to an agreement of merger entered into as of July 26, 2013 by and among the Issuer and vest immediately.
Each share of Series A Preferred Stock is convertible at the option of the Holder into that number of shares of Common Stock of the Corporation equal to (a) the Face Value of such share of Series A Preferred Stock divided by, \$1,000 face value, (b) a per share price of the Common Stock of \$3.7713 per share. The Series A stock is immediately exercisable and has no expiration date.
- (2)

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.