

MAJESCO ENTERTAINMENT CO  
Form 4  
December 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Aronson Laurence

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

160 RARITAN CENTER  
PARKWAY

(Street)

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

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

EDISON, NJ 08837

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Restricted Common Stock         | 12/17/2014                           |  | A                              | (1)   | \$ 0  | 63,419   | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Pr Deriv Secur (Instr |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable         | Expiration Date | Title        | Amount or Number of Shares |
| Stock Options                              | \$ 0.68  | 12/17/2014                           |  | A                              |   | 71,705   |   | (2)                      | (3)             | Common Stock | 71,705                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Aronson Laurence<br>160 RARITAN CENTER PARKWAY<br>EDISON, NJ 08837 |               | X         |         |       |

## Signatures

/s/ Laurence Aronson  
 12/19/2014  
 \*\*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) Shares of Restricted Common Stock were granted under the terms of the Issuer's Amended and Restated 2004 Employee, Director and Consultant Incentive Plan and vesting is contingent on the occurrence of (i) one or more acquisitions by the Issuer of any business, assets, stock licenses, interests or properties approved by the stockholders of the Issuer or any acquisition involving assets, shares of capital stock, any purchase, merger, consolidation, recapitalization, or reorganization or involving any licensing, royalties, sharing arrangement or otherwise, which value of such transaction is in excess of \$25,000,000 for the Issuer's interest therein, (ii) a public or private financing in which the Issuer receives gross proceeds of at least \$7,500,000 in one or more transactions or (iii) a change of control (such events listed in (i) through (iii), a "Triggering Event").
- (2) The Stock Options were granted under the Issuer's 2014 Equity Incentive Plan (the "2014 Plan") and vesting is contingent on shareholder approval of the 2014 Plan and the occurrence of a Triggering Event.
- (3) The expiration date of the Stock Options shall be five years from the date of a Triggering Event.

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.