

**Washington, D.C. 20549**

# SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

**MAMAMANCINI'S HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box).

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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CONTROL ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE STOCKHOLDER MEETING TO BE HELD ON JULY 31, 2023**

**DATE OF ANNUAL MEETING:** July 31, 2023.

**MEETING TYPE:** ANNUAL MEETING OF STOCKHOLDERS OF MAMAMANCINI’S HOLDINGS, INC.

**TIME:** 12:00 PM, EASTERN TIME

**LOCATION:** TO BE HELD AS A LIVE, AUDIO-ONLY CONFERENCE CALL, ACCESSIBLE BY CALLING 1-877-407-3088 (TOLL FREE) OR +1 877-407-3088 (INTERNATIONAL)

THIS COMMUNICATION IS NOT A FORM OF VOTING AND ONLY REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS (INCLUDING THE COMPANY’S PROXY STATEMENT AND FORM 10-K) AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY MATERIALS ARE AVAILABLE AT WWW.MAMAMANCINIS.VOTE. TO SUBMIT YOUR PROXY WHILE VISITING THIS SITE, YOU WILL NEED THE CONTROL ID IN THE BOX ABOVE.

- IF YOU DECIDE TO VIEW THE PROXY MATERIALS AND VOTE YOUR SHARES ONLINE,

Step 1: Go to www.MAMAMANCINIS.vote

Step 2: To view or download the proxy materials, click on the link that describes the material you wish to view or download. For example, to view or download the Proxy Statement, click on the “Proxy Statement” link.

Step 3: To vote online, click on the designated link and follow the on-screen instructions. YOU MAY VOTE ONLINE UNTIL **7:00 PM, EASTERN TIME, ON JULY 30, 2023.**

- IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS INCLUDING THE PROXY CARD, YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED BELOW, BEFORE **JULY 14, 2023.**

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**  
CALL TOLL FREE  
  
1-855-557-4647



**FAX:**  
SEND THIS CARD  
TO  
1-646-201-9006



**INTERNET:**  
www.MAMAMANCINIS.vote  
  
FOLLOW THE ON-SCREEN  
INSTRUCTIONS.



**EMAIL:**  
proxy@equitystock.com  
  
INCLUDE YOUR CONTROL ID IN  
YOUR EMAIL.

**IMPORTANT NOTE:** IF YOU ENCOUNTER ANY TECHNICAL DIFFICULTIES WITH THE VIRTUAL MEETING PLATFORM ON THE MEETING DAY, PLEASE CALL 877-804-2062 (TOLL FREE) OR EMAIL PROXY@EQUITYSTOCK.COM, ATTN: SHAREHOLDER SERVICES.

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| <b>VOTING ITEMS</b> |
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**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE DIRECTOR NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3.**

1. To elect eight (8) directors to hold office for a one-year term and until each of their successors are elected and qualified.
2. To ratify the appointment of Rosenberg Rich Baker Berman P.A., Certified Public Accountants, as our independent registered public accounting firm for the fiscal year ending January 31, 2024.
3. To approve of an Amendment to the Company’s Restated Certificate of Incorporation to Change our Name from “MamaMancini’s Holdings, Inc.” to “Mama’s Creations, Inc.”

Note: To transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON **JUNE 8, 2023**, AS THE RECORD DATE. ONLY HOLDERS OF THE COMPANY’S COMMON STOCK AS OF THE CLOSE OF BUSINESS ON JUNE 8, 2023, ARE ENTITLED TO NOTICE OF AND TO VOTE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

**PLEASE NOTE – THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD. TO VOTE YOUR SHARES, YOU MUST VOTE ONLINE OR REQUEST A PAPER COPY OF PROXY MATERIALS TO RECEIVE A PROXY CARD.**

**YOUR VOTE IS IMPORTANT!**

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