UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **October 21, 2024**

Mama's Creations, Inc.
(Exact Name of Registrant as Specified in its Charter)

Nevada	**001-40597**	**27-0607116**
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

25 Branca Road, East Rutherford, NJ	**07073**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (201) 532-1212

(Former name, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.00001 par value per share	**MAMA**	**The Nasdaq Stock Market LLC**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company ¨☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 4.01. Changes in Registrant's Certifying Accountant.

On October 21, 2024, the Audit Committee of the Board of Directors of Mama's Creations, Inc. (the "Company") dismissed Rosenberg Rich Baker Berman P.A. ("RRBB"), which had been serving as our independent registered public accounting firm. On the same date, the Audit Committee approved the engagement of UHY, LLP ("UHY") to audit our financial statements for the fiscal year ending January 31, 2025. The decisions were approved by the Audit Committee after conducting a process.

In connection with the audit of the Company's consolidated financial statements for the fiscal years ended January 31, 2024 and 2023, and the subsequent interim period through and including July 31, 2024, there were no (i) disagreements between us and RRBB on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RRBB, would have caused it to make reference thereto in its reports on our financial statements for such periods or (ii) "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K. The reports of RRBB on our consolidated financial statements for the fiscal years ended January 31, 2024 and 2023 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

We have provided RRBB with a copy of the foregoing disclosure and requested that RRBB furnish us with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of the letter from RRBB is attached as Exhibit 16.1 to this Current Report on Form 8-K.

During our fiscal years ended January 31, 2024 and 2023, and the subsequent interim periods through and including July 31, 2024, neither the Company nor anyone on its behalf consulted with UHY regarding either: (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and no written report or oral advice was provided to us that UHY concluded was an important factor considered by us as any accounting, auditing, or financial reporting issue; or (ii) any matter that was the subject of a "disagreement" as that term is defined in Item 304(a)(1)(iv) of Regulation S-K or a "reportable event" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on October 22, 2024 regarding its transition among independent registered public accounting firms, the text of which is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 7.01 and Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
16.1	Letter from Rosenberg Rich Baker Berman P.A.
99.1	Press Release dated October 22, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Mama's Creations, Inc.

Date: October 22, 2024

By: */s/ Adam L. Michaels*
Name: Adam L. Michaels
Title: Chief Executive Officer

Exhibit 16.1

ACCOUNTANTS + ADVISORS

ROSENBERG RICH BAKER BERMAN, P.A. www.rrbb.com

265 Davidson Avenue, Suite 210 • Somerset, NJ 08873-4120 • Phone 908-231-1000 • Fax 908-231-6894
111 Dunnell Road, Suite 100 • Maplewood, NJ 07040 • Phone 973-763-6363 • Fax 973-763-4430

Exhibit 16.1

October 21, 2024

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K of Mama's Creations, Inc. dated October 21, 2024 and are in agreement with the statements as they relate to our Firm contained therein. We have no basis to agree or disagree with the other statements contained therein.

Very truly yours,

Rosenberg Rich Baker Berman, P.A.

ROSENBERG RICH BAKER BERMAN, P.A.

Exhibit 99.1

Mama's Creations Engages UHY as its Independent Auditor

EAST RUTHERFORD, NJ – October 22, 2024 – Mama's Creations, Inc. (NASDAQ: MAMA), a leading national marketer and manufacturer of fresh deli prepared foods, today announced it has engaged UHY, one of the nation's largest professional services firms, as its independent auditor for the Company's fiscal year ending Jan 31, 2025. The change to the Company's independent registered public accounting firm was approved by the Audit Committee of its Board of Directors.

"Given our company's significant evolution and maturation over the several years, we decided it was an appropriate time to transition to UHY with its industry expertise, resources, and professionalism," said Adam L. Michaels, Chairman and Chief Executive Officer of Mama's Creations. "Building upon MamaMancini's strong legacy in Italian-inspired foods, we have now transformed into a company with a diverse family of brands, broad product portfolio of a variety of high quality, fresh, clean and easy to prepare foods to address the needs of both our consumers and retailers.

"In 2022 we implemented a strategic plan to become a one-stop-shop deli solutions platform through both acquisitions and successful new product innovation. Since that time, we renamed and repositioned the company, built an industry-recognized management team, strengthened our balance sheet, expanded our distribution, added new sales channels, and completed a comprehensive financial and operational transformation. Our achievements could not have been realized without the full support of our entire family of employees. The selection of a new auditor marks another milestone in our journey toward a 2030 vision of becoming the next $1 billion deli solutions provider," concluded Michaels.

UHY succeeds Rosenberg Rich Baker Berman, P.A. ("RRBB"), which was previously the independent auditor providing audit services to the Company. The change to the Company's independent auditor was made after careful consideration and was approved by the Audit Committee. The decision to change auditor was not as a result of any disagreement between the Company and RRBB on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures.

About Mama's Creations, Inc.

Mama's Creations, Inc. (Nasdaq: MAMA) is a leading marketer and manufacturer of fresh deli prepared foods, found in over 8,000 grocery, mass, club and convenience stores nationally. The Company's broad product portfolio, born from MamaMancini's rich history in Italian foods, now consists of a variety of high quality, fresh, clean and easy to prepare foods to address the needs of both our consumers and retailers. Our vision is to become a one-stop-shop deli solutions platform, leveraging vertical integration and a diverse family of brands to offer a wide array of prepared foods to meet the changing demands of the modern consumer. For more information, please visit https://mamascreations.com.

Forward-Looking Statements

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include information about management's view of the Company's future expectations, plans and prospects, including future business opportunities or strategies and are generally preceded by words such as "may," "believe," "future," "plan" or "planned," "will" or "should," "expect," "anticipates," "eventually" or "projected." You are cautioned that such statements are subject to a multitude of known and unknown risks and uncertainties that could cause future circumstances, events, or results to differ materially from those projected in the forward-looking statements, including the risks that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Certain of these risk factors and others are included in documents the Company files with the Securities and Exchange Commission, including but not limited to, the Company's Annual Report on Form 10-K for the year ended January 31, 2023, as well as subsequent reports filed with the Securities and Exchange Commission.

Investor Relations Contact:

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