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

Form S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

MAMA'S CREATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

27-0607116

(I.R.S. Employer
Identification No.)

**25 Branca Road,
East Rutherford, NJ**

(Address of Principal Executive Offices)

07073

(Zip Code)

Mama's Creations, Inc.
2021 Incentive Stock and Award Plan
(Full Title of the Plan)

Adam L. Michaels
Chief Executive Officer
Mama's Creations, Inc.
25 Branca Rd.
East Rutherford, NJ 07073
(Name and Address of Agent for Service)

Telephone number, including area code, of agent for service: **(201) 532-1212**

Copies to:
Jonathan R. Zimmerman
Joshua L. Colburn
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐

Non-accelerated Filer ☐

Accelerated Filer ☒

Smaller Reporting Company ☐

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 7(a)(2)(B) of the Securities Act. ☐

MAMA'S CREATIONS, INC.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
TO FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"**

This Registration Statement on Form S-8 (the "Registration Statement") relates to the registration of shares of Common Stock, par value \$0.00001, of Mama's Creations, Inc. (the "Company") to be offered under the 2021 Incentive Stock and Award Plan, as Amended and Restated October 17, 2023 (the "2021 Plan"). The 2021 Plan provides, among other things, that as of January 1 of each calendar year, commencing with the year 2022, the maximum number of shares of Company Common Stock which may be delivered under the 2021 Plan shall automatically increase by a number sufficient to cause the number of shares of Common Stock covered by the 2021 Plan to equal 15% of the total number of shares of Common Stock then outstanding, assuming for this purpose the conversion into Common Stock of all outstanding securities that are convertible by their terms (directly or indirectly) into Common Stock. The Company has earlier filed registration statements on Form S-8 (File No. [333-270476](#)) relating to the 2021 Plan (the "Initial Registration Statement").

Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement, together with all exhibits filed therewith or incorporated therein by reference, are incorporated herein by reference except to the extent that such information is superseded by the items appearing below.

The Company has filed this registration statement on Form S-8 to register 2,006,368 additional shares of Common Stock, not previously registered under the 2021 Plan, that became available for issuance pursuant to the "evergreen" provision contained in the 2021 Plan through January 1, 2025.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	Articles of Incorporation of MamaMancini's Holdings, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on May 24, 2011)
4.2	Certificate of Amendment to Certificate of Incorporation of MamaMancini's Holdings, Inc. (incorporated by reference from Exhibit 3.4 to the Company's Current Report on Form 8-K filed on March 8, 2013)
4.3	Certificate of Amendment to Articles of Incorporation of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 1, 2023)
4.4	Second Amended and Restated Series A Convertible Preferred Stock Certificate of Designation (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 10, 2015)
4.5	Series B Preferred Stock Certificate of Designation (incorporated by reference from Exhibit 3.4 to the Company's Registration Statement on Form S-3 filed on June 2, 2023)
4.6	Second Amended and Restated Bylaws of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on August 1, 2023)
5.1+	Opinion of Hutchison & Steffen, PLLC
23.1+	Consent of Independent Registered Public Accounting Firm (UHY LLP)
23.2+	Consent of Independent Registered Public Accounting Firm (Rosenberg Rich Baker Berman, P.A.)
23.2+	Consent of Hutchison & Steffen, PLLC (included in Exhibit 5.1)
24	Powers of Attorney (included with signatures)
99.1	2021 Incentive Stock and Award Plan, as Amended and Restated October 17, 2023 (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 20, 2023)
107+	Filing Fee Table

+ Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of East Rutherford, State of New Jersey, on April 15, 2025.

MAMA'S CREATIONS, INC.

By: /s/ Adam L. Michaels

Name: Adam L. Michaels

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Adam L. Michaels and Anthony Gruber, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, with full power of each to act alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Registration Statement filed herewith and any and all amendments to said Registration Statement (including post-effective amendments), and file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on April 15, 2025:

Signature	Title	Date
<u>/s/ Adam L. Michaels</u> Adam L. Michaels	Chief Executive Officer, Chairman of the Board of Directors (principal executive officer)	April 15, 2025
<u>/s/ Anthony Gruber</u> Anthony Gruber	Chief Financial Officer (principal financial and accounting officer)	April 15, 2025
<u>/s/ Lynn Blake</u> Lynn Blake	Director	April 15, 2025
<u>/s/ Steven Burns</u> Steven Burns	Director	April 15, 2025
<u>/s/ Alfred D'Agostino</u> Alfred D'Agostino	Director	April 15, 2025
<u>/s/ Meghan Henson</u> Meghan Henson	Director	April 15, 2025
<u> </u> Dean Janeway	Director	April 15, 2025
<u>/s/ Shirley Romig</u> Shirley Romig	Director	April 15, 2025
<u>/s/ Tom Toto</u> Tom Toto	Director	April 15, 2025



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10080 WEST ALTA DRIVE, SUITE 200
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702.385.2500
FAX 702.385.2086
HUTCHLEGAL.COM

April 15, 2025

Board of Directors
Mama's Creations, Inc.
25 Branca Road
East Rutherford, NJ 07073

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as Nevada counsel to Mama's Creations, Inc., a Nevada corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement"), filed with the United States Securities and Exchange Commission ("SEC") on April 15, 2025, under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 2,006,368 shares of its Common Stock (the "Shares") that may be issued pursuant to the Company's 2021 Incentive Stock and Award Plan (As Amended and Restated October 17, 2023) (the "Plan"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of SEC Regulation S-K (12 C.F.R. § 229.601(b)(5)).

In our capacity as Nevada counsel to the Company and for the purposes of the opinions set forth below, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents: (i) the Registration Statement; (ii) the Plan; (iii) the Articles of Incorporation of the Company as filed with the Secretary of State of Nevada on July 22, 2009, as amended by that certain Certificate of Amendment as filed with the Secretary of State of Nevada on February 26, 2013, as amended by that certain Second Amended and Restated Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock dated August 28, 2015, as amended by that certain Certificate of Designations, Preferences, Limitations, Restrictions and Relative Rights of 8% Series B Preferred Stock dated August 15, 2022, as amended by that certain Certificate of Amendment as filed with the Secretary of State of Nevada on July 31, 2023; (iv) the Amended and Restated Bylaws of the Company dated July 31, 2023; (v) those certain Minutes of Special Meeting of the Board of Directors of the Company dated June 24, 2021; (vi) that certain Unanimous Written Consent of the Board of Directors of the Company dated April 15, 2025; and (vii) that certain Secretary's Certificate of the Company dated April 15, 2025. We also have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers, or other representatives of the Company and others, and such other documents, certificates, and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

April 15, 2025

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In reaching the opinions set forth below, we have assumed the legal capacity and competence of natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies, and the accuracy and completeness of all documents reviewed by us. In rendering the opinions set forth below, we have relied as to factual matters upon certificates, statements and representations of, and other information obtained from, the Company, its officers and representatives, public officials and other sources. We have assumed the conformity of the documents filed with the SEC via the EDGAR system, except for required EDGAR formatting changes, to physical copies of the documents submitted for our examination.

In making our examination of documents executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.

On the basis of the foregoing, and subject to the qualifications, assumptions, and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan and the applicable award agreements thereunder, and against payment of the consideration therefor as contemplated by the Plan and such award agreements, will be validly issued, fully paid, and nonassessable.

The foregoing opinions are limited to the matters expressly set forth herein and no opinion may be implied or inferred beyond the matters expressly stated. We disclaim any obligation to update this letter for events occurring after the date of this letter or as a result of knowledge acquired by us after that date, including changes in any of the statutory or decisional law after the date of this letter. We express no opinion as to the effect and application of the laws, rules or regulations of any jurisdiction (including United States federal laws, rules and regulations), other than the laws, rules and regulations of the State of Nevada as presently in effect (excluding securities laws, of which we render no opinion), which in our experience are normally applicable to transactions of the type contemplated by the opinions.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to us under the heading "Legal Matters" in the prospectus forming part of the Registration Statement and any supplement thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very Truly Yours,

/s/ Hutchinson & Steffen, PLLC

HUTCHISON & STEFFEN, PLLC

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement of Mama's Creations, Inc. on Form S-8 of our report dated April 8, 2025, with respect to our audit of the consolidated financial statements of Mama's Creations, Inc. as of January 31, 2025, and for the fiscal year the ended, which report is included in its Annual Report on Form 10-K for the fiscal year ended January 31, 2025.

Our report on the effectiveness of internal control over financial reporting expressed an adverse opinion because of the existence of material weaknesses.

/s/ UHY LLP

New York, New York
April 15, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 24, 2024, with respect to the consolidated financial statements included in the Annual Report of Mama's Creations, Inc. on Form 10-K for the years ended January 31, 2024 and 2023.

/s/ Rosenberg Rich Baker Berman, P.A.

Rosenberg Rich Baker Berman, P.A.

Somerset, New Jersey

April 15, 2025

Calculation of Registration Fee

FORM S-8
(Form Type)MAMA'S CREATIONS, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾ (2)	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.00001 per share	Rule 457(h)	2,006,368	\$ 6.5404	\$ 13,122,349	0.00015310	\$ 2,010
Total Offering Amounts					\$ 13,122,349		\$ 2,010
Total Fee Offsets							—
Net Fee Due							\$ 2,010

- (1) Represents additional shares of common stock, par value \$0.00001 per share, being registered for the first time pursuant to the “evergreen” provision contained in the 2021 Incentive Stock and Award Plan, as amended and restated.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), the shares of common stock registered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock split, stock dividends, recapitalizations, or other similar transactions.
- (3) Estimated in accordance with Rules 457(h) of the Securities Act, solely for the purpose of calculating the registrant’s registration fee on the basis of \$6.5404 per share, which is the average of the high and low prices of the Registrant’s common stock on April 11, 2025, as reported by The Nasdaq Stock Market LLC.