

MAJESCO ENTERTAINMENT CO
Form SC 13D
October 13, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

MAJESCO ENTERTAINMENT COMPANY

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

560690208

(CUSIP Number)

Barry Honig
555 South Federal Highway #450,
Boca Raton, FL 33432

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 30, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ..

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Barry Honig

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)
(b) Reporting
person is affiliated
with
other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

657,889 (1) (2)

8 NUMBER OF
SHARES

SHARED VOTING POWER

9 BENEFICIALLY
OWNED BY

201,546 (3) (4)

10 EACH REPORTING
PERSON WITH

SOLE DISPOSITIVE POWER

657,889 (1) (2)

10

SHARED DISPOSITIVE POWER

201,546 (3) (4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

859,435 (1) (2) (3) (4)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

0

7.89% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

IN

- (1) Represents 657,889 shares of common stock, par value \$0.001 per share (the "Common Stock") of Majesco Entertainment Company (the "Company") held by Barry Honig, of which 400,000 shares represent a restricted stock award under the 2014 Equity Incentive Plan approved by the Company's shareholders, and which vest at a rate of 1/24 of such award shares per month or upon a Qualified Transaction, as defined in the award.
 - (2) Excludes 2,205,883 shares of Common Stock underlying shares of Series A Convertible Preferred Stock held by Mr. Honig, and 1,575,600 shares of Common Stock underlying shares of Series B Convertible Preferred Stock held by Mr. Honig. Conversions by any holder of Series A Convertible Preferred Stock or Series B Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. Mr. Honig's ownership has been limited accordingly.
 - (3) Includes 91,076 shares of Common Stock held by GRQ Consultants, Inc. 401K, for which Mr. Honig is Trustee and over which Mr. Honig holds voting and dispositive power and 110,470 shares of Common Stock held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig, for which Mr. Honig is Trustee and over which Mr. Honig holds voting and dispositive power.
 - (4) Excludes 154,657 shares of Common Stock underlying shares of Series A Convertible Preferred Stock and 833,334 shares of Common Stock underlying shares of Series C Convertible Preferred Stock held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig, for which Mr. Honig is Trustee and over which he holds voting and dispositive power; 117,648 shares of Common Stock underlying shares of Series A Convertible Preferred Stock and 84,000 shares of Common Stock underlying shares of Series B Convertible Preferred Stock held by Marlin Capital Investments, LLC, for which Mr. Honig is a Manager and over which Mr. Honig has voting and dispositive power; and 833,334 shares of Common Stock underlying shares of Series C Convertible Preferred Stock and 333,333 shares of Common Stock underlying shares of Series D Convertible Preferred Stock held by GRQ Consultants, Inc. 401K, for which Mr. Honig is Trustee and over which he holds voting and dispositive power. Conversions by any holder of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock may not be effected to the extent such conversion would result in a holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. The holder's ownership has been limited accordingly.
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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 GRQ Consultants, Inc. 401K
CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)
(b) Reporting
person is affiliated
with
other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

NUMBER OF
SHARES

8

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

9

91,076 (1)
SOLE DISPOSITIVE POWER

EACH REPORTING
PERSON WITH

10

0
SHARED DISPOSITIVE POWER

91,076 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

91,076

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

0

4

0.836% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

OO

(1) Excludes 833,334 shares of Common Stock underlying shares of Series C Convertible Preferred Stock and 333,333 shares of Common Stock underlying shares of Series D Convertible Preferred Stock. Conversions by any holder of Series C Convertible Preferred Stock or Series D Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. The holder's ownership has been limited accordingly

CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 GRQ Consultants, Inc. Roth 401K FBO Barry Honig
CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) o
(b) o Reporting
person is affiliated
with
other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

NUMBER OF
SHARES

8

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

9

110,470 (1)
SOLE DISPOSITIVE POWER

EACH REPORTING
PERSON WITH

10

0
SHARED DISPOSITIVE POWER

110,470 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

110,470

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

6

1.014% (based on 10,890,701 shares issued and outstanding as of October 2, 2015)

14 TYPE OF REPORTING PERSON

OO

- (1) Excludes 154,657 shares of Common Stock underlying shares of Series A Convertible Preferred Stock. Conversions by any holder of Series A Convertible Preferred Stock may not be effected to the extent such conversion would result in the holder's aggregate beneficial ownership, together with that of all the holder's affiliates, to exceed 4.99% of the Company's issued and outstanding shares of Common Stock. The holder's ownership has been limited accordingly,
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CUSIP No. 560690208

13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Marlin Capital Investments, LLC

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)
 (b) Reporting
 person is affiliated
 with
 other persons

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7

SOLE VOTING POWER

0

NUMBER OF
SHARES

8

SHARED VOTING POWER

BENEFICIALLY
OWNED BY

9

0 (1)

EACH REPORTING
PERSON WITH

10

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

0 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

0

0