

Pai Ganesh
Form 4
March 28, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pai Ganesh

(Last) (First) (Middle)

**C/O MAJESCO, 412 MT. KEMBLE
AVE., SUITE 110C**

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Majesco [MJCO]

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

03/26/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/26/2019		M		57,500	A	\$ 5.75
Common Stock	03/26/2019		M		2,500	A	\$ 4.87

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 5.75	01/23/2017		M	57,500	<u>(1)</u> 01/23/2027	Common Stock 57,500
Stock Option (right to purchase)	\$ 4.87	07/25/2017		M	2,500	<u>(2)</u> 07/25/2027	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pai Ganesh C/O MAJESCO 412 MT. KEMBLE AVE., SUITE 110C MORRISTOWN, NJ 07960			Executive Vice President	

Signatures

/s/ Lori Stanley as Attorney-In-Fact for
Ganesh Pai 03/28/2019

__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) As previously reported on a Form 4 filed by the Reporting Person on January 25, 2017, on January 23, 2017, the Issuer granted the Reporting Person qualified stock options to purchase up to 115,000 shares of Issuer's common stock pursuant to the Issuer's 2015 Equity Incentive Plan which options vest and become exercisable in equal installments on an annual basis over a four year period commencing on January 23, 2017.

(2) As previously reported on a Form 4 filed by the Reporting Person on July 27, 2017, on July 25, 2017, the Issuer granted the Reporting Person qualified stock options to purchase up to 10,000 shares of the Issuer's common stock pursuant to the Issuer's 2015 Equity Incentive Plan which options vest and become exercisable in equal installments on an annual basis over a four year period commencing on July 25, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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