

Hot Mamas Foods, Inc.
Form 10-Q/A
May 28, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

**ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF**

1934

For the quarterly period ended: **March 31, 2014**

or

**“ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **000-54976**

HOT MAMA’S FOODS, INC.

(Exact name of registrant as specified in its charter)

Delaware

51-0459931

(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

134 Avocado Street

Springfield, MA 01104

(Address of principal executive offices)

(413) 737-6572

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 27, 2014, 2013, there were 23,532,290 shares outstanding of the registrant's common stock.

Explanatory Note

This Amendment to the Quarterly Report on Form 10-Q is being filed solely to furnish the Interactive Data files as Exhibit 101, in accordance with Rule 405 of Regulation S-T. No other changes have been made to the Form 10-Q, as originally filed on May 23, 2014.

PART II – OTHER INFORMATION

Item 6. Exhibits

101.INS * XBRL Instance Document

101.SCH * XBRL Taxonomy Schema

101.CAL * XBRL Taxonomy Calculation Linkbase

101.DEF * XBRL Taxonomy Definition Linkbase

101.LAB * XBRL Taxonomy Label Linkbase

101.PRE * XBRL Taxonomy Presentation Linkbase

* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are furnished and deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Company has caused this report to be signed by the undersigned, thereunto duly authorized.

**HOT
MAMA'S
FOODS,
INC.**

Date: May 28, 2014 By: /s/ Matthew
Morse
Name: Matthew
Morse
Chief
Title: Executive
Officer and
Director
(Principal
Executive
Officer)

Date: May 28, 2014 By: /s/ William
Kenealy
Name: William
Kenealy
Chief
Title: Financial
Officer and
Secretary
(Principal
Financial
Officer and
Principal
Accounting
Officer)