

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
<input type="text" value="0000317788"/>	<input type="text" value="Mediavest, Inc."/>	<input checked="" type="checkbox"/> Corporation
Name of Issuer	<input type="text" value="EB2B COMMERCE INC /NY/"/>	<input type="checkbox"/> Limited Partnership
<input type="text" value="Mandalay Media, Inc."/>	<input type="text" value="DYNAMICWEB ENTERPRISES INC"/>	<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<input type="text" value="DE"/>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<input type="text" value="Mandalay Media, Inc."/>			
Street Address 1		Street Address 2	
<input type="text" value="2121 AVENUE OF THE STARS"/>		<input type="text" value="SUITE 2550"/>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="LOS ANGELES,"/>	<input type="text" value="CA"/>	<input type="text" value="90067"/>	<input type="text" value="(310) 601-2500"/>

3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Lefkowitz"/>	<input type="text" value="James"/>	<input type="text"/>	
Street Address 1		Street Address 2	
<input type="text" value="2121 Avenue of the Stars"/>		<input type="text" value="Suite 2550"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Los Angeles"/>	<input type="text" value="CA"/>	<input type="text" value="90067"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Wolf"/>	<input type="text" value="Jay"/>	<input type="text" value="A."/>
Street Address 1		Street Address 2
<input type="text"/>		<input type="text"/>

2121 Avenue of the Stars Suite 2550

City State/Province/Country ZIP/Postal Code
Los Angeles CA 90067

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Aaron Ian

Street Address 1 Street Address 2
Twistbox Entertainment, Inc. 14242 Ventura Blvd., 3rd Floor

City State/Province/Country ZIP/Postal Code
Sherman Oaks CA 91423

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
President and Chief Executive Officer of Twistbox Entertainment, Inc., a wholly-owned subsidiary of Mandalay Media, Inc.

Last Name First Name Middle Name
Burke Russell

Street Address 1 Street Address 2
Twistbox Entertainment, Inc. 14242 Ventura Blvd., 3rd Floor

City State/Province/Country ZIP/Postal Code
Sherman Oaks CA 91423

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
Senior Vice President and Chief Financial Officer of Twistbox Entertainment, Inc., a wholly-owned subsidiary of Mandalay Media, Inc.

Last Name First Name Middle Name
Mandell David

Street Address 1 Street Address 2
Twistbox Entertainment, Inc. 14242 Ventura Blvd., 3rd Floor

City State/Province/Country ZIP/Postal Code
Sherman Oaks CA 91423

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
Executive Vice President, General Counsel and Corporate Secretary of Twistbox Entertainment, Inc., a wholly-owned subsidiary of Mandalay Media, Inc.

Last Name	First Name	Middle Name	
<input type="text" value="Barteska"/>	<input type="text" value="Eugen"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="Twistbox Games Ltd & Co KG (Charismatix)"/>	<input type="text" value="Lohbachstr 12"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Schwerte"/>	<input type="text" value="2M"/>	<input type="text" value="D-58239"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="McAbian"/>	<input type="text" value="Adi"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="Twistbox Entertainment, Inc."/>	<input type="text" value="14242 Ventura Blvd., 3rd Floor"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Sherman Oaks"/>	<input type="text" value="CA"/>	<input type="text" value="91423"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Guber"/>	<input type="text" value="Peter"/>	<input type="text"/>	
Street Address 1	Street Address 2		
<input type="text" value="2121 Avenue of the Stars"/>	<input type="text" value="Suite 2550"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Los Angeles"/>	<input type="text" value="CA"/>	<input type="text" value="90067"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Ellin"/>	<input type="text" value="Robert"/>	<input type="text" value="S."/>	
Street Address 1	Street Address 2		
<input type="text" value="2121 Avenue of the Stars"/>	<input type="text" value="Suite 2550"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Los Angeles"/>	<input type="text" value="CA"/>	<input type="text" value="90067"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Regenstein Barry

Street Address 1 Street Address 2

2121 Avenue of the Stars Suite 2550

City State/Province/Country ZIP/Postal Code

Los Angeles CA 90067

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Schaeffer Paul

Street Address 1 Street Address 2

2121 Avenue of the Stars Suite 2550

City State/Province/Country ZIP/Postal Code

Los Angeles CA 90067

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Spitz Richard

Street Address 1 Street Address 2

2121 Avenue of the Stars Suite 2550

City State/Province/Country ZIP/Postal Code

Los Angeles CA 90067

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology

- Services
- Business Services**
- Energy**
- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

- Manufacturing**
- Real Estate**
- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Travel**
- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other**

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice Date of First Sale First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD Estimate

Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Mandalay Media, Inc.	/s/ James Lefkowitz	James Lefkowitz	President	2009-03-30