## UNITED STATES SECURITIES AND EXCHANGE

## COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. Mandalay Media, Inc. Common Stock, \$0.001 par value (Title of Class of Securities) (CUSIP Number) February 12, 2008 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: Rule 13d-1(b) X Rule 13d-1(c) \*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Spark Capital, L.P. ("Spark Capital") Check the Appropriate Box if a Member of a Group (See Instructions) (a) X (b) SEC Use Only Citizenship or Place of Organization Delaware Sole Voting Power 2,779,986 shares, except that Spark Management Partners, LLC ("Spark Management"), the general 2,779,986 shares, except that Spark Management Partners, LLC ("Spark Management"), the general partner of Spark Capital, may be deemed to have sole power to vote these shares; Todd Dagres ("Dagres"), a managing member of Spark Management, may be deemed to have shared power to vote these shares; Santo Politi ("Politi"), a managing member of Spark Management, may be deemed to have shared power to vote these shares; Dennis A. Miller ("Miller"), a managing member of Spark Management, may be deemed to have shared power to vote these shares; Bijan R. Sabet ("Sabet"), a managing member of Spark Management, may be deemed to have shared power to vote these shares; and Paul J. Conway ("Conway"), a managing member of Spark Management, may be deemed to have shared power to vote these shares. Number of Shares Beneficially Owned by Shared Voting Power See response to row 5 Each Reporting Person With Sole Dispositive Power 2,779,986 shares, except that Spark Management, general partner of Spark Capital, may be deemed to 2./19/986 shares, except that Spark Management, general partner of Spark Capital, may be deemed to have sole power to dispose of these shares; Dagres, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares; Politi, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares; Miller, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares; Sabet, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares; and Conway, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares; and Conway, a managing member of Spark Management, may be deemed to have shared power to dispose of these shares. Shared Dispositive Power See response to row 7 Aggregate Amount Beneficially Owned by Each Reporting Person 2,779,986 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  $\ \square$ 11. Percent of Class Represented by Amount in Row (9) Type of Reporting Person (See Instructions) 2 CUSIP No: 562565101 Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only) Spark Management Partners, LLC Check the Appropriate Box if a Member of a Group (See Instructions) X

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		6				
CUSIP No:	562565101					
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Santo Politi					
•	Check the Appropriate Box if a Member of a Group (See Instructions)  (a)					
	(b) [2					
3.	SEC Use Only					

	5.	Sole Voting Power			
Number of Shares	6.	Shared Voting Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Polit is a managing member of Spark Management, the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to vote these shares.			
Beneficially Owned by Each	7.	Sole Dispositive Power			
Reporting Person With		-0-			
	8.	Shared Dispositive Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Politi is a managing member of Spark Management, which is the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to dispose of these shares.			
9.	Aggregate Amoun 2,857,144	at Beneficially Owned by Each Reporting Person			
10.	Check if the Aggre	egate Amount in Row (9) Excludes Certain Shares (See Instructions)			
11.	Percent of Class Represented by Amount in Row (9) 8.92%				
12.	Type of Reporting Person (See Instructions) IN				
		7			
CUSIP No:	562565101				
1.	Names of Reportin Dennis A. Miller	ng Persons. I.R.S. Identification Nos. of above persons (entities only)			
2.	_	riate Box if a Member of a Group (See Instructions)			
	(a)				
3.	SEC Use Only				
4.	Citizenship or Place of Organization USA				
	5.	Sole Voting Power -0-			
Number of Shares	6.	Shared Voting Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Miller is a managing member of Spark Management, the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to vote these shares.			
Beneficially Owned by Each Reporting	7.	Sole Dispositive Power -0-			
Person With	8.	Shared Dispositive Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Miller is a managing member of Spark Management, which is the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to dispose of these shares.			
9.	Aggregate Amoun 2,857,144	at Beneficially Owned by Each Reporting Person			
10.	2,857,144  Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
11.	Percent of Class Represented by Amount in Row (9) 8.92%				
12.					
	IN	8			
CUSIP No:	562565101				
1.	Names of Reportin	ng Persons. I.R.S. Identification Nos. of above persons (entities only)			
2.	Bijan R. Sabet  Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) (b) 				
3.	SEC Use Only				
4.	Citizenship or Plac USA	ce of Organization			
	5.	Sole Voting Power -0-			
	6.	Shared Voting Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are			
Number of		directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Sabet is a managing member of Spark Management, the general partner of Spark Capital, Spark Member			

Number of

nares eneficially			Fund and Spark Founders Fund, and may be deemed to have shared power to vote these shares.			
wned by sch eporting		7.	Sole Dispositive Power			
rson With	ı	8.	Shared Dispositive Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Sabet is a managing member of Spark Management, which is the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to dispose of these shares.			
	Aggregate Amount Beneficially Owned by Each Reporting Person 2,857,144					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
	Perco		epresented by Amount in Row (9)			
	Type IN	Type of Reporting Person (See Instructions)				
•			9			
SIP No:	5625	565101				
		nes of Reportin J. Conway	g Persons, I.R.S. Identification Nos. of above persons (entities only)			
	Chec	ck the Appropr	riate Box if a Member of a Group (See Instructions)			
	(b)	×				
3.	SEC	Use Only				
	Citiz USA		e of Organization			
		5.	Sole Voting Power -0-			
		6.	Shared Voting Power			
			2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund.			
nber of res eficially			Conway is a managing member of Spark Management, the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to vote these shares.			
ned by		7.	Sole Dispositive Power			
orting on With	1		-0-			
		8.	Shared Dispositive Power 2,857,144 shares, of which 2,779,986 shares are directly owned by Spark Capital; 27,801 shares are directly owned by Spark Member Fund; and 49,357 shares are directly owned by Spark Founders Fund. Conway is a managing member of Spark Management, which is the general partner of Spark Capital, Spark Member Fund and Spark Founders Fund, and may be deemed to have shared power to dispose of these shares.			
	Aggregate Amount Beneficially Owned by Each Reporting Person 2,857,144					
10.	Chec	ck if the Aggre	gate Amount in Row (9) Excludes Certain Shares (See Instructions)			
	Percent of Class Represented by Amount in Row (9) 8 92%					
-			Person (See Instructions)			
	IN	p-rung	10			
n 1.						
(	(a)	Name of Issue Mandalay Me				
(	(b)		suer's Principal Executive Offices of the Stars, Suite 2550 CA 90067			
ı 2.						
(	(a)	L.P. ("Spark I Santo Politi ("	on Filing , L.P. ("Spark Capital"), Spark Management Partners, L.LC ("Spark Management"), Spark Member Fund, Member Fund"), Spark Capital Founders' Fund, L.P. ("Spark Founders Fund"), Todd Dagres ("Dagres"), Politi"), Dennis A. Miller ("Miller"), Bijan R. Sabet ("Sabet") and Paul J. Conway ("Conway") The tites and individuals are collectively referred to as the "Reporting Persons."			
		of each of Spa	, Miller, Sabet and Conway are the sole managing members of Spark Management, the sole general partner ark Capital, Spark Member Fund and Spark Founders Fund. Each of Spark Member Fund and Spark dd invests alongside Spark Capital in investments made by Spark Capital.			
(	(b)	Address of Pr Spark Capital 137 Newbury	rincipal Business Office or, if none, Residence Street			
(	(c)	Boston, MA ( Citizenship Dagres, Politi				
,	(d)	limited liability	y company organized under the laws of the State of Delaware.			
			ck, \$0.001 par value per share			
(	(e)	CUSIP Numb 562565101	ner			

	(a)		Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b)		Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c)		Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d)		Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
	(e)		An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
	(f)		An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
	(g)		A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h)		A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)		A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the
			Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j)		Group, in accordance with §240.13d-1(b)(1)(ii)(J).
	Not A	Applical	ble
			11
Item 4.		nership	
			imate percentages of Common Stock reported as beneficially owned by the Reporting Persons is based upon shares of Common Stock outstanding as of February 12, 2008, as reported in the Issuer's Current Report on Form
	8-K	dated a	s of February 12, 2008.
			ing information with respect to the ownership of the ordinary shares of the issuer by the Reporting Persons filing this sprovided as of February 12, 2008:
			following information regarding the aggregate number and percentage of the class of securities of the issuer ltem 1.
	(a)		ount beneficially owned:
		See l	Row 9 of cover page for each Reporting Person.
	(b)		ent of class: Row 11 of cover page for each Reporting Person.
	(c)		
	(0)	Nuii	ber of shares as to which the person has:
		(i)	Sole power to vote or to direct the vote
			See Row 5 of cover page for each Reporting Person.
		(ii)	
			See Row 6 of cover page for each Reporting Person.
		(iii)	Sole power to dispose or to direct the disposition of See Row 7 of cover page for each Reporting Person.
		(iv)	
		(11)	Shared power to dispose or to direct the disposition of See Row 8 of cover page for each Reporting Person.
Item 5.			p of Five Percent or Less of a Class
			ment is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial tore than five percent of the class of securities, check the following   .
	No	t Appli	cable
Tr			(Manda F. Danis a P. K. Chada Danis
Item 6.			p of More than Five Percent on Behalf of Another Person in circumstances set forth in the limited partnership agreements of Spark Capital, Spark Member Fund and Spark
	Fou	nders F	und and the limited liability company agreement of Spark Management, the general and limited partners or members the entity, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of
			the issuer owned by each such entity of which they are a partner or member, as applicable.
Item 7.			ion and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding or Control Person
	No	t Appli	cable.
Item 8.		ntificati t Appli	ion and Classification of Members of the Group cable.
Item 9.	No	tice of l	Dissolution of Group
	No	t Appli	cable.
Item 10.	Ce	tificatio	on .
nem ro.		t Appli	
			12
CUSIP No	o: 5625	65101	
			SIGNATURES
ctatement :	e trans		reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this
			te and correct.
Date: Feb	ruary	, 2008	
			SPARK CAPITAL, L.P.
			By: Spark Management Partners, LLC
			p *
			By: * Managing Member
			SPARK MANAGEMENT PARTNERS, LLC
			Ву:*
			Managing Member

SPARK CAPITAL FOUNDERS' FUND, L.P.

SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC

By: \*
Managing Member

	By: Spark Management Partners, LLC
	By: * Managing Member
	TODD DAGRES
	By: * Todd Dagres
	Todd Dagres
	SANTO POLITI
	By: * Santo Politi
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CUSIP No: 562565101	
	DENNIS A. MILLER
	By:* Dennis A. Miller
	BIJAN R. SABET
	By: * Bijan R. Sabet
	PAUL J. CONWAY
	By: * Paul J. Conway
*By: /s/ Paul J. Conway	_
Name: Paul J. Conway Attorney-in-Fact	_
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Common Stock of Mandalay Media, Inc  Dated February , 2008	3G need be filed with respect to ownership by each of the undersigned of shares of
	SPARK CAPITAL, L.P.
	By: Spark Management Partners, LLC
	By:* Managing Member
	Managing Member
	Managing Member  SPARK MANAGEMENT PARTNERS, LLC
	SPARK MANAGEMENT PARTNERS, LLC  By:   * Managing Member
	SPARK MANAGEMENT PARTNERS, LLC  By: *
	SPARK MANAGEMENT PARTNERS, LLC  By: * Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: *
	SPARK MANAGEMENT PARTNERS, LLC  By:   * Managing Member  SPARK MEMBER FUND, L.P.  By: Spark Management Partners, LLC  By:   * Managing Member
	SPARK MANAGEMENT PARTNERS, LLC  By: * Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: *
	SPARK MANAGEMENT PARTNERS, LLC  By:   *  Managing Member  SPARK MEMBER FUND, L.P.  By: Spark Management Partners, LLC  By:   *  Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P.  By: Spark Management Partners, LLC
	SPARK MANAGEMENT PARTNERS, LLC  By: * Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member
	SPARK MANAGEMENT PARTNERS, LLC  By:      *         Managing Member  SPARK MEMBER FUND, L.P.  By: Spark Management Partners, LLC  By:      *         Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P.  By: Spark Management Partners, LLC  By:      *         Managing Member  TODD DAGRES
	SPARK MANAGEMENT PARTNERS, LLC  By: * Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member
	SPARK MANAGEMENT PARTNERS, LLC  By: * Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: * Managing Member  TODD DAGRES  By: * *
	SPARK MANAGEMENT PARTNERS, LLC  By: # Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  TODD DAGRES  By: # Todd Dagres
	SPARK MANAGEMENT PARTNERS, LLC  By:      *      Managing Member  SPARK MEMBER FUND, L.P.  By: Spark Management Partners, LLC  By:      *      Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P.  By: Spark Management Partners, LLC  By:      *      Managing Member  TODD DAGRES  By:      *      Todd Dagres  SANTO POLITI
	SPARK MANAGEMENT PARTNERS, LLC  By: # Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  TODD DAGRES  By: # Todd Dagres  SANTO POLITI  By: # Santo Politi
CUSIP No: 562565101	SPARK MANAGEMENT PARTNERS, LLC  By: # Managing Member  SPARK MEMBER FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  SPARK CAPITAL FOUNDERS' FUND, L.P. By: Spark Management Partners, LLC  By: # Managing Member  TODD DAGRES  By: # Todd Dagres  SANTO POLITI  By: # Santo Politi

By: \*
Dennis A. Miller

		BIJAN R. SABET
		By: * Bijan R. Sabet
		PAUL J. CONWAY  By: *
		Paul J. Conway
By: lame:	/s/ Paul J. Conway Paul J. Conway Attorney-in-Fact	
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CUSIP No: 562565101

## EXHIBIT II — POWER OF ATTORNEY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby constitute and appoint Paul Conway, with full power of substitution, as the Reporting Persons' true and lawful attorney in fact to:

- (1) prepare, execute in the Reporting Persons' names and on the Reporting Persons' behalves, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Persons to make electronic filings with the SEC of Reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the SEC pursuant to the Securities Scan amended (together with the implementing regulations thereto, the "Act") and be Securities Scange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to each Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies");
- (3) do and perform any and all acts for and on behalf of the Reporting Persons which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the Reporting Persons, it being understood that the documents executed by such attorney in fact on behalf of the Reporting Persons pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The Reporting Persons hereby grant to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Persons might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The Reporting Persons acknowledge that the foregoing attorney in fact, in serving in such capacity at the request of the Reporting Persons, is not assuming any of the Reporting Persons' responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney with respect to each Reporting Person shall remain in full force and effect until such Reporting Person is no longer required to file any Reports with respect to the Reporting Persons' ownership of, or transactions in, the securities of the Companies, unless earlier revoked in a signed writing delivered to the foregoing attorney in fact.

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CUSIP No: 562565101

2008

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 19th day of February,

Spark Management Partners, LLC, a Delaware Limited Liability Company

By: /s/ Paul Conway

Paul Conway, Managing Member

Spark Capital, L.P., a Delaware Limited Partnership

- By: Spark Management Partners, LLC, a Delaware Limited Liability Company Its General Partner
- By: /s/ Paul Conway
  Paul Conway, Managing Member

Spark Capital Founder's Fund, a Delaware Limited Partnership

- By: Spark Management Partners, LLC, a Delaware Limited Liability Company Its General Partner
- By: /s/ Paul Conway
  Paul Conway, Managing Member

Spark Member Fund, L.P., a Delaware Limited Partnership

- By: Spark Management Partners, LLC, a Delaware Limited Liability Company Its General Partner
- By: /s/ Paul Conway
  Paul Conway, Managing Member

  By: /s/ Santo Politi
- Santo Politi

  By: /s/ Todd Dagres
- By: /s/ Bijan Sabet Bijan Sabet
- By: /s/ Dennis Miller
  Dennis Miller
- By: /s/ Paul Conway
  Paul Conway