

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**Digital Turbine, Inc.**

(Name of Issuer)

**Common Stock, \$0.0001**

(Title of Class of Securities)

**25400W102**

(CUSIP Number)

**March 6, 2015**

(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)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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).

CUSIP No. 25400W102

1. Names of Reporting Persons.  
Venrock Management VI, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
4,785,160(2)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
4,785,160(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,785,160(2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
8.4%(3)

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12. Type of Reporting Person (See Instructions)  
OO

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- 
- (1) Venrock Associates VI, L.P., Venrock Partners VI, L.P., Venrock Management VI, LLC, the general partner of VA-VI, and Venrock Partners Management VI, LLC, the general partner of VP-VI, are members of a group for purposes of this Schedule 13G.
- (2) Consists of 4,436,799 shares of common stock owned by VA-VI and 348,361 shares of common stock owned by VP-VI.
- (3) This percentage is calculated based based on 56,775,561 shares of the Issuers's common stock outstanding as of March 6, 2015, as reported by the Issuer to the reporting person.

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CUSIP No. 25400W102

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Venrock Partners Management VI, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

---

(b)

---

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Delaware

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CUSIP No. 25400W102

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (1)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
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Person With:

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4,785,160(2)

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11. Percent of Class Represented by Amount in Row (9)  
8.4%(3)

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12. Type of Reporting Person (See Instructions)  
PN

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Venrock Partners Management VI, LLC, the general partner of VP-VI, are members of a group for purposes of this Schedule 13G.

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CUSIP No. 25400W102

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1. Names of Reporting Persons.  
Venrock Partners VI, L.P.
- 
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)  (1)
- (b)
- 
3. SEC Use Only
- 
4. Citizenship or Place of Organization  
Delaware
- 
5. Sole Voting Power  
0
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:
6. Shared Voting Power  
4,785,160(2)
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8.4%(3)
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12. Type of Reporting Person (See Instructions)  
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- (3) This percentage is calculated based based on 56,775,561 shares of the Issuers's common stock outstanding as of March 6, 2015, as reported by the Issuer to the reporting person.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of Venrock Associates VI, L.P. ("VA-VI"), Venrock Partners VI, L.P. ("VP-VI"), Venrock Management VI, LLC ("VM-VI"), and Venrock Partners Management VI, LLC ("VPM-VI") in respect of shares of common stock of Digital Turbine, Inc.

**Item 1.**

- (a) Name of Issuer:  
Digital Turbine, Inc. (formerly Mandalay Digital Group, Inc.)
- 
- (b) Address of Issuer's Principal Executive Offices:  
2811 Cahuenga Boulevard West  
Los Angeles, CA 90068
- 

**Item 2.**

- (a) Name of Person Filing:  
Venrock Management VI, LLC  
Venrock Partners Management VI, LLC  
Venrock Associates VI, L.P.  
Venrock Partners VI, L.P.
- 
- (b) Address of Principal Business Office or, if none, Residence:
- |                                                                  |                                                                                      |                                                                               |
|------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Palo Alto Office:<br>3340 Hillview Avenue<br>Palo Alto, CA 94304 | New York Office:<br>530 Fifth Avenue<br>22 <sup>nd</sup> Floor<br>New York, NY 10036 | Cambridge Office:<br>55 Cambridge Parkway<br>Suite 100<br>Cambridge, MA 02142 |
|------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
- 
- (c) Citizenship:  
Each of VA-VI, VP-VI, VM-VI and VPM-VI was organized in Delaware.
- 
- (c) Title of Class of Securities:  
Common Stock, \$0.0001 par value per share
- 
- (d) CUSIP Number:  
25400W102
- 

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned as of March 6, 2015:
- |                                     |              |
|-------------------------------------|--------------|
| Venrock Associates VI, L.P.         | 4,785,160(1) |
| Venrock Partners VI, L.P.           | 4,785,160(1) |
| Venrock Management VI, LLC          | 4,785,160(1) |
| Venrock Partners Management VI, LLC | 4,785,160(1) |
- 
- (b) Percent of class as of March 6, 2015:
- |                                     |      |
|-------------------------------------|------|
| Venrock Associates VI, L.P.         | 8.4% |
| Venrock Partners VI, L.P.           | 8.4% |
| Venrock Management VI, LLC          | 8.4% |
| Venrock Partners Management VI, LLC | 8.4% |
- 
- (c) Number of shares as to which the person has, as of March 6, 2015:
- (i) Sole power to vote or to direct the vote:
- |                                     |   |
|-------------------------------------|---|
| Venrock Associates VI, L.P.         | 0 |
| Venrock Partners VI, L.P.           | 0 |
| Venrock Management VI, LLC          | 0 |
| Venrock Partners Management VI, LLC | 0 |
- 
- (ii) Shared power to vote or to direct the vote:
- |                                     |              |
|-------------------------------------|--------------|
| Venrock Associates VI, L.P.         | 4,785,160(1) |
| Venrock Partners VI, L.P.           | 4,785,160(1) |
| Venrock Management VI, LLC          | 4,785,160(1) |
| Venrock Partners Management VI, LLC | 4,785,160(1) |

(iii) Sole power to dispose or to direct the disposition of:

Venrock Associates VI, L.P.	0
Venrock Partners VI, L.P.	0
Venrock Management VI, LLC	0
Venrock Partners Management VI, LLC	0

(iv) Shared power to dispose or to direct the disposition of:

Venrock Associates VI, L.P.	4,785,160(1)
Venrock Partners VI, L.P.	4,785,160(1)
Venrock Management VI, LLC	4,785,160(1)
Venrock Partners Management VI, LLC	4,785,160(1)

(1) These shares are owned directly as follows: 4,436,799 shares of common stock are owned by VA-VI and 348,361 shares of common stock are owned by VP-VI.

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**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

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**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 11, 2015

VENROCK PARTNERS MANAGEMENT VI, LLC

By: /s/ David L. Stepp

David L. Stepp  
Authorized Signatory

VENROCK PARTNERS VI, L.P.

By: Venrock Partners Management VI, LLC  
Its: General Partner

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

VENROCK MANAGEMENT VI, LLC

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

VENROCK ASSOCIATES VI, L.P.

By: Venrock Management VI, LLC  
Its: General Partner

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

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## EXHIBITS

A: Joint Filing Agreement

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## EXHIBIT A

### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock of Digital Turbine, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 11 day of March, 2015.

VENROCK PARTNERS MANAGEMENT VI, LLC

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

VENROCK PARTNERS VI, L.P.

By: Venrock Partners Management VI, LLC  
Its: General Partner

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

VENROCK MANAGEMENT VI, LLC

By: /s/ David L. Stepp  
David L. Stepp  
Authorized Signatory

VENROCK ASSOCIATES VI, L.P.

By: Venrock Management VI, LLC  
Its: General Partner

By: /s/ David L. Stepp

