

FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person Barteska Eugen		2. Issuer Name and Ticker or Trading Symbol Mandalay Media, Inc. [MNDL.OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O TWISTBOX GAMES LTD. & CO. KG, (CHARISMATIX) LOHBACHSTR 12		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008		See Remarks	
(Street) SCHWERTE, 2M D-58239		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, \$0.001 par value per share	02/12/2008		A	V	52,120	A	(1)	52,120	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$ 0.48	02/12/2008		A	V	173,622		02/12/2008(3)	05/09/2016	Common Stock	173,622	(2)	173,622	D	
Options	\$ 0.81	02/12/2008		A	V	25,538		02/12/2008(3)	09/27/2017	Common Stock	25,538	(4)	25,538	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barteska Eugen C/O TWISTBOX GAMES LTD. & CO. KG (CHARISMATIX) LOHBACHSTR 12 SCHWERTE, 2M D-58239			See Remarks	

Signatures

/s/ Eugen Barteska	02/14/2008
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) Mr. Barteska received the shares as consideration in connection with the Merger.

- (2) In connection with the Merger, Mr. Barteska received options to purchase common stock of the Company, \$0.0001 par value per share, with an exercise price of \$0.48 per share in exchange for options to purchase 237,946 shares of Twistbox with an exercise price of \$0.35 per share.
- (3) Any unvested options prior to the closing of the Merger became fully vested upon consummation of the Merger.
- (4) In connection with the Merger, Mr. Barteska received options to purchase common stock of the Company, \$0.0001 par value per share, with an exercise price of \$0.81 per share in exchange for options to purchase 35,000 shares of Twistbox with an exercise price of \$0.59 per share.

Remarks:

On February 12, 2008, Twistbox Entertainment, Inc. ("Twistbox") merged (the "Merger") with and into Twistbox Acquisition, Inc., a wholly-owned subsidiary of Mandalay Media, Inc. (the "Company"). Mr. Barteska is the Managing Director of Twistbox Games Ltd. & Co. KG (Charismatix), a limited partnership of which Twistbox is the general partner.

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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