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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 15, 2009**

**MANDALAY MEDIA, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**00-10039**  
**(Commission File Number)**

**22-2267658**  
**(IRS Employer  
Identification No.)**

**2121 Avenue of the Stars, Suite 2550**  
**Los Angeles, CA 90067**  
**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (310) 601-2500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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#### **ITEM 4.01 CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT.**

Effective February 15, 2009, the Board of Directors of Mandalay Media, Inc. (the "Company") approved the engagement of Crowe Horwath LLP ("Crowe") as the Company's new independent certified registered public accounting firm due to the acquisition of certain assets of Grobstein Horwath & Company LLP ("GHC"), the Company's former independent certified public accounting firm. GHC resigned as the Company's independent certified public accounting firm simultaneous with the engagement of Crowe by the Company. No reports issued by GHC during the time that it served as the Company's principal accountant, from May 28, 2008 to February 15, 2009, contained an adverse opinion or disclaimer of opinion, nor were any reports issued by GHC qualified or modified as to uncertainty, audit scope, or accounting principles. During the time that GHC served as the Company's principal accountant, there were no disagreements with GHC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of GHC, would have caused GHC to make reference to the subject matter of the disagreements in connection with its reports on the Company's financial statements during such periods. None of the events described in Item 304(a)(1)(iv) or (v) of Regulation S-K occurred during the period that GHC served as the Company's principal accountant.

The Company provided GHC with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "Commission"), and requested that GHC furnish the Company with a letter addressed to the Commission stating whether it agrees with the statements made in this Current Report on Form 8-K, and if not, stating the aspects with which it does not agree. The Company has not yet received a copy of such letter, but will file the letter in an amendment to this Current Report on Form 8-K upon receipt.

During the period that GHC served as the Company's principal accountant, the Company did not consult with Crowe regarding the application of accounting principles to a specific transaction, or type of audit opinion that might be rendered on the Company's financial statements and no written or oral advice was provided by Crowe that was a factor considered by the Company in reaching a decision as to accounting, auditing or financial reporting issues, and the Company did not consult with Crowe on or regarding any of the matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MANDALAY MEDIA, INC.**

Dated : February 20, 2009

By: /s/ James Lefkowitz

James Lefkowitz  
President

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