

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) ____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below)	
(Last) (First) (Middle) C/O TWISTBOX GAMES LTD. & CO. KG, (CHARISMATIX) LOHBASCHSTR 12		3. Date of Earliest Transaction (Month/Day/Year) 04/24/2009		6. Individual or Joint/Group Filing (Check Applicable Line) __X__ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(Street) SCHWERTE, 2MD-58239		4. If Amendment, Date Original Filed (Month/Day/Year)		See Remarks	
(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, \$.0001 par value per share	04/24/2009		A		57,347 (1)	A	\$ 0.0001	109,467	D	
Common Stock, \$.0001 par value per share	04/24/2009		F		5,003	D	\$ 0.89	104,464	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

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

Signatures

/s/ Eugen Barteska

04/28/2009

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).

Represents shares of restricted stock granted under the Mandalay Media, Inc. (the "Company") 2007 Employee, Director and Consultant Stock Plan. 46,837 shares of restricted stock are subject to forfeiture to the Company in the event that Mr. Barteska terminates his position (1) as an officer of Twistbox Games Ltd. & Co. KG (Charismatrix) ("Twistbox Games"), a limited partnership of which Twistbox Entertainment, Inc., the wholly-owned subsidiary of the Company, is the general partner before 4/24/2010. In addition, the right of forfeiture will lapse in its entirety upon a change of control of the Company.

Remarks:

Mr. Barteska is the Managing Director of Twistbox Games.

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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