

# 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 Trinad Capital Master Fund Ltd.		2. Issuer Name and Ticker or Trading Symbol NeuMedia, Inc. [MNDL.OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)							
(Last) (First) (Middle) 4751 WILSHIRE BOULEVARD, 3RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2011									
(Street) LOS ANGELES, CA 90010		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 checked="" type="checkbox"/> Form filed by More than One Reporting Person							
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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	12/28/2011		A			8,000,000	A	\$ 0	12,293,160 (1) (2)	D (1) (2)	

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinad Capital Master Fund Ltd. 4751 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90010	X	X		
Trinad Advisors II, LLC 4751 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90010	X	X		
Trinad Capital L.P. 4751 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90010	X	X		
Trinad Management, LLC 4751 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90010	X	X		
ELLIN ROBERT S				

4751 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90010	X	X		
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## Signatures

/s/ Robert S. Ellin, Trinad Capital Master Fund, Ltd <small>**Signature of Reporting Person</small>		01/04/2012 <small>Date</small>
/s/ Robert S. Ellin, Trinad Advisors II LLC <small>**Signature of Reporting Person</small>		01/04/2012 <small>Date</small>
/s/ Robert S. Ellin, Trinad Capital LP <small>**Signature of Reporting Person</small>		01/04/2012 <small>Date</small>
/s/ Robert S. Ellin, Trinad Management, LLC <small>**Signature of Reporting Person</small>		01/04/2012 <small>Date</small>
/s/ Robert S. Ellin <small>**Signature of Reporting Person</small>		01/04/2012 <small>Date</small>

## 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).

8,000,000 shares of common stock are owned directly by Robert S. Ellin and 4,293,160 shares of common stock are owned directly by Trinad Capital Master Fund, Ltd. These securities may be deemed to be beneficially owned by Trinad Management, LLC, the investment (1) manager of the Master Fund and Trinad Capital LP; a controlling stockholder of the Master Fund; Trinad Advisors II LLC, the general partner of Trinad Capital LP; Robert S. Ellin, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of Trinad Advisors II LLC.

Each such reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest (2) therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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