

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

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Current Report

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

Date of report (Date of earliest event reported): April 12, 2013

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Mandalay Digital Group, Inc.  
(Exact Name of Registrant as Specified in Charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-10039  
Commission File Number

22-2267658  
(IRS Employer  
Identification No.)

4751 Wilshire Boulevard, Third Floor  
Los Angeles, CA  
(Address of Principal Executive Offices)

90010  
(Zip Code)

Registrant's telephone number, including area code: (805) 690-4500

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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 1.01 Entry into a Material Definitive Agreement.**

**Note: Except as otherwise set forth in this Section 1.01, the share numbers and share prices in this Section are stated on a pre-split basis, and do not give effect to the Reverse Stock Split disclosed in Item 5.03.**

**Entry into Equity Financing Binding Term Sheets.** On Friday, April 12, 2013 Mandalay Digital Group, Inc. (the "**Company**") entered into two Equity Financing Binding Term Sheets, each dated as of April 11, 2013 (the "**Equity Agreements**"), with Trinad Capital Master Fund, Ltd. ("**Trinad**") and the Guber Family Trust (the "**Guber Trust**") pursuant to which the Company agreed to issue a total of 1,428,572 shares of its common stock and warrants to purchase a total of 357,142 shares of its common stock (subject to adjustment), for a total purchase price of \$1,000,000 in cash for both Equity Agreements. The warrants have an exercise price of \$0.70 per share (subject to adjustment), a five year term, and may be exercised only following the first anniversary of the date of issuance. In addition, the Equity Agreements provide that (a) the Company will use its best efforts to file a registration statement covering the shares of common stock issued and the shares of common stock issuable upon exercise of the warrants within 120 calendar days after the date of the Equity Agreement and use its best efforts to cause the registration statement to become effective as soon as possible thereafter; and (b) each investor will have a right to participate in future financings by the Company (subject to standard exceptions) for a period of two years on a pro rata basis in accordance with his ownership interests in the Company (on a fully diluted basis assuming exercise of the applicable warrant).

Trinad Capital Master Fund is one of our principal stockholders and an affiliate of our director, Robert Ellin. The Guber Trust is one of our principal stockholders, and Peter Guber, the Company's Chairman, serves as Trustee of the Guber Trust.

Following the Reverse Stock Split disclosed in Section 5.03 of this Current Report, the shares of common stock were reduced to a total of 285,714 shares and the warrants were reduced to a total of 71,428 shares, and the exercise price of the warrants increased to \$3.50 per share.

The securities were issued pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, for transactions by an issuer not involving any public offering.

### **Item 3.02 Unregistered Sales of Equity Securities**

The information set forth in Item 1.01 of this Form 8-K is incorporated herein by reference.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Expiration of Executive Chairman Agreement.** On December 28, 2012, the Company's Executive Chairman Agreement with Robert Ellin expired naturally. The Company continued to retain Mr. Ellin on the same cash terms, on an at-will basis, since the expiration. Although Mr. Ellin remains on the Board of Directors and is entitled to the same compensation that may be offered to other non-management directors, as of April 15, 2013, Mr. Ellin no longer serves as Executive Chairman and such at-will cash retention ended.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

**Amendment of Articles of Incorporation to Effect Reverse Stock Split.** On March 28, 2013 and April 9, 2013, the Company filed a Certificate of Amendment and Certificate of Correction of Certificate of Amendment of its Certificate of Incorporation (the "**Certificate of Incorporation**"), with the Secretary of State of the State of Delaware, to effect a 1-for-5 reverse stock split of our common stock (the "**Reverse Stock Split**"). The Certificate of Amendment, as corrected, became effective as of April 12, 2013.

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As previously described in detail in our definitive information statement filed with the Securities and Exchange Commission on July 10, 2012, our stockholders approved by written consent on May 23, 2012 (the "**Written Consent**") an amendment of our Certificate of Incorporation to effect a reverse stock split of our common stock at a ratio in the range of not less than 1-for-2 and not more than 1-for-10. The Board of Directors (the "**Board**") thereafter selected the 1-for-5 reverse stock split ratio and authorized the implementation of the Reverse Stock Split.

As a result of the Reverse Stock Split, every five (5) shares of our pre-Reverse Stock Split common stock were combined and reclassified into one (1) share of our common stock. Our post-Reverse Stock Split common stock began trading on April 15, 2013 with a new CUSIP number of 562562-207. The Reverse Stock Split did not change the authorized number of shares or the par value of our common stock.

No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive a fractional share in connection with the Reverse Stock Split will receive a cash payment in lieu thereof.

Our transfer agent, American Stock and Transfer, is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record regarding the exchange of certificates for common stock.

A copy of the Certificate of Amendment and Certificate of Correction of Certificate of Amendment of our Certificate of Incorporation are being filed as Exhibits 3.1 and 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

#### **Item 8.01 Other Events.**

**Note: Except as otherwise set forth in this Section 8.01, the share numbers and share prices in this Section are stated on a pre-split basis, and do not give effect to the Reverse Stock Split disclosed in Item 5.03.**

**Entry into Equity Financing Binding Term Sheet.** On April 8, 2013 the Company entered into an Equity Financing Binding Term Sheet, dated as of April 8, 2013 (the "**Equity Agreement**"), with James Berylson pursuant to which the Company agreed to issue 714,286 shares of its common stock and warrants to purchase 178,571 shares of its common stock (subject to adjustment), for a purchase price of \$500,000 in cash. The warrants have an exercise price of \$0.70 per share (subject to adjustment), a five year term, and may be exercised only following the first anniversary of the date of issuance. In addition, the Equity Agreement provides that (a) the Company will use its best efforts to file a registration statement covering the shares of common stock issued and the shares of common stock issuable upon exercise of the warrants within 120 calendar days after the date of the Equity Agreement and use its best efforts to cause the registration statement to become effective as soon as possible thereafter; and (b) the investor will have a right to participate in future financings by the Company (subject to standard exceptions) for a period of two years on a pro rata basis in accordance with his ownership interests in the Company (on a fully diluted basis assuming exercise of the applicable warrant).

Following the Reverse Stock Split disclosed in Section 5.03 of this Current Report, the shares of common stock were reduced to 142,857 shares and the warrants were reduced to 35,714 shares, and the exercise price of the warrants increased to \$3.50 per share.

The securities were issued pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933, as amended, for transactions by an issuer not involving any public offering.

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On April 15, 2013, the Company issued a press release regarding the Reverse Stock Split, the entry into the Equity Financing Binding Term Sheets with Trinad and with the Guber Trust, and the ending of Mr. Ellin's Executive Chairmanship. A copy of the press release is set forth as Exhibit 99.1 and is incorporated herein (and in the other applicable items in this Current Report) by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of the Company
3.2	Certificate of Correction of Certificate of Amendment of the Company
99.1	Press Release dated April 15, 2013

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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 thereunto duly authorized.

### **Mandalay Digital Group, Inc.**

Dated: April 18, 2013

By: /s/ Peter Adderton  
Peter Adderton  
Chief Executive Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Company
3.2	Certificate of Correction of Certificate of Amendment of the Company
99.1	Press Release dated April 15, 2013

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**MANDALAY DIGITAL GROUP, INC.  
CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

Mandalay Digital Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Company**"), hereby certifies as follows:

1. That the following new paragraph is hereby added to the end of Paragraph A. of Article FOURTH of the Certificate of Incorporation, as amended, of the Company:

"As of the close of business on April 19, 2013 (the "Effective Time"), each five (5) shares of Common Stock issued and outstanding immediately prior thereto, shall be automatically combined into one (1) share of Common Stock. No fractional shares shall be issued to the stockholders in connection with such reverse stock split, but in lieu thereof the corporation shall pay cash for each fractional share equal to the product obtained by multiplying: (a) the average closing sales price of the Common Stock as reported on the Over-the-Counter Bulletin Board for the five trading days preceding the effective date of such combination, or if the Common Stock is not at such time quoted on the Over-the-Counter Bulletin Board, then as reported on the highest tier of the OTC Markets on which the Common Stock is then quoted; by (b) the fractional share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."

2. That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law ("**DGCL**"), by approval of the Board of Directors of the Company and, in accordance with the provisions of Section 228 of the DGCL, by written consent by the holders of outstanding common stock and the by the holders of the outstanding Series A Convertible Preferred Stock, voting together, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. There are 100,000 shares of the Company's Series A Convertible Preferred Stock outstanding.

3. The Effective Time of the amendment herein certified shall be the close of business on April 19, 2013.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Certificate of Incorporation to be duly executed by its authorized officer this 28th day of March, 2013.

Mandalay Digital Group, Inc.

By: /s/ Peter Adderton

Peter Adderton  
Chief Executive Officer

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**CERTIFICATE OF CORRECTION  
OF  
CERTIFICATE OF AMENDMENT  
OF**

**Mandalay Digital Group, Inc.**

Mandalay Digital Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. That the name of the corporation is Mandalay Digital Group, Inc.

2. That a Certificate of Amendment of Certificate of Incorporation was filed by the Secretary of State of Delaware on March 28, 2013 and that such Certificate of Amendment requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. That the inaccuracy or defect of such Certificate of Amendment is:

Due to a clerical error, the effective time of the Certificate of Amendment stated in Article FOURTH was incorrectly set forth as the close of business on April 19, 2013.

4. That Article FOURTH of the Certificate of Amendment is corrected to read as follows:

"As of 5:00 p.m. on April 12, 2013 (the "Effective Time"), each five (5) shares of Common Stock issued and outstanding immediately prior thereto, shall be automatically combined into one (1) share of Common Stock. No fractional shares shall be issued to the stockholders in connection with such reverse stock split, but in lieu thereof the corporation shall pay cash for each fractional share equal to the product obtained by multiplying: (a) the average closing sales price of the Common Stock as reported on the Over-the-Counter Bulletin Board for the five trading days preceding the effective date of such combination, or if the Common Stock is not at such time quoted on the Over-the-Counter Bulletin Board, then as reported on the highest tier of the OTC Markets on which the Common Stock is then quoted; by (b) the fractional share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."

5. That the Effective Time of the amendment herein certified shall be 5:00 p.m. on April 12, 2013.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Correction of Certificate of Amendment to be duly executed by its authorized officer this 9th day of April, 2013.

MANDALAY DIGITAL GROUP, INC.

By: /s/ Peter Adderton

Peter Adderton

Chief Executive Officer

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# **Mandalay Digital Board Members Increase Investment Commitment to Company's Growth Strategy**

*Peter Guber and Rob Ellin Provide Additional New Equity for Company*

*Reverse Split Complete and Split-Adjusted Trading Expected to Commence Monday, April 15, 2013*

*Reverse Split is in furtherance of Company's effort to list on NASDAQ*

LOS ANGELES, April 15, 2013 /PRNewswire/—Mandalay Digital Group, Inc. (OTC Markets: MNDL) today announced that Directors Peter Guber and Robert Ellin (through Trinad Capital Master Fund) have each invested \$500,000 for new common equity into the Company, for a combined equity infusion of \$1 million. The Company also announced details of the one-for-five (1:5) reverse split of its common stock, to take effect today, Monday, April 15, 2013 at the open of market.

## New Equity Financing

"This latest financing reflects the continuing commitment of our Board to the execution of Mandalay Digital's growth strategy," commented Peter Adderton, Chief Executive Officer of Mandalay Digital Group. "This latest round of investment from Peter and Rob, both principal stockholders of Mandalay Digital, clearly demonstrates their ongoing confidence in our organic growth and acquisition strategies for the mobile content space. In fact, we have used this new capital to fund the closing cash component of our previously announced acquisition of mia, a leading mobile solutions provider based in Australia, with key relationships with leading global operators such as Vodafone, SingTel, and Telstra."

Concurrent with this latest equity round, Mandalay Digital has completed a transition of its Board of Directors and accordingly Mr. Ellin will no longer serve as Executive Chairman but will remain an active Director of the Company. Mr. Ellin's Executive Chairman Agreement provided for a one-year term and expired naturally on December 28, 2012, and Mr. Ellin had continued to serve Mandalay Digital in the same capacity to date.

"Thanks to Rob's ongoing activities, Mandalay Digital is well positioned for the future, and the Board remains fully committed to the Mandalay Digital executive team and the Company's growth strategy," commented Peter Guber, Chairman of the Board of Mandalay Digital Group. "We continue to see expanding, unmet demand for the mobile delivery of rich media content, and thanks to Rob and his efforts, we are confident that Mandalay Digital is ready to meet that demand and capture the opportunity available to us."

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### One-for-Five (1:5) Reverse Split

In addition, Mandalay Digital has completed the regulatory review process to effect a reverse stock split of the Company's common stock, approved by stockholders in May of 2012. The Board of Directors of the Company has set a ratio of one-for-five (1:5) for the reverse stock split. The Company's Certificate of Incorporation, as amended, reflecting the reverse split has become effective. Upon the open of market today, Monday, April 15th, the Company's common stock will trade on a split-adjusted basis under the symbol MNDL, but with a D affixed for 20 business days (MNDLD), with a new CUSIP number.

The Company has a pending application to list on NASDAQ, and the reverse split is in furtherance of such effort. The Company anticipates that following the reverse stock split, its common stock will trade at a price higher than its pre-split price. However, there can be no assurance that, after the consummation of the reverse split, the common stock will trade at five (5) times the market price prior to the reverse split or at a level sufficient to meet NASDAQ's requirements.

In the reverse split, each five shares of issued and outstanding common stock will be converted automatically into one share of common stock. No fractional shares will be issued in connection with the reverse stock split, and stockholders who would be entitled to fractional shares will receive cash in lieu of fractional shares. The number of shares of common stock issued and outstanding will be reduced from approximately 101,067,566 shares as of immediately prior to the reverse split, to approximately 20,213,513 shares outstanding post split. The reverse split will also have a proportionate effect on all stock options and warrants outstanding as of the reverse split.

Stockholders who hold their shares in brokerage accounts or "street name" will not be required to take any action to effect the exchange of their shares. Stockholders of record as of the reverse split who hold share certificates will receive instructions from the Company's transfer agent, American Stock & Transfer, explaining the process for obtaining new post-split stock certificates. American Stock & Transfer will act as the exchange agent for purposes of implementing the exchange of stock certificates.

### **About Mandalay Digital Group**

Mandalay Digital Group is at the convergence of internet media content and mobile communications. The company delivers a mobile services platform that works with mobile operators and third-party publishers to provide portal management, user interface, content development and billing technology. This proprietary platform enables the responsible distribution of mobile entertainment by the mobile operators. Mandalay Digital is headquartered in Los Angeles and has offices in Europe and Israel to support global sales and marketing. For additional information, visit [www.mandalaydigital.com](http://www.mandalaydigital.com).

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**Forward Looking Statement**

Statements in this news release concerning future results from operations, financial position, economic conditions, product releases and any other statement that may be construed as a prediction of future performance or events are forward-looking statements which involve known and unknown risks, uncertainties and other factors which may cause actual results to differ materially from those expressed or implied by such statements. These factors include uncertainties as to ability to raise new capital on acceptable terms or at all, ability to manage international operations, ability to identify and consummate roll-up acquisitions targets, levels of orders, ability to record revenues, release schedules, finalization and market acceptance of new products, changes in economic conditions and market demand, pricing and other activities by competitors, and other risks including those described from time to time in Mandalay Digital Group's filings on Forms 10-K and 10-Q with the Securities and Exchange Commission (SEC), press releases and other communications.

**Contacts**

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