

FORM 4

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

OMB APPROVAL
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1. 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 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(b) of the Investment Company Act of 1940

Print or Type Responses

1. Name and Address of Reporting Person(s) GUBER PETER		2. Issuer Name and Ticker or Trading Symbol Mandaly Digital Group, Inc. (MNDL:OB)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)	
(Street) (City) (State) (Zip)		3. Date of Latest Transaction (Month/Day/Year) 04/20/2013		6. Individual or Joint/Group Filing <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
4751 WILSHIRE BLVD, 3RD FLOOR		4. If Amendment, Date Original Filed (Month/Day/Year)			
LOS ANGELES, CA 90010					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	8. Nature of Beneficial Ownership (Instr. 4)
Code	V			Amount or Price			
Common Stock		04/20/2013	P	714,286 (1)	\$ 500,000 (1)	714,286 (1)	D
Common Stock		04/20/2013	P	714,286 (1)	\$ 500,000 (1)	714,286 (1)	I

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)	4A. 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
Code	V				(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Warrant to Purchase Common Stock (Right to Buy) (1)	\$ 0.7	04/20/2013		A	178,571	(1) (1)	Common Stock 178,571	(1)	178,571	D	
Warrant to Purchase Common Stock (Right to Buy) (1)						(1) (1)	Common Stock 178,571		178,571	I	See Footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUBER PETER 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010	X	X		
GUBER FAMILY TRUST 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010		X		

Signatures

/s/ Peter Guber	05/10/2013
Signature of Reporting Person	Date
/s/ Peter Guber, Trustee of the Guber Family Trust	05/10/2013
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) On April 12, 2013, the Guber Family Trust (the "Guber Trust") acquired in the aggregate a total of 714,286 shares of common stock and warrants to purchase a total of 178,571 shares of Mandaly Digital Group, Inc. (the "Company") common stock (subject to adjustment), for a total purchase price of \$500,000 in cash. The number of shares reported by the Reporting Person reflects pre-split amounts of common stock in conjunction with the 3-for-5 stock split, effective April 12, 2013.
- (2) Represents shares owned indirectly by Mr. Guber, as trustee of the Guber Trust.
- (3) In connection with the transaction described above in footnote (1), the Guber Trust received a warrant to purchase 178,571 shares of the Company's common stock ("Warrant"). The Warrant has an exercise price of \$0.70 per share (subject to adjustment), a five year term, and may be exercised following the first anniversary of the date of issuance.
- (4) Represents Warrants owned directly by the Guber Family Trust.
- (5) Represents Warrants owned indirectly by Mr. Guber.

Remarks:
This is a joint filing by (i) the Guber Trust and (ii) Peter Guber, a United States citizen, who is the trustee of the Guber Trust. Mr. Guber has sole investment control over all securities owned by the Guber Trust. Mr. Guber disclaims beneficial ownership of the shares held directly by the Guber Trust except to the extent of his pecuniary interest therein.

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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