

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): June 6, 2013

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

Delaware
(State or Other Jurisdiction
of Incorporation)

000-10039
Commission File Number

22-2267658
(IRS Employer
Identification No.)

2811 Cahuenga Blvd West
Los Angeles, CA
(Address of Principal Executive Offices)

90068
(Zip Code)

Registrant's telephone number, including area code: (323) 472-5461

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 8.01 Other Events

On June 6, 2013, the Company issued a press release, announcing approval by NASDAQ's Listing Qualifications Department to list its common stock on the NASDAQ Capital Market. The full text of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release issued June 6, 2013 regarding NASDAQ listing approval.

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: June 11, 2013

By: /s/ Peter Adderton

Peter Adderton
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued June 6, 2013 regarding NASDAQ listing approval.

Mandalay Digital Receives Approval to Move Listing to NASDAQ Capital Market

LOS ANGELES, CA--(Marketwired - Jun 6, 2013) - Mandalay Digital Group, Inc. (OTCQB: MNDL) ("Mandalay Digital" or "the Company") today announced that the Company received approval by NASDAQ's Listing Qualifications Department to list its common stock on the NASDAQ Capital Market. The Company anticipates that its common stock will commence trading on the NASDAQ Capital Market on June 12th, 2013 under the same ticker symbol "MNDL." Until that time, the Company's common stock will continue to trade on the OTC Markets under the ticker symbol "MNDL."

"We are extremely pleased to have our stock trade on the NASDAQ," said Peter Adderton, CEO of Mandalay Digital. "As a global technology company embarking on a significant growth opportunity ahead of us, we wanted to partner with an exchange that will provide optimum exposure and trading liquidity. As we continue the roll-out out through carriers worldwide and further expand our collective user base, we believe our shareholders will benefit from the enhanced visibility NASDAQ offers."

About Mandalay Digital Group

Mandalay Digital Group (OTCQB: MNDL) is at the convergence of Internet media content and mobile communications. It 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 that enables the responsible distribution of mobile entertainment. Mandalay Digital is headquartered in Los Angeles and has offices in Australia, Germany and Israel. For additional information, visit www.mandalaydigital.com.

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.

Contact:

MZ North America
John Mattio
SVP
Tel: +1-212-301-7130
Email: [Email Contact](#)
www.mzgroup.us
