

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): June 20, 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.)

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

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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.**

On June 21, 2010, Mandalay Digital Group, Inc. (the "Company") sold and issued US\$2.5 million of Senior Secured Convertible Notes due June 21, 2013 of the Company (the "Senior Secured Notes") to Robert Ellin ("Ellin"), Trinad Management, LLC ("Trinad Management") and Trinad Capital Master Fund, Ltd. ("Trinad Fund" and together with Ellin and Trinad Management, the "Trinad Affiliates") and the Guber Family Trust (the "Guber Trust" and, together with the Trinad Affiliates, the "Noteholders"). On June 20, 2013, the Noteholders agreed to amend the Senior Secured Notes to extend the June 21, 2013 Maturity Date of the notes. The Maturity Date was extended on an interim basis and then to July 9, 2013, the current Maturity Date, and the parties are discussing an additional extension or other satisfactory arrangement for the Senior Secured Notes.

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

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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: June 26, 2013

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

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