

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 Mandalay Digital Group, Inc. [MNDL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input 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) 2121 AVENUE OF THE STARS, SUITE 2250		3. Date of Earliest Transaction (Month/Day/Year) 08/21/2013			
(Street) LOS ANGELES, CA 90067		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)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

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)			
Common Stock	08/21/2013		C		2,698,598 (2)	A	\$ 0.75 (2)	6,476,267 (3)	D (1)

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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Secured Convertible Note (right to buy)	\$ 0.75	08/21/2013		C		2,698,598 (2)	06/21/2010	09/09/2013	Common Stock	2,698,598 (2)	\$ 0	0	D (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinad Capital Master Fund Ltd. 2121 AVENUE OF THE STARS, SUITE 2250 LOS ANGELES, CA 90067		X		
Trinad Management, LLC 2121 AVENUE OF THE STARS, SUITE 2250 LOS ANGELES, CA 90067		X		
Trinad Advisors II, LLC 2121 AVENUE OF THE STARS, SUITE 2250 LOS ANGELES, CA 90067		X		
Trinad Capital L.P. 2121 AVENUE OF THE STARS, SUITE 2250 LOS ANGELES, CA 90067		X		
ELLIN ROBERT S 2121 AVENUE OF THE STARS, SUITE 2250 LOS ANGELES, CA 90067		X		

Signatures

/s/ Robert S. Ellin, Trinad Capital Master Fund, Ltd. 08/22/2013

Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Management, LLC		08/22/2013
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Advisors II, LLC		08/22/2013
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Capital L.P.		08/22/2013
Signature of Reporting Person		Date
/s/ Robert S. Ellin		08/22/2013
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).

The reported securities are owned directly by Trinad Capital Master Fund Ltd. (the "Fund"). Trinad Management, LLC ("Trinad LLC") is the investment adviser to the Fund and may be deemed to beneficially own the reported securities under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Trinad Capital L.P. (the "Feeder Fund") and its general partner, Trinad Advisors II, LLC

(1) ("Trinad GP"), may also be deemed to beneficially own the reported securities under Section 13(d) of the Exchange Act. Robert S. Ellin is the Managing Member of Trinad LLC and Trinad GP and may also be deemed to beneficially own the reported securities under Section 13(d) of the Exchange Act. Trinad LLC, Trinad GP, the Feeder Fund and Mr. Ellin (collectively with the Fund, the "Reporting Persons") disclaim beneficial ownership of the reported securities for purposes of Section 16 of the Exchange Act, except the extent of their respective pecuniary interest in the securities.

On June 21, 2010, the Fund was issued the senior secured convertible note by MNDL (the "Note"), which, at the time of issuance, was convertible into 10,000,000 shares of MNDL common stock at \$0.15 per share, subject to adjustment. Under the terms of the Note,

(2) MNDL had the right to pay in kind any interest due and payable on the Note in MNDL common stock at the conversion price at the time of the conversion. On April 12, 2013, MNDL effected a 1-for-5 reverse stock split of the common stock of MNDL. As a result of this reverse stock split, the Note was thereafter convertible into 2,000,000 shares of MNDL common stock (plus the number of shares of MNDL common stock representing the accrued but unpaid interest on the Note) at \$0.75 per share, subject to adjustment.

The number of shares of MNDL common stock beneficially owned by the Reporting Persons, as specified in Column 5 of Table I, consists of the reported securities plus additional shares of MNDL common stock beneficially owned by the Reporting Persons or which

(3) the Reporting Persons have a right to acquire upon exercise of certain warrants held by the Reporting Persons. Each of the Reporting Persons disclaims beneficial ownership of the issuer's common stock for purposes of Section 16 of the Exchange Act, except the extent of their respective pecuniary interest in any of the shares.

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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