

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): 09/16/2013

**Mandalay Digital Group, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 000-10039

Delaware  
(State or other jurisdiction of  
incorporation)

22-2267658  
(IRS Employer  
Identification No.)

2811 Cahuenga Boulevard West  
Los Angeles, CA 90068  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

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:

- 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**

## 15 Day Extension of Over-Allotment Option in Underwriting Agreement

On August 16, 2013, Mandalay Digital Group, Inc. (the "Company"), entered into an Underwriting Agreement (the "Underwriting Agreement") with Ladenburg Thalmann & Co. Inc. (the "Underwriter"), relating to the offer and sale (the "Offering"), which subsequently closed, of 4,838,710 shares of its common stock (the "Common Stock") at a public offering price of \$2.48. Under the Underwriting Agreement, the Company initially granted the Underwriter a 30-day option to purchase up to an additional 725,806 shares of its Common Stock to cover over-allotments, if any. On September 16, 2013, the Company and Underwriter agreed to amend the over-allotment option in the Underwriting Agreement from a 30-day option to a 45-day option. Accordingly, the Underwriter will have an additional 15 days in which to exercise the over-allotment option, if at all. No other changes were made to the Underwriting Agreement.

The Offering was conducted pursuant to the Company's registration statement on Form S-3, as amended (File No. 333-189783), which became effective on August 5, 2013, and a related prospectus supplement filed in connection with the Offering.

The foregoing summary of the amendment to the Underwriting Agreement is qualified in its entirety by such documents incorporated herein as Exhibits 1.1.

**Item 9.01. Financial Statements and Exhibits**

## (d) Exhibits

- 1.1 Amendment to Underwriting Agreement, dated as of September 16, 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 hereunto duly authorized.

Mandalay Digital Group, Inc.

Date: September 17, 2013

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

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THIS AMENDMENT AGREEMENT (the "Agreement"), dated as of September 16, 2013, is entered into by and between MANDALAY DIGITAL GROUP, INC. (the "Company") and LADENBURG THALMANN & CO. INC. ("Ladenburg"). Defined terms not otherwise defined herein shall have the meanings set forth in the Underwriting Agreement (as defined below).

WHEREAS, pursuant to an underwriting agreement dated August 16, 2013, the Company engaged Ladenburg as underwriter in a firm commitment offering (the "Underwriting Agreement");

WHEREAS, the Company and Ladenburg wish to amend the terms of the Underwriting Agreement to provide for an over-allotment exercise term of forty-five (45) days instead of thirty (30) days.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each party hereby agrees as follows:

1. Amendment. The first sentence of Section 2.2(c) is hereby amended and replaced in its entirety with the following:

"The Over-Allotment Option granted pursuant to this Section 2.2 may be exercised by the Representative as to all (at any time) or any part (from time to time) of the Option Shares within 45 days after the Execution Date."

2. Miscellaneous. Except as expressly set forth above, all of the terms and conditions of the Underwriting Agreement shall continue in full force and effect after the execution of this Agreement and shall not be in any way changed, modified or superseded by the terms set forth herein. This Agreement may be executed in two or more counterparts and by facsimile signature or otherwise, and each of such counterparts shall be deemed an original and all of such counterparts together shall constitute one and the same agreement.

IN WITNESS WHEREOF, this Agreement is executed as of the date first set forth above.

MANDALAY DIGITAL GROUP, INC.

By: \_\_\_\_\_  
Name:  
Title:

LADENBURG THALMANN & CO. INC.

By: \_\_\_\_\_  
Name:  
Title:

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