

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): September 27, 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 September 27, 2013, the Company announced that the underwriter of its recently closed underwritten public offering of common stock exercised its over-allotment option to purchase an additional 529,515 shares of common stock from the Company out of a total over-allotment option of 725, 806 shares. The closing of the over-allotment option occurred on September 27. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Manatt, Phelps & Phillips, LLP
 - 23.1 Consent of Manatt, Phelps & Phillips, LLP (included in Exhibit 5.1)
 - 99.1 Press Release, dated September 27, 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 thereunto duly authorized.

Mandalay Digital Group, Inc.

Dated: September 27, 2013

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

EXHIBIT INDEX

Exhibit No.	Description
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23.1	Consent of Manatt, Phelps & Phillips, LLP (included in Exhibit 5.1)
99.1	Press Release, dated September 27, 2013

September 27, 2013

Client-Matter: 40039-033

Mandalay Digital Group, Inc.
2811 Cahuenga Blvd. West
Los Angeles, CA 90068

Re: Registration Statement on Form S-3
Commission File No. 333-189783

Ladies and Gentlemen:

We have acted as special counsel to Mandalay Digital Group, Inc., a Delaware corporation (the "*Company*"), in connection with the proposed issuance by the Company of 529,515 shares of its common stock, par value \$0.0001 per share (the "*Shares*"). The Shares are included in a Registration Statement on Form S-3 under the Securities Act of 1933, as amended (the "*Securities Act*"), filed with the Securities and Exchange Commission (the "*Commission*") on July 2, 2013 and amended by Amendment No. 1 to Form S-3 filed with the Commission on July 22, 2013 (Registration No. 333-189783) (the "*Registration Statement*"). The Shares are issued pursuant to a prospectus supplement dated August 20, 2013 (the "*Prospectus Supplement*"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined and reviewed only such documents, records and matters of law as we have deemed necessary or appropriate for the purpose of rendering the opinion set forth herein. Insofar as the opinion set forth herein is based on factual matters in connection with, among other things, the issuance of the Shares, which factual matters are authenticated in certificates from certain officers of the Company, we have relied on such certificates. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as certified or reproduced copies.

Based upon the foregoing and subject to the assumptions, limitations and exceptions set forth herein, we are of the opinion that as of the date hereof, the Shares have been authorized by all necessary corporate action of the Company and, when issued and delivered against the consideration therefor in each case as provided pursuant to the terms of the Underwriting Agreement, dated as of August 16, 2013, as amended on September 16, 2013, by and between Ladenburg Thalmann & Co., Inc. as underwriter, and the Company, will be validly issued, fully paid and nonassessable.

manatt

manatt | phelps | phillips

Mandalay Digital Group, Inc.

September 27, 2013

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We express no opinion as to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws). Further, this opinion is based solely upon existing laws, rules and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof. This opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

We hereby consent to the use of our name under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement and the Prospectus Supplement, and to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K to be filed with the Commission on or about September 27, 2013. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission adopted under the Act.

Very truly yours,

/s/ Manatt, Phelps & Phillips, LLP
Manatt, Phelps & Phillips, LLP

Mandalay Digital Group, Inc. Announces the Exercise and Closing of Underwriter's \$1.3 Million Over-Allotment Option

LOS ANGELES, Sept. 27, 2013 /PRNewswire/ -- Mandalay Digital Group, Inc. and its subsidiaries (NASDAQ:MNDL) (the "Company"), a global mobile content provider, today announced that the underwriter of its recently closed underwritten public offering of common stock exercised its over-allotment option to purchase an additional 529,515 shares of common stock from the Company, out of a total over-allotment option of 725,806 shares. The closing of the over-allotment option occurred today. With the exercise of the underwriter's over-allotment option, the total number of shares sold in the offering was 5,368,225 shares, resulting in aggregate net proceeds of approximately \$12.4 million, after deducting underwriting discounts, commissions and offering expenses.

Ladenburg Thalmann & Co. Inc., a subsidiary of Ladenburg Thalmann Financial Services Inc. (NYSE MKT:LTS) acted as the sole book-runner for the transaction.

This offering was made only by means of a prospectus supplement. The final prospectus supplement relating to this offering may be obtained at the SEC's website at <http://www.sec.gov> or by request at Ladenburg Thalmann & Co. Inc., 4400 Biscayne Blvd., 14th Floor, Miami, Florida 33137.

In connection with this offering, the Company has filed a registration statement on Form S-3 that was declared effective by the SEC on August 5, 2013. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Mandalay Digital Group

Mandalay Digital Group, Inc. (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 Statements

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.

Contacts:

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SOURCE Mandalay Digital Group, Inc.
