

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): February 12, 2014

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e)

On February 12, 2014 Mandalay Digital Group, Inc. (the “Company”) adopted a Board member Equity Ownership and Retention Policy (the “Policy”). The Policy, which is administered by the independent Compensation Committee of the Board and can be amended by such committee, requires each non-management board member to acquire shares of the Company having a value equal to three times his or her annual cash retainer within five years, and requires any employee director (currently only the CEO) to acquire shares of the Company having a value equal to three times his or her annual salary within five years. Unvested restricted stock or restricted stock units and unvested stock options will not be considered when determining an individual’s stock ownership, and vested but unexercised stock options will be treated as equivalent to one-half a share. The Policy does not affect the vesting restrictions on any equity awards but supersedes any post-vesting lock-up that is currently applicable to any person covered by the Policy, including the lock-ups for director/officer Peter Adderton and directors Robert Deutschman, Christopher Rogers and Jeffrey Karish under their respective employment and/or restricted stock agreements, such that those lock-ups will not apply beyond the adoption date of the Policy. Failure to meet or show sustained progress toward meeting the ownership requirements of the Policy may result in reduction in future long term incentive grants and/or the requirement to retain all stock obtained through the vesting or exercise of equity awards.

The foregoing description of the Policy does not purport to be complete and is qualified in its entirety by reference to the Policy, a copy of which is appended hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Exhibits.**

(d) Exhibits

Item 9.01 Exhibits

99.1 Board Member Equity Ownership Policy

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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: February 19, 2014

By: /s/ Jeffrey Klausner  
Jeffrey Klausner  
Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Board Member Equity Ownership Policy

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## MANDALAY DIGITAL GROUP BOARD MEMBER EQUITY OWNERSHIP AND RETENTION POLICY

The Board of Directors (the “Board”) of Mandalay Digital Group, Inc. (the “Company”) has determined that to further align the long-term interests of the Company’s stockholders and its directors, it is in the best interest of the Company to require its directors to maintain significant ownership in the Company’s common stock. As a result of such determination, the Board has adopted this Board Member Equity Ownership and Retention Policy to provide for an appropriate level of equity ownership.

Executive Officer Guidelines	Non-Employee Director Guidelines	Other
<ul style="list-style-type: none"> <li>• <b>CEO, Employee Directors</b> – 3X annual salary; 5 years to satisfy.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Non-Employee Directors</b> – 3X annual cash retainer; 5 years to satisfy.</li> </ul>	<ul style="list-style-type: none"> <li>• Unvested restricted stock or restricted stock units and unvested stock options will not be considered when determining an individual’s stock ownership.</li> <li>• Vested but unexercised stock options will be treated as equivalent to one-half (0.5) share.</li> </ul>

Calculation for non-Executive Director (CEO): The individual guideline is initially calculated using the CEO base salary as of the date first appointed. This guideline level is then recalculated at: (a) the date on which the pay grade changes, and (b) each January 1st immediately following the third anniversary of the most recent calculation of the guideline level.

Example. A person is appointed an executive officer on June 30, 2005. The executive officer changes pay grade on March 1, 2010. The executive officer’s guideline would be initially determined on June 30, 2005 (the date such person was first appointed as an executive officer), and recalculated as of January 1, 2009 (the third anniversary following the initial calculation of the guideline level), March 1, 2010 (the date on which the executive officer’s pay grade changed), and January 1, 2014 (the third anniversary following the recalculation of the guideline level).

#### Hardship Exceptions:

There may be rare instances in which compliance with this ownership policy would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. In these instances, the Compensation Committee will evaluate whether exceptions from this ownership policy should be made. If an exception is granted in whole or in part, the Compensation Committee will, in consultation with the individual, develop an alternative stock ownership plan that reflects both the intention of this ownership policy and the individual’s particular circumstances. Any such granted exception and alternative stock ownership plan shall be deemed to be consistent with this ownership policy and shall not be deemed a waiver.

#### Failure to Meet Ownership Requirement:

Failure to meet or show sustained progress toward meeting the ownership requirements set forth in this ownership policy may result in a reduction in future long term incentive grants and/or the requirement to retain all stock obtained through the vesting or exercise of equity grants.

#### Effect on Existing Agreements:

Subject to the consent of the persons affected, this policy is intended to supersede and deem inapplicable any post-vesting lock-up (i.e., an agreement to not sell or dispose of company stock for a period of time after the vesting thereof) contained in any contract in effect on the Effective Date (but not any future agreement) between the company and a person covered by this policy. For avoidance of doubt, any lock-up with third parties, such as underwriters, or those imposed by law, such as securities law restrictions, are not affected.

Amendment:

The Compensation Committee may amend this ownership policy at any time and from time to time in their sole discretion.

Effective Date of Ownership Policy: February 12, 2014

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