

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden
hours per response... 0.5

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)	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2014					
4751 WILSHIRE BLVD, 3RD FLOOR								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 03/05/2014			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		
LOS ANGELES, CA 90010								
(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)	Price			
Common Stock	03/03/2014		S		6,185 (1)	D	\$ 4.5627 (3)	6,042,489 (1) (6)	D (2)	
Common Stock	03/03/2014		S		91,200	D	\$ 4.5067 (4)	5,951,289 (1) (6)	D (2)	
Common Stock	03/03/2014		S		20,000	D	\$ 4.64	5,931,289 (1) (6)	D (2)	
Common Stock	03/04/2014		S		510,115	D	\$ 4.1509 (5)	5,421,174 (1) (6)	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinad Capital Master Fund Ltd. 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010		X		

Trinad Management, LLC 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, DE 90010		X		
Trinad Advisors II, LLC 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010		X		
Trinad Capital L.P. 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010		X		
ELLIN ROBERT S 4751 WILSHIRE BLVD 3RD FLOOR LOS ANGELES, CA 90010		X		

Signatures

/s/ Robert S. Ellin, Trinad Capital Master Fund Ltd		03/06/2014
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Management, LLC		03/06/2014
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Advisors II, LLC		03/06/2014
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Trinad Capital L.P.		03/06/2014
Signature of Reporting Person		Date
/s/ Robert S. Ellin, Robert S. Ellin		03/06/2014
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).

(1) This amendment is being filed solely to report 6,185 additional shares sold on March 3, 2014 and to correct the amount of securities beneficially owned by the Reporting Persons following each reported transaction.

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

(2) "Feeder Fund") and its general partner, Trinad Advisors II, LLC ("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.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.55 to \$4.58, inclusive. The Reporting Persons

(3) undertake to provide to MNDL, any security holder of MNDL, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (4) and (5).

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.50 to \$4.6301, inclusive.

(5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.10 to \$4.20, inclusive.

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 the

(6) shares of MNDL common stock beneficially owned by the Reporting Persons or which the Reporting Persons have a right to acquire upon exercise of certain warrants or conversion of certain convertible securities 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.