

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * STONE WILLIAM GORDON III		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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, COO						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
2811 CAHUENGA BLVD WEST			4. If Amendment, Date Original Filed (Month/Day/Year)							
(Street) LOS ANGELES, CA 90068										
(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	09/02/2014		S	(1)	2,917	D	\$ 5.4 (2)	285,416 (3)	D	

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

SEC 1474 (9-02)

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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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE WILLIAM GORDON III 2811 CAHUENGA BLVD WEST LOS ANGELES, CA 90068			President, COO	

Signatures

/s/ William Gordon Stone III	09/04/2014
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

Sale pursuant to a Rule 10b5-1 plan entered into by Reporting Person on March 13, 2014. The sale generated proceeds that are not more than the amount necessary to offset estimated tax liabilities that arise S (1) from vesting of restricted shares received from the Issuer as part of the Reporting Person's compensation. The sales reported herein were effected pursuant to a Rule 10b5-1 trading plan (the "Plan") entered into by the Reporting Person as of November 20, 2012. The shares are being sold to pay income tax upon vesting of restricted stock granted under the Issuer's equity incentive plan. The Reporting Person has no control over the timing of the sale of shares under the Plan.

(1) Represents the weighted average sales price. The shares were sold at prices ranging from \$5.35 to \$5.46 per share. Full information (2) regarding the number of shares sold at each price shall be provided to the Securities and Exchange Commission staff, Issuer, or a security holder of Issuer, upon request.

(3) In addition to the common stock listed here, Reporting Person holds options to purchase 500,000 shares of common stock.

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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