

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 * GUBER PETER	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 checked="" 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) 2811 CAHUENGA BLVD WEST	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2013	
(Street) LOS ANGELES, CA 90068	4. If Amendment, Date Original Filed (Month/Day/Year)	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
(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	08/21/2013		C		1,799,066	A	\$ 0.75 (1)	3,268,568 (2)	I	See Footnote 2.

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

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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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Secured Convertible Note (right to buy)	\$ 0.75 (3)	08/21/2013		C		1,799,066	06/21/2010	09/09/2013	Common Stock	1,799,066	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUBER PETER 2811 CAHUENGA BLVD WEST LOS ANGELES, CA 90068	X	X		
GUBER FAMILY TRUST 2811 CAHUENGA BOULEVARD WEST LOS ANGELES, CA 90068	X	X		

Signatures

/s/ Peter Guber		08/23/2013
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Peter Guber, Trustee of the Guber Family Trust		08/23/2013
<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).

- The Guber Family Trust (the "Trust") of which Peter Guber is the trustee, acquired such shares upon conversion of a Senior Secured Convertible Note (right to buy) (the "Note") held by the Trust at a conversion price of \$0.75 per share. The original Note was exercisable for 6,666,666 shares at a conversion price of the \$0.15. The number shares convertible was adjusted in accordance with Issuer's 1-for-5 reverse stock split effective April 15, 2013 and the conversion price accordingly was adjusted from \$0.15 to \$0.75.
- (1) Beneficial ownership: 200,000 shares owned by Peter Guber, 3,068,568 shares owned by the Trust. Peter Guber disclaims beneficial ownership of shares held by the Trust except to the extent of his pecuniary interest therein.
 - (2) See footnote 2.

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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