

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, 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 Lucero Lisa			2. Issuer Name and Ticker or Trading Symbol Mandalay Digital Group, Inc. [MNDL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2012			See Remarks		
2811 CAHUENGA BOULEVARD WEST								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 01/09/2012			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
LOS ANGELES, CA 90068			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
(City)	(State)	(Zip)						

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	01/03/2012 ⁽³⁾		A ⁽¹⁾		100,000 ⁽²⁾	A	\$ 0	100,000	D	

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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucero Lisa 2811 CAHUENGA BOULEVARD WEST LOS ANGELES, CA 90068			See Remarks	

Signatures

/s/ Lisa Higgins-Lucero 11/06/2013
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 clarify that shares of restricted common stock ("Shares") granted to Reporting Person on January 3, 2012, included certain performance based vesting conditions applicable to 50,000 Shares. Vesting information was inadvertently omitted from Reporting Person's Form 4, as previously filed and amended.
- (2) Grant of Shares pursuant to Issuer's 2011 Equity Incentive Plan. Of such Shares, one-half were immediately vested upon grant and one-half were subject to performance based vesting conditions in the discretion of Issuer's Chief Executive Officer, subject to approval of the board of directors.
- (3) The aggregate number of Shares granted to and owned by the Reporting Person has been adjusted for Issuer's 1-for-5 reverse stock split effective April 12, 2013.

Remarks:
Reporting Person is secretary of Issuer and its principal financial officer. She is also chief financial officer of Issuer's wholly owned subsidiary, Twistbox Entertainment, Inc.

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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