

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks
(Last) (First) (Middle) 2811 CAHUENGA BOULEVARD WEST	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2013	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
(Street) LOS ANGELES, CA 90068	4. If Amendment, Date Original Filed (Month/Day/Year)	
(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)
Common Stock	11/04/2013 ⁽²⁾		J ⁽¹⁾	50,000 A	\$ 0	100,000 ⁽³⁾	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	Title Amount or Number of Shares				

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 Form 4 is being filed to report the vesting of certain shares of restricted common stock ("Shares") granted January 3, 2012, that were subject to the satisfaction of certain performance based conditions.

On January 3, 2012, the board of directors of Issuer granted Reporting Person 100,000 Shares pursuant to Issuer's 2011 Equity Incentive Plan, of which 50,000 Shares were immediately vested and 50,000 Shares were subject to discretionary performance vesting conditions. On November 4, 2013, Issuer's Chief Executive Officer and its board of directors determined that the vesting conditions had been satisfied and the balance of shares was deemed vested. The aggregate number of shares held by Reporting Person has been adjusted for Issuer's 1-for-5 reverse stock split effective April 12, 2013.

(3) See footnotes 1 and 2. Reporting Person's aggregate holdings have not increased due to the vesting of Shares reported herein.

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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