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

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**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**MANDALAY DIGITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-2267658**  
(I.R.S. Employer  
Identification Number)

**2811 Cahuenga Blvd. West  
Los Angeles, CA 90068  
(323) 472-5461**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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*Copies of communications sent to:*

**Peter Adderton  
Chief Executive Officer  
Mandalay Digital Group, Inc.  
2811 Cahuenga Blvd. West  
Los Angeles, CA 90068  
(323) 472-5461**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Ben D. Orlanski, Esq.  
Manatt, Phelps & Phillips, LLP  
11355 West Olympic Blvd.  
Los Angeles, CA 90064  
(310) 312-4000  
(310) 312-4224 Facsimile**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering.  333-189783

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Pursuant to Rule 462(b) under the Securities Act of 1933, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.**

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**CALCULATION OF FEE**

Title of each class of securities to be registered (1)	Proposed aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$0.0001 par value per share	\$3,337,360.40	\$429.85

- (1) There are being registered hereunder by the registrant such indeterminate number of shares of common stock as will have an aggregate initial offering price not to exceed \$3,337,360.40. The registrant previously registered an aggregate amount of \$30,000,000 of securities on the Registration Statement on Form S-3 (Registration No. 333-189783). Immediately prior to the filing of this registration statement pursuant to Rule 462(b) promulgated under the Securities Act, an aggregate amount of \$16,686,802.00 of the securities remained eligible for issuance under the Registration Statement on Form S-3 (Registration No. 333-189783). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of not more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (Registration No. 333-189783) are being registered.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.
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## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Mandalay Digital Group, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-3 (File No. 333-189783), which was declared effective by the Securities and Exchange Commission on August 5, 2013, including each of the documents filed by the Company with the SEC and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that the Registrant meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on March 3, 2014.

MANDALAY DIGITAL GROUP, INC.

By: /s/ Peter Adderton  
Peter Adderton  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

/s/ Peter Adderton Peter Adderton	Chief Executive Officer and Director (Principal Executive Officer)	March 3, 2014
/s/ Jeffrey Klausner Jeffrey Klausner	Principal Financial Officer (Principal Financial and Accounting Officer)	March 3, 2014
* Paul Schaeffer	Director	March 3, 2014
* Christopher Rogers	Director	March 3, 2014
* Peter Guber	Chairman of the Board	March 3, 2014
* Rob Deutschman	Director	March 3, 2014
* Jeff Karish	Director	March 3, 2014

\* By: /s/ Peter Adderton  
Name: Peter Adderton  
Title: Attorney-in-Fact

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## EXHIBIT INDEX

- 5.1 Opinion of Manatt, Phelps & Phillips, LLP
- 23.1 Consent of Manatt, Phelps & Phillips, LLP (included in Item 5.1)
- 23.2 Consent of SingerLewak LLP
- 24.1 Powers of Attorney (incorporated by reference to the Registrant's Registration Statement on Form S-3 (File Number 333-189783) filed with the Securities Exchange Commission on July 3, 2013.

[Manatt, Phelps & Phillips, LLP Letterhead]

Mandalay Digital Group, Inc.  
2811 Cahuenga Blvd. West  
Los Angeles, CA 90068

March 3, 2014

Re: Mandalay Digital Group, Inc. Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Mandalay Digital Group, Inc., a Delaware corporation (the "Company") in connection with the registration statement on Form S-3 to be filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on the date hereof (the "462(b) Registration Statement"). The 462(b) Registration Statement relates to the registration of \$3,337,360.40 aggregate maximum amount of the Company's common stock, par value \$0.0001 per share (the "Offered Common Stock"). The 462(b) Registration Statement incorporates by reference the Company's Registration Statement on Form S-3 (File No. 333-172525), which was declared effective by the Commission on August 5, 2013 (the "Registration Statement"), allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Act. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In rendering the opinion set forth herein, we have examined originals, photocopies or conformed copies certified to our satisfaction of all such corporate records, agreements, instruments and documents of the Company, certificates of public officials and other certificates and opinions, and we have made such other investigations, as we have deemed necessary in connection with the opinions set forth herein. In our examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as photocopies or conformed copies.

In connection with the opinion expressed below, we have assumed that at or prior to the time of delivery of any Offered Common Stock:

- (i) the Registration Statement and the 462(b) Registration Statement have become effective under the Act;
- (ii) an appropriate prospectus supplement or term sheet with respect to the Offered Common Stock has been prepared, delivered and filed in compliance with the Act and the applicable rules and regulations promulgated thereunder;
- (iii) an underwriting agreement with respect to the Offered Common Stock has been duly authorized, executed and delivered by the Company and the other parties thereto;
- (iv) the Board of Directors of the Company, including any appropriate committee appointed thereby, and appropriate officers of the Company, have taken all necessary corporate action to approve the issuance of the Offered Common Stock and related matters; and
- (v) the terms of the issuance and sale of the Offered Common Stock have been duly established in conformity with the Certificate of Incorporation, By-laws or other organizational documents of the Company so as not to violate any applicable law, the Certificate of Incorporation, By-laws or other organizational documents of the Company or result in default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.

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Subject to the qualifications and limitations set forth in this opinion, we are of the opinion that the Offered Common Stock, when issued and sold in the manner contemplated by the 462(b) Registration Statement, the Registration Statement and in accordance with the applicable underwriting or purchase agreement or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable.

In rendering this opinion we express no opinion as to the laws of any jurisdiction other than the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Manatt, Phelps & Phillips, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Mandalay Digital Group, Inc. and Subsidiaries (collectively, the "Company") of our report dated July 1, 2013, relating to our audit of the consolidated financial statements, which appears in the Annual Report on Form 10-K/A of the Company for the year ended March 31, 2013. Our report dated July 1, 2013, relating to the consolidated financial statements, includes an emphasis paragraph relating to an uncertainty as to the Company's ability to continue as a going concern.

We also consent to the reference to our Firm under the caption "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ SingerLewak LLP

Los Angeles, California

March 3, 2014