

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Adage Capital Partners, L.P.		2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2012	3. Issuer Name and Ticker or Trading Symbol Mandalay Digital Group, Inc. [MNDLE.OB]		
(Last) 200 CLARENDON STREET, 52ND FLOOR,	(First) BOSTON, MA 02116		(Middle) BOSTON, MA 02116	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.0001 per value per share	10,053,333	I	See FN (1)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant to purchase common stock	03/01/2012	03/01/2017	Common Stock, \$0.0001 par value per share	2,500,000	\$ 0.7	I	See FN (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adage Capital Partners, L.P. 200 CLARENDON STREET, 52ND FLOOR BOSTON, MA 02116		X		
ADAGE CAPITAL PARTNERS GP LLC 200 CLARENDON STREET				

200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116				The Reporting Persons are no l
Adage Capital Advisors, L.L.C. 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116		X		
Atchinson Robert 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116		X		
Gross Phillip 200 CLARENDON STREET 52ND FLOOR BOSTON, MA 02116		X		

Signatures

/s/ Robert Atchinson		03/15/2012
<small>**Signature of Reporting Person</small>		Date
Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member /s/ Robert Atchinson		03/15/2012
<small>**Signature of Reporting Person</small>		Date
Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member /s/ Robert Atchinson		03/15/2012
<small>**Signature of Reporting Person</small>		Date
Adage Capital Advisors, L.L.C.; By its managing member /s/ Robert Atchinson		03/15/2012
<small>**Signature of Reporting Person</small>		Date
/s/ Phillip Gross		03/15/2012
<small>**Signature of Reporting Person</small>		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Shares of Common Stock to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of ACP. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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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