

# 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 Trinad Capital Master Fund Ltd.		2. Issuer Name and Ticker or Trading Symbol Mandalay Media, Inc. [MNDL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)    ____ Other (specify below)					
(Last) 2121 AVENUE OF THE STARS, SUITE 2550	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2009						
(Street) LOS ANGELES, CA 90067			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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
Common Stock, \$0.001 par value per share	03/04/2009		P		6,400	A \$ 0.6	9,892,725	D (1) (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)
						Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trinad Capital Master Fund Ltd. 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		
Trinad Capital L.P. 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		
Trinad Management, LLC 2121 AVENUE OF THE STARS SUITE 2550		X		

LOS ANGELES, CA 90067				
Trinad Advisors II, LLC 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		
ELLIN ROBERT S 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067	X	X		
Wolf Jay 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067	X	X	Chief Financial Officer	

## Signatures

Trinad Capital Master Fund, Ltd By: /s/ Jay A. Wolf, Authorized Representative		03/06/2009
<small>Signature of Reporting Person</small>		<small>Date</small>
Trinad Advisors II, LLC By: /s/ Robert S. Ellin, Managing Director		03/06/2009
<small>Signature of Reporting Person</small>		<small>Date</small>
Trinad Capital L.P. By: /s/ Robert S. Ellin, Managing Director of Trinad Advisors II LLC, its General Partner		03/06/2009
<small>Signature of Reporting Person</small>		<small>Date</small>
Trinad Management, LLC By: /s/ Robert S. Ellin, Managing Director		03/06/2009
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Robert S. Ellin		03/06/2009
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Jay A. Wolf		03/06/2009
<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).

These securities are owned directly by Trinad Capital Master Fund, Ltd. (the "Master Fund"). These securities may be deemed to be beneficially owned by (i) Trinad Management, LLC, the investment manager of the Master Fund, (ii) Trinad Capital L.P., a controlling stockholder of the Master Fund, (iii) Trinad Advisors II, LLC, the general partner of Trinad Capital L.P., (iv) Robert S. Ellin, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of Trinad Advisors II, LLC, and (v) Jay A. Wolf, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of Trinad Advisors II, LLC.

Each of the reporting persons disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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