

# 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 or  
Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>BROWN KIRSTIE ELIZABETH</b>  (Last) (First) (Middle) <b>2811 CAHUENGA BOULEVARD WEST</b>  (Street)  <b>LOS ANGELES, CA 90068</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>09/12/2014</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Mandalay Digital Group, Inc. [MNDL]</b>	
		4. 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) <b>Head, Global Fin. Obligations</b>	5. If Amendment, Date Original Filed (Month/Day/Year)
		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	

### 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	34,817	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### 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			
Employee Stock Options (right to buy)	06/11/2014 <sup>(1)</sup>	06/11/2023	Common Stock	125,000	\$ 4.5	D	
Employee Stock Options (right to buy)	10/02/2014 <sup>(2)</sup>	10/02/2023	Common Stock	62,500	\$ 2.83	D	
Employee Stock Options (right to buy)	07/02/2015 <sup>(3)</sup>	07/02/2024	Common Stock	50,000	\$ 4	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN KIRSTIE ELIZABETH 2811 CAHUENGA BOULEVARD WEST LOS ANGELES, CA 90068			Head, Global Fin. Obligations	

# Signatures

/s/ Kirstie E. Brown		09/30/2014
<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 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).

(1) Options granted on June 11, 2013, vest one-third on June 11, 2014, 2015 and 2016 and will be fully vested as of June 11, 2016.

(2) Options granted on October 2, 2013, vest one-third on October 2, 2014, 2015 and 2016 and will be fully vested as of October 2, 2016.

(3) Options granted on July 2, 2014, vest one-third on July 2, 2015, 2016 and 2017 and will be fully vested as of July 2, 2017.

### Remarks:

Reporting Person is the principal accounting officer of Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.