

Mail Stop 4561

April 10, 2009

Jay A. Wolf
Chief Financial Officer
Mandalay Media, Inc.
2121 Avenue of the Stars, Suite 2550
Los Angeles, CA 90067

**Re: Mandalay Media, Inc.
Form 10-KT for the transition period from
January 1, 2008 to March 31, 2008
Filed July 15, 2008
File No. 000-10039**

Dear Mr. Wolf:

We have reviewed your response letter dated April 2, 2009 in connection with the above-referenced filing and have the following comments. If indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may raise additional comments. Unless otherwise noted, where prior comments are referred to they refer to our letter dated March 19, 2009.

Form 10-KT for the transition period from January 1, 2008 to March 31, 2008

Item 8. Financial Statements and Supplementary Data

General

1. We note your response to prior comment number 1 indicates you believe Mandalay Media is the predecessor entity in the merger with Twistbox because the owners of Mandalay maintained a controlling interest after the merger. We believe the definition of a predecessor entity contemplated by Rule 405 of Regulation C is broad and designation of an acquired business as a predecessor is required when a registrant succeeds to substantially all of the business of another entity and the registrant's own operations prior to the succession appear insignificant relative to the operations acquired. Please explain further why this concept would not apply to your circumstances or amend your filings to present

Jay A. Wolf
Mandalay Media, Inc.
April 10, 2009
Page 2

the financial statements of Twistbox as a predecessor. See Rules 8-02 and 8-03 of Regulation S-X.

Note 8. Other Intangible Assets, page 54

2. Your response to prior comment number 3 indicates that you believe your trademarks and trade names will generate cash flows for an indefinite period of time. Please provide us with the following information regarding your conclusion that your trademarks and trade names have an indefinite life:

- Explain how Twistbox's relatively brief operating history factored into your conclusion; and
- Tell us how you considered the size of your company, as compared to companies that you currently compete with and those you expect to compete with in the future, factored into your conclusion;

Additionally, we note page 47 of your accounting policy footnote appears to only address your policy for testing goodwill for impairment. As part of your response, describe your accounting policy related to testing your trademarks and trade names for impairment and confirm that you will revise your accounting policy footnote in future filings.

* * * * *

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please submit all correspondence and supplemental materials on EDGAR as required by Rule 101 of Regulation S-T. If you amend your filing(s), you may wish to provide us with marked copies of any amendment to expedite our review. Please furnish a cover letter that keys your response to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing any amendment and your response to our comments.

You may contact Mark Shannon, Staff Accountant, at (202) 551-3299 or me at (202) 551-3451 if you have any questions regarding the above comments.

Sincerely,

Mark Kronforst
Accounting Branch Chief