

ELLIN ROBERT S
Form 4
January 08, 2010

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
MAJESCO ENTERTAINMENT CO
[COOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2121 AVENUE OF THE STARS, SUITE 2550
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2009

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 or 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 or Price (D)		
Common Stock	10/22/2009		P		15,340 A \$ 1.1981	D	(1) (2)
Common Stock	10/27/2009		P		25,000 A \$ 1.1	D	(1) (2)
Common Stock	10/28/2009		P		50,000 A \$ 1.0889	D	(1) (2)
Common Stock	10/29/2009		P		50,000 A \$ 1.07	D	(1) (2)
Common Stock	11/02/2009		P		25,000 A \$ 1	D	(1) (2)

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Common Stock	11/02/2009	P	3,660	A	\$ 0.98	5,349,388 (1) (2)	D (1) (2)
Common Stock	11/23/2009	P	25,000	A	\$ 0.9	5,324,388 (1) (2)	D (1) (2)
Common Stock	12/14/2009	P	100,000	A	\$ 0.9099	5,224,388 (1) (2)	D (1) (2)
Common Stock	12/23/2009 ⁽³⁾	J ⁽³⁾	2,790,738	D	(4)	2,433,650 (1) (2)	D (1) (2)

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

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.

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(9-02)

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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Advisors II, LLC 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		
		X		

Trinad Capital L.P.
 2121 AVENUE OF THE STARS
 SUITE 2550
 LOS ANGELES, CA 90067

Trinad Management, 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

Signatures

/s/ Trinad Capital Master Fund, Ltd. By: /s/ Robert S. Ellin, Authorized Representative <p style="text-align: center;">**Signature of Reporting Person</p>	01/08/2010 Date
/s/ Trinad Advisors II LLC By: /s/ Robert S. Ellin, Managing Director <p style="text-align: center;">**Signature of Reporting Person</p>	01/08/2010 Date
/s/ Trinad Capital LP By: Trinad Advisors II LLC, its general partner By: /s/ Robert S. Ellin, Managing Director <p style="text-align: center;">**Signature of Reporting Person</p>	01/08/2010 Date
/s/ Trinad Management, LLC By: /s/ Robert S. Ellin, Managing Director <p style="text-align: center;">**Signature of Reporting Person</p>	01/08/2010 Date
/s/ Robert S. Ellin <p style="text-align: center;">**Signature of Reporting Person</p>	01/08/2010 Date

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).
- (1) These securities are owned directly by Trinad Capital Master Fund, Ltd. (the "Master Fund") which is a reporting person. These securities may be deemed to be beneficially owned by Trinad Management, LLC, the investment manager of the Master Fund and Trinad Capital LP; a controlling stockholder of the Master Fund; Trinad Advisors II LLC, the general partner of Trinad Capital LP; Robert S. Ellin, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of Trinad Advisors II LLC.
 - (2) Each such reporting person 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.
 - (3) On or about January 8, 2010, Trinad Capital Master Fund, Ltd. commenced making an in kind distribution of 2,790,738 shares to certain of its investors.
 - (4) N/A

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.