#### Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 4

#### MAJESCO ENTERTAINMENT CO

Form 4

August 15, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ELLIN ROBERT S** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

MAJESCO ENTERTAINMENT CO [COOL]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

08/11/2006

Director Officer (give title

\_X\_\_ 10% Owner \_\_Other (specify

2121 AVENUE OF THE STARS,

(Street)

**SUITE 1650** 

value \$.001 per share

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

D

33.856

below)

LOS ANGELES, CA 90067

| (City)  | (State)                              | Zip) Table  | e I - Non-D                            | erivative                      | Secur | ities Acqu  | uired, Disposed of   | f, or Beneficiall  | y Owned   |
|---|--------------------------------------|---|--|--------------------------------|-------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3)              | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securir(A) or Di (Instr. 3, | spose | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock, par<br>value \$.001<br>per share | 08/11/2006                           |   | P                                      | 6,000                          | A     | \$<br>1.425 | 3,430,619 (1)  | I  | By Trinad<br>Capital<br>Master<br>Fund Ltd.                       |
| Common<br>Stock, par                              |                                      |   |  |                                |       |             | 22 956   | D  |   |

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

#### Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 4

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.

SEC 1474 (9-02)

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and      | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate         | Amoun     | it of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securit   | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    | Securities |            |               |             | (Instr. 3 | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |             |           |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |          |             | Ì      |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |          |             |        |
|             |             |                     |                    |            |            |               |             |           |          |             |        |
|             |             |                     |                    |            |            |               |             | 1         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |           | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | Number   |             |        |
|             |             |                     |                    |            |            |               |             |           | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares   |             |        |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELLIN ROBERT S 2121 AVENUE OF THE STARS, SUITE 1650 LOS ANGELES, CA 90067

X

# **Signatures**

/s/ Robert S. 08/15/2006

\*\*Signature of Date
Reporting Person

# **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).

Except as set forth below, these securities are owned directly by Trinad Capital Master Fund, Ltd. (the "Master Fund"). 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 GP, LLC, the general partner of Trinad Capital LP; and Robert S.

(1) Ellin, a member of, and portfolio manager for, Trinad Management, LLC and a member of Trinad Advisors GP, LLC. Mr. Ellin disclaims beneficial ownership of the reported securities except to the extent of his 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. 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.

Reporting Owners 2