

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**

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REPORTING OWNER

Wolf Jay

CIK: **1289633**

Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546324**

Mailing Address

C/O TRINAD CAPITAL L.P.
153 E. 53RD STREET, 48TH
FLOOR
NEW YORK NY 10022

Business Address

212-521-5180

ELLIN ROBERT S

CIK: **1071292**

Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546319**

Mailing Address

C/O TRINAD MANAGEMENT
LLC
2121 AVENUE OF THE STARS,
SUITE 1650
LOS ANGELES CA 90067

Business Address

310-601-2502

ISSUER

MAJESCO ENTERTAINMENT CO

CIK: **1076682** | IRS No.: **061529524** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **7372** Prepackaged software

Mailing Address

PO BOX 6570
EDISON NJ 08818

Business Address

160 RARITAN CENTER
PARKWAY
SUITE 1
EDISON NJ 08837
7328727490

Trinad Advisors II, LLC

CIK: **1384858** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546322**

Mailing Address

2121 AVENUE OF THE STARS
SUITE 1650
LOS ANGELES CA 90067

Business Address

2121 AVENUE OF THE STARS
SUITE 1650
LOS ANGELES CA 90067
(310)6102500

Trinad Management, LLC

CIK: **1346061**

Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546320**

Mailing Address

2121 AVENUE OF THE STARS,
SUITE 1650
LOS ANGELES CA 90049

Business Address

2121 AVENUE OF THE STARS,
SUITE 1650
LOS ANGELES CA 90049
310-601-2500

Trinad Capital Master Fund Ltd.

CIK: **1346370** | State of Incorporation: **E9**

Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546323**

Mailing Address

2121 AVENUE OF THE STARS,
SUITE 1650
LOS ANGELES CA 90049

Business Address

2121 AVENUE OF THE STARS,
SUITE 1650
LOS ANGELES CA 90049
310-601-2500

Trinad Capital L.P.

CIK: **1289378** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-32404** | Film No.: **09546321**

Mailing Address
153 EAST 53RD ST.
48TH FLOOR
NEW YORK X1 10022

Business Address
153 EAST 53RD ST.
48TH FLOOR
NEW YORK X1 10022
212 521 5180

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. 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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
2121 AVENUE OF THE STARS, SUITE 2550			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) LOS ANGELES, CA 90067								
(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 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	(A) or (D)	Price			
Common Stock	01/22/2009		P		1,000	A	\$0.8	4,697,677 (1) (2)	D (1) (2)	

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 Securities Underlying Derivative Security (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)
				Code	V		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 Advisors II, LLC 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 LOS ANGELES, CA 90067		X		
ELLIN ROBERT S 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		
Wolf Jay 2121 AVENUE OF THE STARS SUITE 2550 LOS ANGELES, CA 90067		X		

Explanation of Responses:

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 and Jay A. Wolf a managing director of and portfolio manager for Trinad Management, LLC and a 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.

Signatures

/s/ Trinad Capital Master Fund, Ltd. By: /s/ Jay A. Wolf, Authorized Representative	01/26/2009
/s/ Trinad Advisors II LLC By: /s/ Robert S. Ellin, Managing Director	01/26/2009
/s/ Trinad Capital LP By: Trinad Advisors II LLC, its general partner By: /s/ Robert S. Ellin, Managing Director	01/26/2009
/s/ Trinad Management, LLC By: /s/ Robert S. Ellin, Managing Director	01/26/2009
/s/ Robert S. Ellin	01/26/2009
/s/ Jay A. Wolf	01/26/2009
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.