Edgar Filing: MAJESCO ENTERTAINMENT CO - Form 4

Form 4	ENTERTAINME	NT CO	-								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									-	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT O Filed pursuant to Section 17(a) of the			F CHAN Section 10 Public Ut	GES IN SECUR 6(a) of the ility Hold	Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5						
See Instru 1(b).	ction	50(II)	of the In	vestment	Company	y Act	01 194	Ю			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> ELLIN ROBERT S			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)			3. Date of Earliest Transaction					DirectorX 10% Owner Officer (give title Other (specify			
2121 AVEN SUITE 1650	ARS,	(Month/Day/Year) 07/14/2006				below)	below)	er (specify			
				If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGE	LES, CA 90067							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$.001 per share	07/14/2006			Code V P	Amount 10,000	(D) A	Price \$ 1.39	3,287,598 <u>(1)</u>	I	By Trinad Capital Master Fund Ltd.	
Common Stock, par value \$.001 per share								33,856	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T . 1	or		
						Exercisable	Date	Title	Number		
					(\mathbf{A}) (D)				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 ST LOS ANGELES, CA 90067	ARS, SUITE 1650		Х				
Signatures							
/s/ Robert S. Ellin	07/18/2006						

**Signature of Reporting Person 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).

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.