

ELLIN ROBERT S  
Form 4  
February 28, 2006

**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 \*  
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)  
153 EAST 53RD STREET, 48TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/24/2006

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

NEW YORK, NY 10022

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 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, par value \$.001 per share	02/24/2006		P		9,825	A	\$ 1.1215	2,456,018 <sup>(1)</sup>	I	By Trinad Capital Master Fund Ltd.
Common Stock, par value \$.001 per share	02/24/2006		P		4,509	A	\$ 1.1733	2,460,527 <sup>(2)</sup>	I	By Trinad Capital Master Fund Ltd.
	02/27/2006		P		100,000	A		2,560,527 <sup>(3)</sup>	I	

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Common Stock, par value \$0.001 per share	\$ 1.2201	By Trinidad Capital Master Fund Ltd.
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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.**

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 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 Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIN ROBERT S 153 EAST 53RD STREET 48TH FLOOR NEW YORK, NY 10022		X		

## Signatures

/s/ Robert S. Ellin 02/28/2006

\*\*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).

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- Includes (i) 47,656 shares held by Mr. Ellin's spouse, Nancy J. Ellin, (ii) 81,442 shares held by the Robert S. Ellin Profit Sharing Plan, (iii) 225,456 shares held by Atlantis Equities, Inc., of which Nancy J. Ellin is the sole stockholder (together with the shares set forth in (i) and (ii) above, the "Non-Trinad Shares"), and (iv) 2,067,608 shares held by Trinad Capital Master Fund Ltd. (the "Fund"), of which Mr. Ellin is the managing member of Trinad Advisors GP, LLC, the general partner of a principal stockholder of the Fund, and is also a limited partner of the Fund. Mr. Ellin disclaims all beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (1) Includes the Non-Trinad Shares along with 2,072,117 shares held by the Fund. Mr. Ellin disclaims all beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (2) Includes the Non-Trinad Shares along with 2,172,117 shares held by the Fund. Mr. Ellin disclaims all beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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

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