

ELLIN ROBERT S
Form 4
September 18, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trinad Capital Master Fund Ltd.

(Last) (First) (Middle)

2121 AVENUE OF THE
STARS, SUITE 2550

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NTN BUZZTIME INC [NTN]

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

07/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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	07/28/2008		P		6,900	A	\$ 0.3	5,836,727 ⁽¹⁾ ₍₂₎	D <u>(1)</u> <u>(2)</u>	
Common Stock	07/29/2008		P		600	A	\$ 0.3	5,837,327 ⁽¹⁾ ₍₂₎	D <u>(1)</u> <u>(2)</u>	
Common Stock	07/30/2008		P		2,200	A	\$ 0.3	5,839,527 ⁽¹⁾ ₍₂₎	D <u>(1)</u> <u>(2)</u>	
Common Stock	08/01/2008		P		1,700	A	\$ 0.3	5,841,227 ⁽¹⁾ ₍₂₎	D <u>(1)</u> <u>(2)</u>	
Common Stock	08/08/2008		P		20,000	A	\$ 0.3	5,861,227 ⁽¹⁾ ₍₂₎	D <u>(1)</u> <u>(2)</u>	

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Common Stock	08/11/2008	P	15,100	A	\$ 0.2771	5,876,327 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	08/14/2008	P	20,000	A	\$ 0.29	5,896,327 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	08/15/2008	P	20,400	A	\$ 0.2898	5,916,727 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	08/29/2008	P	25,000	A	\$ 0.2985	5,941,727 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	09/08/2008	P	2,900	A	\$ 0.22	5,944,627 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	09/16/2008	P	200,000	A	\$ 0.22	6,144,627 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	09/16/2008	P	107,000	A	\$ 0.22	6,251,627 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	09/17/2008	P	200,000	A	\$ 0.2161	6,451,627 ⁽¹⁾ (2)	D ⁽¹⁾ (2)
Common Stock	09/18/2008	P	20,000	A	\$ 0.24	6,471,627 ⁽¹⁾ (2)	D ⁽¹⁾ (2)

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

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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 Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	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		
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		

Signatures

Trinad Capital Master Fund, Ltd. By: /s/ Jay A. Wolf, Authorized Representative	09/18/2008
__Signature of Reporting Person	Date
Trinad Advisors II LLC By: /s/ Robert S. Ellin, Managing Director	09/18/2008
__Signature of Reporting Person	Date
Trinad Capital LP By: Trinad Advisors II LLC, its general partner By: /s/ Robert S. Ellin, Managing Director	09/18/2008
__Signature of Reporting Person	Date
Trinad Management, LLC By: /s/ Robert S. Ellin, Managing Director	09/18/2008
__Signature of Reporting Person	Date
/s/ Robert S. Ellin	09/18/2008

__Signature of Reporting Person

Date

/s/ Jay A. Wolf

09/18/2008

__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).

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

- (1) 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.

Each such reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest

- (2) 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.

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