

MEDIABAY INC
Form 8-K
June 30, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) June 27, 2006

MediaBay, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

1-13469

(Commission File Number)

65-0429858

(IRS Employer Identification No.)

2 Ridgedale Avenue, Cedar Knolls, New Jersey
(Address of Principal Executive Offices)

07927
(Zip Code)

(973) 539-9528

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 27, 2006, MediaBay, Inc. (the "Company") received notice from The Nasdaq National Market indicating that for the prior 30 consecutive trading days, the Company's common stock has not maintained a minimum market value of publicly held shares of \$5,000,000 as required for continued inclusion by Marketplace Rule 4450(a)(2). In accordance with Marketplace Rule 4450(e)(1), the Company will be provided 90 calendar days, or until September 25, 2006, to regain compliance. To regain compliance the minimum market value of the Company's publicly held shares must be \$5,000,000 or greater for a minimum of 10 consecutive trading days prior to September 25, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MediaBay, Inc.
(Registrant)

By: /s/ Robert Toro
Robert Toro
Chief Financial Officer

Date: June 30, 2006
