

NTN BUZZTIME INC
Form SC 13D
July 24, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. __)(1)

NTN Buzztime, Inc.

(Name of Issuer)

Common Stock, \$.005 par value per share

(Title of Class of Securities)

629410309

(CUSIP Number)

Jay A. Wolf
c/o Trinad Capital Master Fund, Ltd.
2121 Avenue of the Stars, Suite 2550
Los Angeles, California 90067
(310) 601-2500

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 17, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13(d)-1(f) or 240.13(d)-1(g), check the following box. x

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Trinad Capital Master Fund, Ltd. 98-0447604	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) <input checked="" type="checkbox"/> (joint filers)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
		8 SHARED VOTING POWER 3,664,752
		9 SOLE DISPOSITIVE POWER
		10 SHARED DISPOSITIVE POWER 3,664,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,664,752	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6%	
14	TYPE OF REPORTING PERSON CO	

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Trinad Management, LLC 20-0591302		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a)		
	(b) <input checked="" type="checkbox"/> (joint filers)		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
	o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		8	SHARED VOTING POWER
			3,664,752
		9	SOLE DISPOSITIVE POWER
		10	SHARED DISPOSITIVE POWER
			3,664,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,664,752		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.6%		
14	TYPE OF REPORTING PERSON		
	IA		

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Trinad Capital LP 20-0593276	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	
	(b)x (joint filers)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		3,151,686
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		3,151,686
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,151,686	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.7%	
14	TYPE OF REPORTING PERSON	
	PN	

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Trinad Advisors II, LLC 20-8107048	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	
	(b)x (joint filers)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		3,151,686
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		3,151,686
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,151,686	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.7%	
14	TYPE OF REPORTING PERSON	
	OO	

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Robert S. Ellin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	
	(b)x (joint filers)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
		3,664,752
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		3,664,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,664,752	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	6.6%	
14	TYPE OF REPORTING PERSON	
	IN	

CUSIP No. 629410309

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Jay A. Wolf	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) (b)x (joint filers)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
	o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 3,664,752
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 3,664,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,664,752	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	6.6%	
14	TYPE OF REPORTING PERSON	
	IN	

CUSIP No. 629410309

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, \$.005 par value per share, (the "Common Stock") of NTN Buzztime, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 5966 La Place Court, Carlsbad, California 92008.

Item 2. Identity and Background.

(a), (c) This Schedule is being filed by:

- (i) Trinad Capital Master Fund, Ltd., a Cayman Islands corporation, which is a hedge fund dedicated to investing in micro-cap companies, with respect to shares directly and beneficially owned by Trinad Capital Master Fund, Ltd.
- (ii) Trinad Management, LLC, a Delaware limited liability company, which is principally engaged in the business of managing the investments of the Trinad Capital Master Fund, Ltd. with respect to the shares directly and beneficially owned by Trinad Capital Master Fund, Ltd.
- (iii) Trinad Capital LP, a Delaware limited partnership, which is principally engaged in investing in Trinad Capital Master Fund, Ltd., with respect to shares indirectly and beneficially owned by Trinad Capital LP.
- (iv) Trinad Advisors II, LLC, a Delaware limited liability company and the general partner of Trinad Capital LP, which principally serves as the general partner of Trinad Capital LP, with respect to the shares directly and beneficially owned by Trinad Capital LP.
- (v) Robert S. Ellin, an individual, whose principal occupation is to serve as portfolio manager and the managing member of Trinad Advisors II, LLC, the general partner of Trinad Capital LP, a principal stockholder of Trinad Capital Master Fund, Ltd., and the managing member of Trinad Management, LLC, the manager of the Trinad Capital Master Fund, Ltd.
- (vi) Jay A. Wolf, an individual, whose principal occupation is to serve as portfolio manager and member of Trinad Management, LLC, the manager of the Trinad Capital Master Fund, Ltd. and a member of Trinad Advisors II, LLC, the general partner of Trinad Capital LP, a principal stockholder of Trinad Capital Master Fund, Ltd.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) The address of the principal business office of Trinad Capital Master Fund, Ltd, Trinad Capital LP, Trinad Management, LLC, Trinad Advisors II, LLC, Robert S. Ellin and Jay A. Wolf is 2121 Avenue of the Stars, Suite 2550, Los Angeles, California 90067.

(d)-(e) During the last five years, none of the Reporting Persons have nor, to the best of their knowledge, have any of the directors, executive officers, control persons, general partners or members of such Reporting Persons (i) been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Robert S. Ellin is a United States citizen.

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Jay A. Wolf is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Trinad Capital Master Fund, Ltd. used its working capital to acquire 3,664,752 shares of Common Stock representing 6.6% of the Issuer. The aggregate purchase cost of the 3,664,752 shares owned by Trinad Capital Master Fund, Ltd. is approximately \$4,867,240.00 which amount includes commissions.

Item 4. Purpose of Transaction.

(d) and (g) On July 17, 2007, Trinad sent a letter to the Issuer's Board of Directors demanding that the Board of Directors take immediate action to improve the Issuer's operating and stock performance and Director accountability. Specifically, Trinad demanded that the Issuer's Board of Directors take the following actions: (i) remove Mr. Barry Bergsman as Chairman of the Board of Directors; (ii) request the resignations of Mr. Bergsman and one other director; (iii) appoint two individuals designated by Trinad as members of the Board of Directors; (iv) amend the Issuer's bylaws to remove those provisions intended to entrench the incumbent Board of Directors and management, including the elimination of the right to call a special meeting and advance notice requirements; and (v) evaluate all strategic alternatives that would unlock and maximize stockholder value; a copy of the letter is attached hereto as Exhibit A and incorporated herein by reference.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and may engage in discussions with the Issuer's Board of Directors and/or management; other stockholders of the Issuer; and/or other relevant parties concerning the Issuer's business, corporate governance, management and future plans. The Reporting Persons may take such actions in the future with respect to their investment in the Issuer as they deem advisable including, without limitation, purchasing additional shares or selling some or all of their shares, engaging in short selling of or any hedging or similar transactions with respect to the shares and/or otherwise changing their intention with respect to the matters referred to in Item 4 of Schedule 13D. Such actions will depend upon various factors including, without limitation, the Issuer's financial and strategic direction and position, the response of the Board of Directors to the letter referred to above, the price performance of the Issuer's shares, general conditions in the Issuer's industry, the economy and the securities markets, and the availability of other investment opportunities.

Except as set forth above, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The percentages used herein are calculated based on the 55,241,247 shares of Common Stock reported by the Issuer to be issued and outstanding as of May 1, 2007 in the Issuer's Form 10-Q for the period ended March 31, 2007, as filed with the Securities and Exchange Commission on May 10, 2007.

Unless otherwise indicated, as of the date hereof,

Trinad Capital Master Fund, Ltd. is the beneficial owner of 3,664,752 shares of the Common Stock, representing approximately 6.6% of the Common Stock of the Issuer.

Trinad Management, LLC (as the manager of the Trinad Capital Master Fund, Ltd. and Trinad Capital LP), Robert S. Ellin, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of

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Trinad Advisors II LLC and Jay A. Wolf a managing director of and portfolio manager for Trinad Management, LLC may be deemed to have direct or indirect beneficial ownership of 3,664,752 shares of the Common Stock held by Trinad Capital Master Fund, Ltd. representing approximately 6.6% of the Common Stock of the Issuer.

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Trinad Capital LP (as the owner of 86% of the shares of Trinad Capital Master Fund, Ltd. as of June 30, 2007) and Trinad Advisors II, LLC (as the general partner of Trinad Capital LP), may be deemed to be beneficial owners of 3,151,686 shares of the Common Stock held by Trinad Capital Master Fund, Ltd., representing 5.7% of the Common Stock of the Issuer.

Each of Trinad Management, LLC and Trinad Advisors II, LLC disclaim beneficial ownership of the shares of Common Stock directly and beneficially owned by Trinad Capital Master Fund, Ltd.

Each of Robert S. Ellin and Jay A. Wolf disclaims beneficial ownership of the shares of Common Stock directly and beneficially owned by Trinad Capital Master Fund, Ltd. except to the extent of their respective pecuniary interests therein.

(b) Trinad Management, LLC, Robert S. Ellin and Jay A. Wolf share the power to vote or to direct the vote and to dispose or to direct the disposition of the Common Stock it or he may be deemed to own beneficially.

(c) Set forth below are the acquisitions made by Trinad Capital Master Fund, Ltd. in the last 60 days. All shares were purchased on the open market through a broker.

<u>Date</u>	<u>Shares Acquired</u>	<u>Cost per Share</u>
05/15/07	50,000	\$1.1653
06/28/07	4,000	\$1.00

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except for the joint filing agreement, to the best knowledge of the reporting persons, there are no contracts, arrangements or understandings among the persons named in Item 2 and between such person and any person with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

The following exhibits are filed as part of this Schedule 13D:

Exhibit A Letter to the Board of Directors dated July 17, 2007.

Exhibit B Joint Filing Agreement, dated as of July 24, 2007.
