

GILHULY EDWARD A

Form 3

August 21, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

GILHULY EDWARD A

(Last) (First) (Middle)

C/O SAGEVIEW CAPITAL
LP, 245 LYTTON AVENUE,
SUITE 250

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/11/2009

3. Issuer Name and Ticker or Trading Symbol

Access Integrated Technologies, Inc. d/b/a Cinedigm
Digital Cinema Corp. [CIDM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing (Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Expiration Date Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants to purchase shares of Class A Common Stock	08/11/2016 ⁽²⁾	Class A Common Stock, par value \$0.001 per share	16,000,000 ⁽³⁾ ⁽⁴⁾	\$ 1.37	I	See Footnote ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301	X			

Signatures

/s/ Edward A.
Gilhuly

08/21/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

In accordance with the terms of the Warrants, the Warrants become exercisable upon the earliest of (i) the date on which the Issuer obtains certain shareholder approvals specified in the Warrants (the "Approvals"), (ii) the completion of the third shareholder meeting at which the Issuer seeks the Approvals or (iii) February 28, 2011.

(2) The expiration date may be extended until August 11, 2019 upon satisfaction of certain conditions set forth in the Warrants.

Prior to the approval by the Issuer's stockholders of the removal of the following restriction, no holder of the Warrants is permitted to exercise the Warrants to the extent that such exercise would result in such Warrant holder either (i) having aggregate voting power on any matter being voted on by holders of the common stock of the Issuer that exceeds 19.99% of the total number of votes that may be cast in respect of all capital stock of the Issuer on such matter or (ii) having beneficial ownership of more than 19.99% of the then outstanding common stock of the Issuer.

(4) Subject to to anti-dilution adjustments pursuant to the terms of the Warrants.

The Warrants reported are held directly by Sageview Capital Master, L.P. Sageview Capital GenPar, Ltd. is the general partner of Sageview Capital Master, L.P. Mr. Gilhuly is a director of Sageview Capital GenPar, Ltd. Pursuant to Rule 16a-1(a)(4) promulgated under the Securities Exchange Act of 1934, as amended, Mr. Gilhuly disclaims beneficial ownership of the reported securities held by Sageview Capital Master, L.P., except to the extent of his pecuniary interest therein, if any.

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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