

Cinedigm Digital Cinema Corp.

Form 4

December 22, 2010

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mizel Adam

(Last) (First) (Middle)

C/O ACCESS INTEGRATED  
TECHNOLOGIES, INC., 55  
MADISON AVENUE

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Cinedigm Digital Cinema Corp.  
[CIDM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CFO, Chief Strategy Officer

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 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)
Class A Common Stock	12/20/2010		J	Amount 120,653 (2)	(A) or (D) A \$ 0 (2)	235,628 (2)	D
Class A Common Stock	12/20/2010		J	Amount 665,304 (2)	(A) or (D) D \$ 0 (2)	1,440,507 (2)	I See footnote (1)

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.37					08/11/2012 <sup>(3)</sup> 08/11/2015	Class A Common Stock	450,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mizel Adam C/O ACCESS INTEGRATED TECHNOLOGIES, INC. 55 MADISON AVENUE MORRISTOWN, NJ 07960	X		CFO, Chief Strategy Officer	

## Signatures

/s/ Adam Mizel 12/22/2010

\*\*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).

- (1) Securities are held by Aquifer Opportunity Fund, L.P. ("Aquifer Fund"), of which Aquifer GP, LP is a general partner. The Reporting Person is the managing member of the general partner and disclaims beneficial ownership of such securities.
- (2) On December 20, 2010 Aquifer Fund distributed to its partners an aggregate of 665,304 shares of Class A Common Stock, 120,653 of which were distributed to the Reporting Person.
- (3) Vesting may accelerate as follows: (a) on 8/11/10, 1/3 of the options will vest if the Class A Common Stock (the "Common Stock") has traded at \$2.75 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date; 2/3 of the options will vest if the Common Stock has traded at \$3.75 or more for a 10-day period during the year ending on such date; or all of the options will vest if the Common Stock has traded at \$5.00 or more for a 10-day period during the year ending on such date; or (b) on 8/11/11, 1/3 of the unvested options will vest if the Common Stock has traded at \$2.75 or more for a 10-day period during the two years ending on

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such date; 2/3 of the unvested options will vest if the Common Stock has traded at \$3.75 or more for a 10-day period during the two years ending on such date; or all of the unvested options will vest if the Common Stock has traded at \$5.00 or more for a 10-day period during the year ending on such date.

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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