

Cinedigm Digital Cinema Corp.

Form 4

August 19, 2011

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 *
LOFFREDO GARY S

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
55 MADISON AVENUE, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior VP, Gen Counsel & Secy

(Street)
MORRISTOWN, NJ 07960

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

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

(City) (State) (Zip)

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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common Stock					82,172	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to buy)	\$ 5					<u>(1)</u>		02/28/2012		Class A Common Stock	20
Stock Option (Right to buy)	\$ 2.5					<u>(2)</u>		12/18/2012		Class A Common Stock	20
Stock Option (Right to buy)	\$ 5					<u>(3)</u>		11/04/2013		Class A Common Stock	50
Stock Option (Right to buy)	\$ 3.6							12/01/2005	01/13/2015	Class A Common Stock	40
Stock Option (Right to buy)	\$ 10.25							09/14/2006	03/08/2016	Class A Common Stock	10
Stock Option (Right to buy)	\$ 5.16					<u>(4)</u>		10/18/2017		Class A Common Stock	10
Stock Option (Right to buy)	\$ 1.37							08/11/2009	08/11/2019	Class A Common Stock	40
Stock Option (Right to buy)	\$ 1.37							10/21/2012 ⁽⁵⁾	10/21/2019	Class A Common Stock	90
Stock Option (Right to buy)	\$ 1.4					<u>(6)</u>		06/11/2020		Class A Common Stock	64
	<u>(7)</u>							05/09/2011 ⁽⁸⁾	⁽⁸⁾		90

Restricted Stock Units								Class A Common Stock	
Restricted Stock Units	<u>(7)</u>				04/23/2012 ⁽⁹⁾	⁽⁹⁾		Class A Common Stock	35
Stock Option (Right to buy)	\$ 1.49	08/17/2011	A	225,000	08/17/2012 ⁽¹⁰⁾	08/16/2021		Class A Common Stock	22
Stock Option (Right to buy)	\$ 3	08/17/2011	A	75,000	08/17/2012 ⁽¹⁰⁾	08/16/2021		Class A Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOFFREDO GARY S 55 MADISON AVENUE SUITE 300 MORRISTOWN, NJ 07960	X		Senior VP, Gen Counsel & Secy	

Signatures

/s/ Gary S.
Loffredo

08/19/2011

 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) The option vested in three equal annual installments commencing February 28, 2003.
- (2) The option vested in three equal annual installments commencing December 18, 2003.
- (3) Of such options, one-third vested on November 4 of each of 2004 and 2005 and the remaining vested on March 8, 2006.
- (4) The option vests in three equal annual installments commencing October 18, 2008.

- Vesting may accelerate as follows: (a) On 10/21/10, 1/3 of the Options will vest if the Class A Common Stock ("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 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; and (b) on 10/21/11, 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 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.
- (6) The option vests in three equal annual installments commencing June 11, 2011.

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- (7) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Common Stock; however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.
- (8) (a) On May 9, 2011, all of the RSUs will vest unless earlier vested pursuant to (b) below. (b) On May 9, 2010, (i) 1/3 of the unvested RSUs will vest if the Class A Common Stock (the "Common Stock") has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the two years ending on such date or (ii) 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date or (iii) all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.
- (9) Vesting may accelerate as follows: (a) On 4/23/10, 1/3 of the RSUs will vest if the Common Stock has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date; 2/3 of the RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date; or all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date; and (b) On 4/23/11, 1/3 of the unvested RSUs will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date; 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date; or all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.
- (10) One-fourth of the options vest on August 17 of each of 2012, 2013, 2014 and 2015.

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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