

Cinedigm Digital Cinema Corp.
Form 4
August 22, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIDOFF ROBERT

(Last) (First) (Middle)

**C/O CMNY CAPITAL LP, 137
EAST 57TH STREET**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2011

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)

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	08/18/2011		A	33,558 (7)	A \$ 0 118,677	D	
Class A Common Stock					338,496	I	See footnote. (1)

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Employee Stock Option (Right to buy)	\$ 5					(2) 02/14/2013	Class A Common Stock 2,000
Non-Employee Stock Option (Right to buy)	\$ 5					(3) 03/17/2014	Class A Common Stock 5,000
Non-Employee Stock Option (Right to buy)	\$ 6.4					03/08/2006 06/09/2015	Class A Common Stock 10,000
Non-Employee Stock Option (Right to buy)	\$ 12.93					09/14/2006 03/31/2016	Class A Common Stock 10,000
Non-Employee Stock Option (Right to buy)	\$ 7.55					(4) 06/25/2017	Class A Common Stock 10,000
Restricted Stock Units	(5)					(6) (6)	Class A Common Stock 11,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDOFF ROBERT C/O CMNY CAPITAL LP 137 EAST 57TH STREET NEW YORK, NY 10022	X			

Signatures

/s/ Gary S. Loffredo as Attorney-in-Fact for Robert
Davidoff

08/22/2011

__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) Represents shares owned by CMNY Capital II, L.P. ("CMNY"). The Reporting Person is a Managing Director of Carl Marks & Co., Inc., the General Partner of CMNY.
- (2) The option vested in three equal annual installments commencing February 14, 2004.
- (3) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (4) The option vested in three equal annual installments commencing June 25, 2008.
- (5) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock; however, the Issuer has the discretion to settle in Class A Common Stock or cash or a combination thereof.
- (6) The RSUs vest in three equal annual installments commencing April 23, 2010.
- (7) Includes 33,558 shares of Class A Common Stock issued on August 18, 2011 as part of the annual retainer for board service for the fiscal year ended March 31, 2011. Such shares vested on the date of issuance.

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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