

Cinedigm Digital Cinema Corp.

Form 4

October 23, 2009

**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 \*  
MAYO A DALE

(Last) (First) (Middle)

C/O CINEDIGM DIGITAL  
CINEMA CORP., 55 MADISON  
AVENUE, SUITE 300

(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)  
10/21/2009

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)  
President, CEO and Chairman

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)
				(A) or (D)	Code V Amount Price		
Class B Common Stock					733,811	D	
Class A Common Stock					149,888 <sup>(1)</sup>	D	
Class A Common Stock					99,500	I	By spouse <sup>(2)</sup>

# Edgar Filing: Cinedigm Digital Cinema Corp. - Form 4

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

**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.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 7.04							03/08/2006	06/09/2010	Class A Common Stock	100
Stock Option (Right to Buy)	\$ 10.89							09/14/2006	12/15/2010	Class A Common Stock	300
Stock Option (Right to Buy)	\$ 3.25							03/31/2011 <sup>(3)</sup>	03/31/2013	Class A Common Stock	750
Stock Option (Right to Buy)	\$ 1.37							08/11/2009	08/11/2014	Class A Common Stock	40
Stock Option (Right to Buy)	\$ 1.37	10/21/2009		A		300,000		10/21/2012 <sup>(4)</sup>	10/21/2014	Class A Common Stock	300
Restricted Stock Units	<sup>(5)</sup>							04/23/2012 <sup>(6)</sup>	<sup>(6)</sup>	Class A Common Stock	94

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAYO A DALE  
C/O CINEDIGM DIGITAL CINEMA CORP. X X President, CEO and Chairman  
55 MADISON AVENUE, SUITE 300  
MORRISTOWN, NJ 07960

## Signatures

/s/ A. Dale  
Mayo 10/21/2009

\_\_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) Includes 39,840 shares of Class A Common shares issued on January 24, 2008, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan, one-half of which shares vest on each of January 24, 2010 and January 24, 2011.

- (2) Includes 12,000 shares of Class A common stock held for the account of Reporting Person's grandchildren, the custodian of which accounts is Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all the shares of Class A common stock held by the Reporting Person's spouse.

- (3) Vesting may accelerate as follows: (a) on 3/31/09, 1/3 of the options 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 year ending on such date; 2/3 of the options 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 options 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 3/31/10, 1/3 of the unvested options 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 options 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 options 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.

- (4) 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.

- (5) 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.

- (6) 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.

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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