

Cinedigm Digital Cinema Corp.
 Form 4
 September 17, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mizel Adam

(Last) (First) (Middle)

C/O CINEDIGM DIGITAL
 CINEMA CORP., 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)
 09/15/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 09/15/2010 | | A | | 14,975 | A | \$ 0 (2) |
| Class A Common Stock | | | | | 2,105,811 | I | See footnote (1) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 1.37 | | | | | 08/11/2012 ⁽³⁾ 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 CINEDIGM DIGITAL CINEMA CORP.. 55 MADISON AVENUE MORRISTOWN, NJ 07960 | X | | CFO, Chief Strategy Officer | |

Signatures

/s/ Adam Mizel 09/17/2010

**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., 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) Includes 14,975 Class A Common shares issued on September 15, 2010 as part of the annual retainer for board service for the fiscal year ended March 31, 2010. Such shares vested on the date of issuance.
- (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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