

ACCESS INTEGRATED TECHNOLOGIES INC

Form 4

November 15, 2007

**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 \*  
CLEVINGER WAYNE L

(Last) (First) (Middle)

C/O MIDMARK CAPITAL II,  
L.P., 177 MADISON AVENUE

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ACCESS INTEGRATED  
TECHNOLOGIES INC [AIXD]

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

11/13/2007

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            | 11/13/2007                              |                                                             | P                                       |                                                                            | 500<br>\$<br>3.14                                                                                                  | 10,500                                                               | D                                                                 |
| Class A<br>Common<br>Stock            | 11/13/2007                              |                                                             | P                                       |                                                                            | 100<br>\$<br>3.15                                                                                                  | 10,600                                                               | D                                                                 |
| Class A<br>Common<br>Stock            | 11/13/2007                              |                                                             | P                                       |                                                                            | 100<br>\$<br>3.16                                                                                                  | 10,700                                                               | D                                                                 |
| Class A                               | 11/13/2007                              |                                                             | P                                       |                                                                            | 301<br>\$                                                                                                          | 11,001                                                               | D                                                                 |

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|                            |            |   |       |   |            |           |   |  |                        |
|----------------------------|------------|---|-------|---|------------|-----------|---|--|------------------------|
| Common<br>Stock            |            |   |       |   |            | 3.18      |   |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 1,488 | A | \$<br>3.19 | 12,489    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 100   | A | \$ 3.2     | 12,589    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 100   | A | \$<br>3.21 | 12,689    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 200   | A | \$<br>3.24 | 12,889    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 500   | A | \$<br>3.25 | 13,389    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 200   | A | \$<br>3.27 | 13,589    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 200   | A | \$<br>3.28 | 13,789    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 131   | A | \$ 3.3     | 13,920    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 231   | A | \$<br>3.31 | 14,151    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 100   | A | \$<br>3.32 | 14,251    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 1,680 | A | \$<br>3.33 | 15,931    | D |  |                        |
| Class A<br>Common<br>Stock | 11/13/2007 | P | 4,069 | A | \$<br>3.34 | 20,000    | D |  |                        |
| Class A<br>Common<br>Stock |            |   |       |   |            | 1,814,879 | I |  | See<br>Footnote<br>(1) |

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

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(9-02)

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

| 1. Title of<br>Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|--------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                  |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Non-Employee<br>Stock Option<br>(Right to Buy)   | \$ 5                                                               |                                         |                                                             |                                      |                                                                                                                    | <u>(2)</u>                                                     | 03/17/2014         | Class A<br>Common<br>Stock                                          | 5,000                               |
| Non-Employee<br>Stock Option<br>(Right to Buy)   | \$ 5                                                               |                                         |                                                             |                                      |                                                                                                                    | 07/01/2004                                                     | 07/01/2014         | Class A<br>Common<br>Stock                                          | 5,000                               |
| Non-Employee<br>Stock Option<br>(Right to Buy)   | \$ 6.4                                                             |                                         |                                                             |                                      |                                                                                                                    | 03/08/2006                                                     | 06/09/2015         | Class A<br>Common<br>Stock                                          | 10,000                              |
| Non-Employee<br>Stock Option<br>(Right to Buy)   | \$ 12.93                                                           |                                         |                                                             |                                      |                                                                                                                    | 09/14/2006                                                     | 03/31/2016         | Class A<br>Common<br>Stock                                          | 10,000                              |
| Non-Employee<br>Stock Option<br>(Right to Buy)   | \$ 7.55                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u>                                                     | 06/25/2017         | Class A<br>Common<br>Stock                                          | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                 | Director      | 10% Owner | Officer | Other |
| CLEVENGER WAYNE L<br>C/O MIDMARK CAPITAL II, L.P.<br>177 MADISON AVENUE<br>MORRISTOWN, NJ 07960 |               | X         |         |       |

## Signatures

/s/ Wayne L.  
Clevenger

11/15/2007

\_\_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).

Shares are held by MidMark Equity Partners II, L.P. ("MidMark"), of which the Reporting Person is a managing director. The general

- (1) partner of MidMark is MidMark Advisors II, LLC, of which the Reporting Person is a managing member. The Reporting Person disclaims beneficial ownership of all of these shares.
- (2) Of such options, one-third vested on March 17, 2005 and the remaining two-thirds vested on March 8, 2006.
- (3) Options are held by MidMark Investments, Inc. ("MidMark Investments"), of which the Reporting Person is the managing director. The Reporting Person disclaims beneficial ownership of all of these shares.
- (4) Of such options, one-third will vest on June 25, 2008, June 25, 2009 and June 25, 2010, respectively.

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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