

ACCESS INTEGRATED TECHNOLOGIES INC

Form 4

May 13, 2008

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 *
FINLAY MATTHEW W

2. Issuer Name **and** Ticker or Trading
Symbol
ACCESS INTEGRATED
TECHNOLOGIES INC [AIXD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

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

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				(A) or (D)			
			Code	V	Amount	(D)	Price
					8,414	D	
Class A Common Stock					1,814,879 ⁽¹⁾	I	See Footnote ⁽¹⁾

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**

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 Underlying Security (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							<u>(2)</u>	03/17/2014	Class A Common Stock	5
Non-Employee Stock Option (Right to buy)	\$ 5							07/01/2004	07/01/2014	Class A Common Stock	5
Non-Employee Stock Option (Right to buy)	\$ 6.4							03/08/2006	06/09/2015	Class A Common Stock	10
Non-Employee Stock Option (Right to buy)	\$ 12.93							09/14/2006	03/31/2016	Class A Common Stock	10
Non-Employee Stock Option (Right to buy)	\$ 7.55							<u>(3)</u>	06/25/2017	Class A Common Stock	10
Restricted Stock Units	<u>(4)</u>	05/09/2008		A		20,690		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINLAY MATTHEW W C/O MIDMARK CAPITAL II, L.P. 177 MADISON AVENUE MORRISTOWN, NJ 07960	X			

Signatures

/s/ Gary S. Loffredo as Attorney-in-Fact for Matthew W.
Finlay

05/13/2008

__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) Shares are held by MidMark Equity Partners II, L.P. ("MidMark"), of which the Reporting Person is a director. 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) Of such options, one-third will vest on June 25, 2008, June 25, 2009 and June 25, 2010, respectively.
- (4) 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.
- (5) The RSUs vest in three equal annual installments commencing May 9, 2009.

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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