

Cinedigm Digital Cinema Corp.

Form 4

April 29, 2010

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 *
DAVIDOFF ROBERT

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2010

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

NEW YORK, NY 10022

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/23/2010		M		11,666	A	<u>6</u> 18,563
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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information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Employee Stock Option (Right to buy)	\$ 12.5					<u>(2)</u>	09/21/2010	Class A Common Stock	2
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(3)</u>	02/14/2013	Class A Common Stock	2
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(4)</u>	03/17/2014	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>(5)</u>	06/25/2017	Class A Common Stock	10
Restricted Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	13
Restricted Stock Units	<u>(6)</u>	04/23/2010		M	11,666	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

DAVIDOFF ROBERT
C/O CMNY CAPITAL LP
137 EAST 57TH STREET
NEW YORK, NY 10022

Signatures

/s/ Robert
Davidoff

04/29/2010

__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) 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 September 21, 2001.
- (3) The option vested in three equal annual installments commencing February 14, 2004.
- (4) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (5) The option vests in three equal annual installments commencing June 25, 2008.
- (6) 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.
- (7) The RSUs vest in three equal annual installments commencing May 9, 2009.
- (8) The RSUs vest in three equal annual installments commencing April 23, 2010.

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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