

Cinedigm Corp.  
Form 4  
July 14, 2014

**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 \*  
FINLAY MATTHEW W

(Last) (First) (Middle)  
177 MADISON AVENUE  
(Street)  
MORRISTOWN, NJ 07960  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/10/2014

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D)  | 51,670  | D  |                                   |
| Class A Common Stock            | 07/10/2014                           |  | A                              | 39,682 (3)  | A \$ 0 1,854,461  | I  | See footnote. (1)                 |

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

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SEC 1474 (9-02)

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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) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Non-Employee Stock Option (Right to buy)   | \$ 6.4   |                                      |  |                                |   | 03/08/2006   | 06/09/2015  | Class A Common Stock | 10,000                     |
| Non-Employee Stock Option (Right to buy)   | \$ 12.93   |                                      |  |                                |   | 09/14/2006   | 03/31/2016  | Class A Common Stock | 10,000                     |
| Non-Employee Stock Option (Right to buy)   | \$ 7.55  |                                      |  |                                |   | (2)  | 06/25/2017  | Class A Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FINLAY MATTHEW W<br>177 MADISON AVENUE<br>MORRISTOWN, NJ 07960 |               | X         |         |       |

## Signatures

/s/ Gary S. Loffredo,  
Attorney-in-Fact 07/14/2014

\_\_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 Investors, L.P. ("MidMark"), of which the Reporting Person is a director. The Reporting Person disclaims beneficial ownership of all of these shares, except to the extent of his pecuniary interest therein.
  - (2) The option vested in three equal annual installments commencing June 25, 2008.
  - (3) Includes 39,682 shares of Class A Common Stock issued on July 10, 2014 as part of the annual retainer for board service by the reporting person and another director who is affiliated with MidMark for the fiscal year ended March 31, 2014. Such shares vested on the date of

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issuance.

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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