

Cinedigm Digital Cinema Corp.
Form 4
July 12, 2013

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 *
SAGEVIEW CAPITAL LP

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)
55 RAILROAD AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
X (see remarks below)

GREENWICH, CT 06830

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

(City) (State) (Zip)

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 | 07/10/2013 | | A | | 35,714 (2) | A | \$ 0 |
| | | | | | 216,109 (2) | I | |

See footnote (1) (2) (3) (4)

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | X | X | | X (see remarks below) |
| GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301 | | X | | X (see remarks below) |
| STUART SCOTT M C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE, 1ST FLOOR GREENWICH, CT 06830 | | X | | X (see remarks below) |
| Sims Laura Nisonger 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301 | X | | | X (see remarks below) |

Signatures

| | |
|--|------------|
| /s/ Barbara E. Parker, Sageview Capital L.P., as Authorized Person | 07/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Edward A. Gilhuly | 07/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Scott M. Stuart | 07/12/2013 |
| __Signature of Reporting Person | Date |
| /s/ Laura Nisonger Sims | 07/12/2013 |
| __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).
- This Form 4 is filed on behalf of Sageview Capital LP ("Sageview Capital"), Mr. Edward A. Gilhuly, Mr. Scott M. Stuart and Ms. Laura Nisonger Sims. Ms. Sims is a director of the Issuer. Messrs. Gilhuly and Stuart are managing and controlling persons of Sageview Capital.
- (1) These shares of Class A Common Stock were issued on July 10, 2013 as part of the annual retainer for board service by Ms. Sims for the fiscal year ended March 31, 2013. Such shares vested on the date of issuance. Pursuant to the terms of her arrangement with Sageview Capital and certain related entities, the right to receive such shares was transferred to Sageview Capital.
 - (2) Messrs. Gilhuly and Stuart and Ms. Sims disclaim beneficial ownership of such securities, except to the extent of his or her pecuniary interest therein, if any.
 - (3) This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose or that any Reporting Person or other person has an obligation to file this Form 4.

Remarks:

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Sageview may be deemed a director-by

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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