

GILHULY EDWARD A

Form 3

August 21, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â SAGEVIEW CAPITAL
MASTER, L.P.

(Last) (First) (Middle)

C/O SAGEVIEW CAPITAL
LP,Â 55 RAILROAD AVENUE

(Street)

GREENWICH,Â CTÂ 06830

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/11/2009

3. Issuer Name and Ticker or Trading Symbol

Access Integrated Technologies, Inc. d/b/a Cinedigm
Digital Cinema Corp. [CIDM]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

		Shares		or Indirect (I) (Instr. 5)	
Warrants to purchase shares of Class A Common Stock ⁽¹⁾ ⁽²⁾	Â ⁽³⁾	08/11/2016 ⁽⁴⁾	Class A Common Stock, par value	16,000,000 ⁽⁵⁾ ⁽⁶⁾	\$ 1.37 ⁽⁶⁾
			\$0.001 per share		D ⁽⁷⁾ ⁽⁸⁾ Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â X	Â	Â	Â
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250	Â X	Â	Â	Â

PALO ALTO, CA 94301

STUART SCOTT M

C/O SAGEVIEW CAPITAL LP

55 RAILROAD AVENUE

GREENWICH, CT 06830

X

Signatures

/s/ Barbara E. Parker, Sageview Capital GenPar, Ltd., as General Partner of Sageview Capital Master, L.P.

08/21/2009

Signature of Reporting Person

Date

(See signatures of other Reporting Persons on the attached Exhibit 99.1)

08/21/2009

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 3 is filed on behalf of Sageview Capital Master, L.P. ("Sageview Master"), Sageview Capital Partners (A), L.P. ("Sageview A"), Sageview Capital Partners (B), L.P. ("Sageview B"), Sageview Capital Partners (C) (Master), L.P. ("Sageview C"), Sageview Capital GenPar, Ltd. ("Sageview Ltd"), Sageview Capital GenPar, L.P. ("Sageview GenPar"), Sageview Capital MGP, LLC ("Sageview MGP"), Mr. Edward A. Gilhuly and Mr. Scott M. Stuart. Sageview A, Sageview B and Sageview C are the sole shareholders of Sageview Master. Sageview Ltd is the sole general partner of each of Sageview A, Sageview B and Sageview C. Sageview GenPar is the sole shareholder of Sageview Ltd. Sageview MGP is the sole general partner of Sageview GenPar. Messrs. Gilhuly and Stuart are managing and controlling persons of Sageview MGP.

(2) Each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and Stuart may be deemed to be the indirect beneficial owners of any securities beneficially owned or deemed to be beneficially owned by Sageview Master. However, each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and Stuart disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein, if any.

(3) In accordance with the terms of the Warrants, the Warrants become exercisable upon the earliest of (i) the date on which the Issuer obtains certain shareholder approvals specified in the Warrants (the "Approvals"), (ii) the completion of the third shareholder meeting at which the Issuer seeks the Approvals or (iii) February 28, 2011.

(4) The expiration date may be extended until August 11, 2019 upon satisfaction of certain conditions set forth in the Warrants.

(5) Prior to the approval by the Issuer's stockholders of the removal of the following restriction, no holder of the Warrants is permitted to exercise the Warrants to the extent that such exercise would result in such Warrant holder (or any group including such holder) either (i) having aggregate voting power on any matter being voted on by holders of the common stock of the Issuer that exceeds 19.99% of the total number of votes that may be cast in respect of all capital stock of the Issuer on such matter or (ii) having beneficial ownership of more than 19.99% of the then outstanding common stock of the Issuer.

(6) Subject to anti-dilution adjustments pursuant to the terms of the Warrants.

(7) The Warrants are directly held by Sageview Master. As noted in footnote (2), each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and Stuart may be deemed to have indirect beneficial ownership of any securities beneficially owned or deemed to be beneficially owned by Sageview Master and each disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein, if any.

(8) This Form 3 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 3.

Remarks:

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Sageview

Exhibit 99.1 - Joint Filer Information

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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