

Cinedigm Digital Cinema Corp.  
 Form 4  
 May 19, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
**DAVIDOFF ROBERT**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/21/2011**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            | 04/21/2011                           |  | M                              | A   | \$ 0  | 78,223   | D                                 |
| Class A Common Stock            | 05/09/2011                           |  | M                              | A   | \$ 0  | 85,119   | D                                 |
| 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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(9-02)

**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Employee Stock Option (Right to buy)   | \$ 12.5  |                                      |  |                                |   | (2) 09/21/2010   | Class A Common Stock  |
| Non-Employee Stock Option (Right to buy)   | \$ 5   |                                      |  |                                |   | (3) 02/14/2013   | Class A Common Stock  |
| Non-Employee Stock Option (Right to buy)   | \$ 5   |                                      |  |                                |   | (4) 03/17/2014   | Class A Common Stock  |
| Non-Employee Stock Option (Right to buy)   | \$ 6.4   |                                      |  |                                |   | 03/08/2006 06/09/2015                                    | Class A Common Stock  |
| Non-Employee Stock Option (Right to buy)   | \$ 12.93   |                                      |  |                                |   | 09/14/2006 03/31/2016                                    | Class A Common Stock  |
| Non-Employee Stock Option (Right to buy)   | \$ 7.55  |                                      |  |                                |   | (5) 06/25/2017   | Class A Common Stock  |
| Restricted Stock Units                     | (6)  | 05/09/2011                           |  | M                              | 6,896   | (7) (7)  | Class A Common Stock  |
| Restricted Stock Units                     | (6)  | 04/21/2011                           |  | M                              | 11,667  | (8) (8)  | Class A Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DAVIDOFF ROBERT<br>C/O CMNY CAPITAL LP<br>137 EAST 57TH STREET<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Robert<br>Davidoff             | 05/19/2011 |
| **Signature of<br>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 vested 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.