

FINLAY MATTHEW W

Form 4

August 22, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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)

177 MADISON AVENUE

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/18/2011

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

MORRISTOWN, NJ 07960

(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					8,414	D	
Class A Common Stock	08/18/2011		A		33,558 (6)	A	\$ 0
					1,926,660	I	

See
 footnote.
 (1)

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

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form
 displays a currently valid OMB control
 number.**

SEC 1474
 (9-02)

Edgar Filing: FINLAY MATTHEW W - Form 4

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 Share
Non-Employee Stock Option (Right to buy)	\$ 5					(2) 03/17/2014	Class A Common Stock 5,000
Non-Employee Stock Option (Right to buy)	\$ 5					07/01/2004 07/01/2014	Class A Common Stock 5,000
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					(3) 06/25/2017	Class A Common Stock 10,000
Restricted Stock Units	(4)					(5) (5)	Class A Common Stock 11,667

Reporting Owners

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

Signatures

/s/ Gary S. Loffredo as Attorney-in-Fact for Matthew W.
Finlay

08/22/2011

__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) Of such options, one-third vested on March 17, 2005 and the remaining two-thirds vested on March 8, 2006.
- (3) The option vested in three equal annual installments commencing June 25, 2008.
- (4) 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.
- (5) The RSUs vest in three equal annual installments commencing April 23, 2010.
- (6) Includes 33,558 shares of Class A Common Stock issued on August 18, 2011 as part of the annual retainer for board service by the Reporting Person for the fiscal year ended March 31, 2011. Such shares vested on the date of issuance.

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.