

Cinedigm Corp.
Form 4
March 29, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHEZ RONALD L

(Last) (First) (Middle)

**C/O CINEDIGM CORP., 902
BROADWAY, 9TH FLOOR**

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Cinedigm Corp. [CIDM]

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

03/06/2017

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/29/2016		J V	4,076 (5)	D \$ 0 1,124,535	D	
Class A Common Stock					33,374	I	By trust ⁽¹⁾
Class A Common Stock	03/06/2017		A	49,262 (4)	A \$ 0 204,262	I	By entity (2)
Class A Common	12/29/2016		J V	4,076 (5)	A \$ 0 208,338	I	By entity (2)

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Stock

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 Securities (Instr. 3 and 4)		8. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants (right to buy)	\$ 18.5							10/21/2013	10/21/2018	Class A Common Stock	97,500
Warrants (right to buy)	(3)							07/14/2016	07/13/2023	Class A Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEZ RONALD L C/O CINEDIGM CORP. 902 BROADWAY, 9TH FLOOR NEW YORK, NY 10010	X	X		

Signatures

/s/ Ronald L.
Chez

03/23/2017

**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) Owned by the Chez Family Foundation, of which the reporting person is Trustee.

(2) Owned by Ronald L. Chez, Inc., of which the reporting person is President, Secretary and sole shareholder.

(3) Exercise price is \$1.34 as to 100,000 shares and \$1.68 as to 100,000 shares.

Constitutes stock portion and cash portion, requested by the Reporting Person to be paid in stock, of annual retainer for the year of board service by the Reporting Person commencing October 1, 2016. Such shares vest in quarterly amounts on December 31, 2016, March 31, 2017, June 30, 2017 and September 30, 2017, so long as the Reporting Person is a director on each such date.

(5) The Reporting Person transferred such shares from direct ownership to ownership by Ronald L. Chez, Inc. for no consideration. The transfer was exempt pursuant to Rule 16a-13.

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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