

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)

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

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

177 MADISON AVENUE

(Street)

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

MORRISTOWN, NJ 07960

(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					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)

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 Shares
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(2)</u> 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					<u>(3)</u> 06/25/2017		Class A Common Stock	10,000
Restricted Stock Units	<u>(4)</u>					<u>(5)</u> <u>(5)</u>		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.