

Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp.  
 Form 4  
 August 13, 2009

**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 \*  
**LOFFREDO GARY S**

(Last) (First) (Middle)

55 MADISON AVENUE, SUITE 300

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Access Integrated Technologies, Inc.  
 d/b/a Cinedigm Digital Cinema Corp.  
 [CIDM]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/11/2009

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)  
 Senior VP, Gen Counsel & Secy

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D)  | 23,000 <sup>(1)</sup>   | D  |                                   |

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                              |
| Stock Option (Right to buy)                | \$ 7.5   |                                      |  |                                |   | (2) 08/02/2010   | Class A Common Stock 50,000                                   |
| Stock Option (Right to buy)                | \$ 5   |                                      |  |                                |   | (3) 02/28/2012   | Class A Common Stock 20,000                                   |
| Stock Option (Right to buy)                | \$ 2.5   |                                      |  |                                |   | (4) 12/18/2012   | Class A Common Stock 20,000                                   |
| Stock Option (Right to buy)                | \$ 5   |                                      |  |                                |   | (5) 11/04/2013   | Class A Common Stock 50,000                                   |
| Stock Option (Right to buy)                | \$ 3.6   |                                      |  |                                |   | 12/01/2005 01/13/2015                                    | Class A Common Stock 40,000                                   |
| Stock Option (Right to buy)                | \$ 10.25   |                                      |  |                                |   | 09/14/2006 03/08/2016                                    | Class A Common Stock 10,000                                   |
| Stock Option (Right to buy)                | \$ 5.16  |                                      |  |                                |   | (6) 10/18/2017   | Class A Common Stock 10,000                                   |
| Stock Option (Right to buy)                | \$ 1.37  | 08/11/2009                           |  | A                              | 40,000  | 08/11/2009 08/11/2019                                    | Class A Common Stock 40,000                                   |
|  | (7)  |                                      |  |                                |   | (8) (8)  | 90,000  |

Restricted  
Stock  
Units

Class A  
Common  
Stock

Restricted  
Stock  
Units

(7)

(9)

(9)

Class A  
Common Stock 35,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| LOFFREDO GARY S<br>55 MADISON AVENUE, SUITE 300<br>MORRISTOWN, NJ 07960 | X             |           | Senior VP,<br>Gen Counsel<br>& Secy |       |

## Signatures

/s/ Gary S. Loffredo 08/11/2009

\*\*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) Includes 3,000 restricted Class A Common shares granted on September 20, 2007, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan. Such restricted shares vest in three equal annual installments commencing September 20, 2008.
- (2) The option vested in three equal annual installments commencing August 2, 2001.
- (3) The option vested in three equal annual installments commencing February 28, 2003.
- (4) The option vested in three equal annual installments commencing December 18, 2003.
- (5) Of such options, one-third vested on November 4 of each of 2004 and 2005 and the remaining vested on March 8, 2006.
- (6) The option vests in three equal annual installments commencing October 18, 2008.
- (7) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock ("Common Stock"); however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.
  - (a) On May 9, 2011, all of the RSUs will vest unless earlier vested pursuant to (b) or (c) below. (b) On May 9, 2009, (i) 1/3 of the RSUs will vest if the Common Stock has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date or (ii) 2/3 of the RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date. (c) On May 9, 2010, (i) 1/3 of the unvested RSUs will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date or (ii) 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date or (iii) all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.
  - (a) On April 23, 2012, all of the RSUs will vest unless earlier vested pursuant to (b) or (c) below. (b) On April 23, 2010, (i) 1/3 of the RSUs will vest if the Common Stock has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date or (ii) 2/3 of the RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date. (c) On April 23, 2011, (i) 1/3 of the unvested RSUs will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date or (ii) 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date or (iii) all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp. - Form 4

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.