Cinedigm Digital Cinema Corp.

Form 4 July 06, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

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Check this box if no longer

Washington, D.C. 20549

January 31, Expires: 2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CLEVENGER WAYNE L

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Cinedigm Digital Cinema Corp.

(Check all applicable)

[CIDM]

(Last)

(City)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify

(Month/Day/Year)

07/03/2012

Officer (give title below)

C/O MIDMARK CAPITAL II. L.P., 177 MADISON AVENUE

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MORRISTOWN, NJ 07960

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	(D)
				(A)

(Zip)

ed of 15

6. Ownership 7. Nature of Acquired 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

Price Code V Amount (D)

Class A

Common 30,000 D

Stock

Stock

Class A Common

07/03/2012

33,333 1,978,556 (4)

See I foonote. (1)

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

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SEC 1474 (9-02)

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number.

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. Transactic Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				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

Reporting Owners

Reporting Owner Name / Address	Relationships				
Treporting O mark trainer, training	Director	10% Owner	Officer	Other	
CLEVENGER WAYNE L C/O MIDMARK CAPITAL II, L.P. 177 MADISON AVENUE MORRISTOWN, NJ 07960	X				

Signatures

/s/ Wayne L. 07/05/2012 Clevenger

Reporting Owners 2

**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).
- Shares are held by MidMark Investors, L.P. ("MidMark"), of which the Reporting Person is a managing director. The general partner of
- (1) MidMark is MidMark Advisors II, LLC, of which the Reporting Person is a managing member. 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) Includes 33,333 shares of Class A Common Stock issued on July 3, 2012 as part of the annual retainer for board service by Mr. Clevenger for the fiscal year ended March 31, 2012. 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.

Signatures 3