

Cinedigm Digital Cinema Corp.

Form 4

November 30, 2012

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mizel Adam

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)  
55 MADISON AVENUE, SUITE  
300

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/28/2012

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

(Street)  
MORRISTOWN, NJ 07960

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

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/28/2012		J	213,187 (2)	A \$ 0 507,987	D	
Class A Common Stock	11/28/2012		P	37,721 (2)	A \$ 1.58 545,708	D	
Class A Common Stock	11/28/2012		J	1,280,340 (2)	D \$ 0 37,721	I	See footnote (1)
Class A	11/28/2012		S	37,721 (2)	D \$ 0	I	See

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Common Stock 1.58 footnote (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)

**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.37					08/11/2012 08/11/2015	Class A Common Stock	450,000
Stock Option (right to buy)	\$ 1.49					08/17/2012 <sup>(3)</sup> 08/16/2021	Class A Common Stock	375,000
Stock Option (right to buy)	\$ 3					08/17/2012 <sup>(3)</sup> 08/16/2021	Class A Common Stock	125,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mizel Adam 55 MADISON AVENUE SUITE 300 MORRISTOWN, NJ 07960	X		COO and CFO	

## Signatures

/s/ Adam Mizel

11/30/2012

\_\_\_\_\_  
\*\*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) Securities are held by Aquifer Opportunity Fund, L.P. ("Aquifer Fund"), of which Aquifer GP, LP is a general partner. The Reporting Person is the managing member of the general partner and disclaims beneficial ownership of such securities.
- (2) On November 28, 2012, Aquifer Fund (a) distributed to its partners an aggregate of 1,280,340 shares, including 213,187 to the Reporting Person, and (b) sold 37,721 shares to the Reporting Person.
- (3) One-fourth of the options vest on August 17 of each of 2012, 2013, 2014 and 2015.

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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