

Xu Peixin
Form 4
December 19, 2018

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

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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 *
Xu Peixin

(Last) (First) (Middle)

40 LIANGMAQIAO ROAD, 21ST CENTURY PLAZA, B-609

(Street)

BEIJING, F4 100125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cinedigm Corp. [CIDM]

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 12/12/2018 | | A | | 43,103 (3) A \$ 0 74,712 | D | |
| Class A Common Stock | | | | | | I | By spouse (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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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 |
| Warrants (right to buy) | \$ 1.8 | | | | | 12/29/2017 | 12/29/2022 | Class A Common Stock | 1,400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Xu Peixin 40 LIANGMAQIAO ROAD, 21ST CENTURY PLAZA B-609 BEIJING, F4 100125 | X | X | | |

Signatures

/s/ Peixin Xu 12/19/2018

**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) The Reporting Person is the spouse of the sole owner of Bison Capital Holding Company Limited, which indirectly owns 19,666,667 shares of Cinedigm Corp. through Bison Entertainment Investment Limited, a wholly owned subsidiary of Bison Capital Holding Company Limited.

(2) Warrants held by Bison Entertainment and Media Group ("BEMG"). The warrants to purchase up to 1,400,000 shares of Class A Common Stock of the Company were issued by Cinedigm Corp. (the "Company") to BEMG on December 29, 2017 in connection with its agreement to make a loan to the Company in the principal amount of US\$10,000,000.

(3) Includes 43,103 shares of Class A Common Stock issued on December 12, 2018 as part of the annual retainer for board service by the Reporting Person for the period from October 1, 2018 to September 30, 2019. Such shares vest as follows: 10,776 on each of December 31, 2018, March 31, 2019 and June 30, 2019 and 10,775 on September 30, 2019, so long as the Reporting Person is a director on each 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.

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