FINLAY MATTHEW W
Form 4
May 11, 2010

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FINLAY MATTHEW W

(Last) (First) (Middle)

177 MADISON AVENUE

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | | 8,414 | D | |
| Class A Common Stock | 05/09/2010 | | M | | 6,897 | A | (4) | 1,840,339 | I | See 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 Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of S |
| Non-Employee Stock Option (Right to buy) | $ 5 | | | | | | | (2) | 03/17/2014 | Class A Common Stock | 5,0 |
| Non-Employee Stock Option (Right to buy) | $ 5 | | | | | | | 07/01/2004 | 07/01/2014 | Class A Common Stock | 5,0 |
| Non-Employee Stock Option (Right to buy) | $ 6.4 | | | | | | | 03/08/2006 | 06/09/2015 | Class A Common Stock | 10, |
| Non-Employee Stock Option (Right to buy) | $ 12.93 | | | | | | | 09/14/2006 | 03/31/2016 | Class A Common Stock | 10, |
| Non-Employee Stock Option (Right to buy) | $ 7.55 | | | | | | | (3) | 06/25/2017 | Class A Common Stock | 10, |
| Restricted Stock Units | (4) | 05/09/2010 | | M | | | 6,897 | (5) | (5) | Class A Common Stock | 6,8 |
| Restricted Stock Units | (4) | | | | | | | (6) | (6) | Class A Common Stock | 23, |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FINLAY MATTHEW W<br>177 MADISON AVENUE<br>MORRISTOWN, NJ 07960 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Gary S. Loffredo as Attorney-in-Fact | 05/11/2010 |
| **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 Equity Partners II, L.P. ("MidMark"), of which the Reporting Person is a director. The Reporting Person disclaims beneficial ownership of all of these shares.

**(2)** Of such options, one-third vested on March 17, 2005 and the remaining two-thirds vested on March 8, 2006.

**(3)** The option vests 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 May 9, 2009.

**(6)** The RSUs vest in three equal annual installments commencing April 23, 2010.

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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