

Cinedigm Corp.  
Form 4  
January 31, 2014

**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

OMB  
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(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 Corp. [CIDM]**

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

**01/29/2014**

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	01/29/2014		J	43,256 (4)	A \$ 0 51,670	D	
Class A Common Stock	01/29/2014		J	398,782 (4)	D \$ 0 1,814,779	I	See footnote. (1)

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  
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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 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			
	Director	10% Owner	Officer	Other
FINLAY MATTHEW W 177 MADISON AVENUE MORRISTOWN, NJ 07960	X			

## Signatures

/s/ Gary S. Loffredo,  
Attorney-in-fact 01/31/2014

\_\_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 Investors, L.P. ("MidMark"), of which the Reporting Person is a director. 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) On January 29, 2014, MidMark distributed an aggregate of 398,782 shares, including 43,256 to the Reporting Person.

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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