

Cinedigm Corp.  
Form 4  
October 16, 2013

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
**LOFFREDO GARY S**

(Last) (First) (Middle)  
**902 BROADWAY, 9TH FLOOR**  
  
(Street)

**NEW YORK, NY 10010**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/13/2013**

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)  
**Pres Digital Cinema, GC & Secy**

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)
Class A Common Stock				(A) or (D) Price	190,000	D	

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)**

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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 Number of Shares
Stock Option (Right to buy)	\$ 5					<u>(1)</u>	11/04/2013	Class A Common Stock	50,000
Stock Option (Right to buy)	\$ 3.6					12/01/2005	01/13/2015	Class A Common Stock	40,000
Stock Option (Right to buy)	\$ 10.25					09/14/2006	03/08/2016	Class A Common Stock	10,000
Stock Option (Right to buy)	\$ 5.16					<u>(2)</u>	10/18/2017	Class A Common Stock	10,000
Stock Option (Right to buy)	\$ 1.37					08/11/2009	08/11/2019	Class A Common Stock	40,000
Stock Option (Right to buy)	\$ 1.37					10/21/2012	10/21/2019	Class A Common Stock	90,000
Stock Option (Right to buy)	\$ 1.4					<u>(3)</u>	06/11/2020	Class A Common Stock	64,700
Stock Option (Right to buy)	\$ 1.49					08/17/2012 <sup>(4)</sup>	08/16/2021	Class A Common Stock	225,000
Stock Option (Right to buy)	\$ 3					08/17/2012 <sup>(4)</sup>	08/16/2021	Class A Common Stock	75,000
	\$ 1.54	10/13/2013		A	350,000	<u>(5)</u>	10/13/2023		350,000

Stock  
Option  
(Right to  
buy)

Class A  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOFFREDO GARY S 902 BROADWAY 9TH FLOOR NEW YORK, NY 10010	X		Pres Digital Cinema, GC & Secy	

## Signatures

/s/ Gary S.  
Loffredo

10/16/2013

\*\*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) Of such options, one-third vested on November 4 of each of 2004 and 2005 and the remaining vested on March 8, 2006.
- (2) The option vested in three equal annual installments commencing October 18, 2008.
- (3) The option vests in three equal annual installments commencing June 11, 2011.
- (4) One-fourth of the options vest on August 17 of each of 2012, 2013, 2014 and 2015.
- (5) The option vests in three equal annual installments commencing October 13, 2014.

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.