Cinedigm Corp.
Form 10-K
July 14, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

(Mark One)
x ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal period ended: March 31, 2016

o TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from --- to ---

Commission File Number: 000-31810

Cinedigm Corp.
(Exact name of registrant as specified in its charter)

Delaware	22-3720962
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
902 Broadway, 9th Floor New York, NY	10010
(Address of principal executive offices)	(Zip Code)

(212) 206-8600
(Registrant’s telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
CLASS A COMMON STOCK, PAR VALUE $0.001 PER SHARE	NASDAQ GLOBAL MARKET

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	Yes o No x
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.	Yes o No x
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.	Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. o

Large accelerated filer o	Accelerated filer o	Non-accelerated filer o	Smaller reporting company x
		(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer based on a price of $5.60 per share, the closing price of such common equity on the Nasdaq Global Market, as of September 30, 2015, was $39,442,832. For purposes of the foregoing calculation, all directors, officers and shareholders who beneficially own 10% of the shares of such common equity have been deemed to be affiliates, but the Company disclaims that any of such persons are affiliates.

As of July 11, 2016, 7,879,593 shares of Class A Common Stock, $0.001 par value were outstanding, which number includes 1,179,138 shares subject to our forward purchase transaction.

DOCUMENTS INCORPORATED BY REFERENCE
None.

CINEDIGM CORP.
TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

Various statements contained in this report or incorporated by reference into this report constitute “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are based on current expectations and are indicated by words or phrases such as “believe,” “expect,” “may,” “will,” “should,” “seek,” “plan,” “inten “anticipate” or the negative thereof or comparable terminology, or by discussion of strategy. Forward-looking statements represent as of the date of this report our judgment relating to, among other things, future results of operations, growth plans, sales, capital requirements and general industry and business conditions applicable to us. Such forward-looking statements are based largely on our current expectations and are inherently subject to risks and uncertainties. Our actual results could differ materially from those that are anticipated or projected as a result of certain risks and uncertainties, including, but not limited to, a number of factors, such as:

- successful execution of our business strategy, particularly for new endeavors;
- the performance of our targeted markets;
- competitive product and pricing pressures;
- changes in business relationships with our major customers;
- successful integration of acquired businesses;
- the content we distribute through our in-theatre, on-line and mobile services may expose us to liability;
- general economic and market conditions;
- the effect of our indebtedness on our financial condition and financial flexibility, including, but not limited to, the ability to obtain necessary financing for our business; and
- the other risks and uncertainties that are set forth in Item 1, “Business”, Item 1A "Risk Factors" and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. Except as otherwise required to be disclosed in periodic reports required to be filed by public companies with the Securities and Exchange Commission (“SEC”) pursuant to the SEC's rules, we have no duty to update these statements, and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks and uncertainties, we cannot assure you that the forward-looking information contained in this report will in fact transpire.

In this report, “Cinedigm,” “we,” “us,” “our” and the “Company” refers to Cinedigm Corp. and its subsidiaries unless the conte otherwise requires.

REVERSE STOCK SPLIT OF OUR CLASS A COMMON STOCK

In May 2016, we effected a 1-for-10 reverse stock split of our Class A common stock, whereby each 10 shares of our Class A common stock and common stock equivalents were converted into 1 share of Class A common stock. All share and per share amounts in this Annual Report on Form 10-K have been retroactively adjusted to give effect to the reverse stock split.

PART I

ITEM 1. BUSINESS

OVERVIEW

Cinedigm Corp. was incorporated in Delaware on March 31, 2000 (“Cinedigm”, and collectively with its subsidiaries, the “Company”). We are (i) a leading distributor and aggregator of independent movie, television and other short form content managing a library of distribution rights to thousands of titles and episodes released across digital, physical, and home and mobile entertainment platforms as well as (ii) a leading servicer of digital cinema assets on over 12,000 domestic and foreign movie screens.

Since our inception, we have played a significant role in the digital distribution revolution that continues to transform the media landscape. In addition to our pioneering role in transitioning over 12,000 movie screens from traditional analog film prints to digital distribution, we have become a leading distributor of independent content, both through organic growth and acquisitions. We distribute products for major brands such as the Discovery Networks, National Geographic and Scholastic as well as leading international and domestic content creators, movie producers, television producers and other short form digital content producers. We collaborate with producers, major brands and other content owners to market, source, curate and distribute quality content to targeted audiences through (i) existing and emerging digital home entertainment platforms, including but not limited to, iTunes, Amazon Prime, Netflix, Hulu, Xbox, PlayStation, and cable video-on-demand ("VOD") and (ii) physical goods, including DVD and Blu-ray Discs. In addition, we operate a growing number of branded and curated over-the-top ("OTT") entertainment channels, including Docurama, CONtv and Dove Entertainment Channel.

We report our financial results in four primary segments as follows: (1) the first digital cinema deployment (“Phase I Deployment”), (2) the second digital cinema deployment (“Phase II Deployment”), (3) digital cinema services (“Services”) and (4) media content and entertainment group (“Content & Entertainment” or "CEG"). The Phase I Deployment and Phase II Deployment segments are the non-recourse, financing vehicles and administrators for our digital cinema equipment (the “Systems”) installed in movie theatres throughout the United States and Canada, and in Australia and New Zealand. Our Services segment provides fee-based support to over 12,000 movie screens in our Phase I Deployment and Phase II Deployment segments as well as directly to exhibitors and other third party customers in the form of monitoring, billing, collection and verification services. Our Content & Entertainment segment is a market leader in: (1) ancillary market aggregation and distribution of entertainment content, and (2) branded and curated OTT digital network business providing entertainment channels and applications.

We are structured so that our digital cinema business (collectively, our Phase I Deployment, Phase II Deployment and Services segments) operates independently from our Content & Entertainment business. As of March 31, 2016, we had approximately $116.9 million of non-recourse outstanding debt principal that relates to and is serviced by, our digital cinema business. We also have approximately $90.9 million of outstanding debt principal, as of March 31, 2016 that is attributable to our Content & Entertainment and Corporate segments.

CONTENT & ENTERTAINMENT

Content Distribution and our OTT Entertainment Channels and Applications

Cinedigm Entertainment Group, or CEG, is a leading independent content distributor in the United States as well as an innovator and leader in the quickly evolving OTT digital network business. We are unique among most independent distributors because of our direct relationships with thousands of physical retail locations and digital platforms, including Walmart, Target, iTunes, Netflix and Amazon, as well as the national Video on Demand platforms. Our library of films and television episodes encompass award-winning documentaries from Docurama Films®, next-gen Indies from Flatiron Film Company®, acclaimed independent films and festival picks through partnerships with the Sundance Institute and Tribeca Films, and a wide range of content from brand name suppliers, including Discovery, Scholastic, NFL, Shout! Factory, Hallmark and Jim Henson.

Additionally, we are leveraging our infrastructure, technology, content and distribution expertise to rapidly and cost effectively build and expand our OTT digital network business. Our first channel, Docurama, launched in May 2014 as an advertising-supported video on demand service ("AVOD") across most Internet connected devices and now contains hundreds of documentary films for download. In March 2015, Wizard World, Inc. and we launched CONtv, a targeted lifestyle channel and "Freemium" service with both AVOD and subscription video on demand offerings ("SVOD"). Our Freemium business model provides users with free content and the ability to upgrade to a selection of premium services by paying subscription fees. CONtv is one of the largest Freemium OTT channels available in terms of hours of content, with thousands of hours of content, including original programs and behind the scenes footage direct from Wizard World Comic Con gatherings. Docurama and CONtv are available across most major platforms, including Apple iOS, Google Android, Roku players and TV, Samsung SmartHub devices and we expect more devices to come to market. In the fall of 2015, we introduced our third OTT channel, Dove Entertainment Channel, which is a freemium service targeted to families and kids seeking high quality and family friendly content approved by the Dove Foundation. We continue to search for other branded partners to launch additional channels.

CEG has focused its activities in the areas of: (1) ancillary market aggregation and distribution of entertainment content, and (2) branded and curated over-the-top OTT digital network business providing entertainment channels and applications. With these complementary entertainment distribution capabilities, we believe that we are capitalizing on the key drivers of value that we believe are critical to success in content distribution going forward.

In our fiscal years 2013 and 2014, we acquired the businesses of two home entertainment content providers and distributors that have made our CEG segment one of the leading independent content distributors in the United States. Our CEG segment holds direct relationships with thousands of physical storefronts and digital retailers, including Walmart, Target, iTunes, Netflix, and Amazon, as well as all the national cable and satellite television VOD platforms.

Our Strategy

Direct to consumer digital distribution of film and television content over the Internet is rapidly growing. We believe that our large library of film and television episodes, long-standing digital relationships with platforms, and up-to-date technologies, will allow us to build and successfully launch a diversified portfolio of narrowcast OTT channels that generate recurring revenue streams from advertising, merchandising and subscriptions. We plan to launch niche channels that make use of our existing library of titles, while partnering with strong brands that bring name recognition, marketing support and an existing customer base.

Rapid changes in the entertainment landscape require that we continually refine our strategy to adapt to new technologies and consumer behaviors. For example, we have shifted our acquisitions of home entertainment content to focus on long-term partnerships with producers of high quality, cast-driven, genre content, rather than traditional catalog based titles. In recent years, we acquired the distribution rights to a variety of new and original films. In addition, we have accelerated our efforts to be a leader in the OTT digital network business, where we can leverage our existing infrastructure and library, in partnership with well-known brands, to distribute our content direct-to-consumers.

To market the films that we distribute, we have the films appear in a limited number of theatres, while simultaneously being available on VOD. This non-traditional, film-releasing model has allowed us to maximize publicity and make the film available to a large national audience.

We believe that we are well positioned to succeed in the OTT channel business for several key reasons:

- The enormous depth and breadth of our almost 50,000 title film and television episode library,
- Our digital assets and deep, long-standing relationships as launch partners that cover the major digital platforms and devices,
- Our marketing expertise,
- Our flexible releasing strategies, which differ from larger entertainment companies that need to protect their legacy businesses, and
- Our strengthened capital base

Intellectual Property

We own certain copyrights, trademarks and Internet domain names in connection with the Content & Entertainment business. We view these proprietary rights as valuable assets. We maintain registrations, where appropriate, to protect them and monitor them on an ongoing basis.

Customers

For the fiscal year ended March 31, 2016, two customers, Walmart and Amazon, represented 10% or more of CEG's revenues and one of these customers represented approximately 21% of our consolidated revenues.

Competition

Numerous companies are engaged in various forms of producing and distributing independent movies and alternative content. These competitors may have significantly greater financial, marketing and managerial resources than we do, may have generated greater revenue and may be better known than we are at this time.

Competitors to our Content & Entertainment segment are as follows:

- Anchor Bay Entertainment
- Crunchyroll
- Entertainment One (eOne) Ltd.
- Image Entertainment, Inc.
- IFC Entertainment

- Lions Gate Entertainment
- Magnolia Pictures
- Roadside Attractions LLC
- The Weinstein Company

DEPLOYMENT

Our Phase I Deployment and Phase II Deployment segments consist of the following:

3

Operations of:	Products and services provided:
Cinedigm Digital Funding I, LLC ("Phase 1 DC")	Financing vehicles and administrators for 3,724 Systems installed nationwide in Phase 1 DC's deployment to theatrical exhibitors. We retain ownership of the Systems and the residual cash flows related to the Systems after the repayment of all non-recourse debt at the expiration of exhibitor, master license agreements. As of March 31, 2016, we are no longer earning virtual print fees ("VPFs") revenues from certain major studios on 101 of such systems.
Access Digital Cinema Phase 2 Corp. ("Phase 2 DC")	Financing vehicles and administrators for our 8,931 Systems installed in the second digital cinema deployment and international deployments, through Phase 2 DC. We retain no ownership of the residual cash flows and digital cinema equipment after the completion of cost recoupment and at the expiration of the exhibitor master license agreements.

In June 2005, we formed our Phase I Deployment segment in order to purchase up to 4,000 Systems under an amended framework agreement with Christie Digital Systems USA, Inc. ("Christie"). As of March 31, 2016, Phase I Deployment had 3,724 Systems installed.

In October 2007, we formed our Phase II Deployment segment for the administration of up to 10,000 additional Systems. As of March 31, 2016, Phase II Deployment had 8,931 of such Systems installed.

Our Phase I Deployment and Phase II Deployment segments own and license Systems to theatrical exhibitors and collect VPFs from motion picture studios and distributors, as well as alternative content fees ("ACFs") from alternative content providers and theatrical exhibitors, when content is shown on exhibitors' screens. We have licensed the necessary software and technology solutions to the exhibitor and have facilitated the industry's transition from analog (film) to digital cinema. As part of the Phase I Deployment of our Systems, we have agreements with nine motion picture studios and certain smaller independent studios and exhibitors, allowing us to collect VPFs and ACFs when content is shown in theatres, in exchange for having facilitated and financed the deployment of Systems. Phase 1 DC has agreements with 20 theatrical exhibitors that license our Systems in order to show digital content distributed by the motion picture studios and other providers, including Content & Entertainment, which is described below.

Beginning in December 2015, certain Phase 1 DC Systems began to reach the conclusion of their deployment payment period with certain distributors and, therefore, VPF revenues ceased to be recognized on such Systems. Furthermore, because the Phase I deployment installation period ended in November 2007, a majority of the VPF revenue associated with the Phase I systems will end by November 2017. While the absence of such revenue was not material to our financial statements during the fiscal year ending March 31, 2016, it is expected to have a material impact in subsequent periods. As of March 31, 2016, 101 of the systems in our Phase I deployment had ceased to earn VPF revenue from certain major studios. By December 2016, we expect that more than 50% of our Phase I deployment systems will cease to earn VPF revenue from certain major studios and by December 2017, we expect that nearly all of our Phase I deployment systems will no longer earn VPF revenue from certain major studios. We expect to continue to earn ancillary revenue streams from the Phase I deployment Systems through December of 2020; however, such amounts are expected to be significantly less material to our consolidated financial statements. The expected reduction in VPF revenue on our Phase I systems is scheduled to approximately coincide with the conclusion of certain of our non-recourse debt obligations and, therefore, we expect that reduced cash outflows related to such non-recourse debt obligations will partially offset reduced VPF revenue after November 2017.

Our Phase II Deployment segment has entered into digital cinema deployment agreements with eight motion picture studios, and certain smaller independent studios and exhibitors, to distribute digital movie releases to exhibitors equipped with our Systems, for which we and our wholly owned, non-consolidated subsidiary Cinedigm Digital Funding 2, LLC ("CDF2 Holdings") earn VPFs. As of March 31, 2016, our Phase II Deployment segment also entered into master license agreements with 434 exhibitors and CDF2 covering 8,992 screens, whereby the exhibitors agreed to install our Systems. As of March 31, 2016, we had 8,931 Phase 2 DC Systems installed, including 6,428 screens under the exhibitor-buyer structure ("Exhibitor-Buyer Structure"), 1,050 screens covering 10 exhibitors through non-recourse financing provided by KBC Bank NV (“KBC”), 1,421 screens covering 179 exhibitors through CDF2, and 22 screens under other arrangements with two exhibitors.

Exhibitors paid us an installation fee of up to $2.0 thousand per screen out of the VPFs collected by our Services segment. We manage the billing and collection of VPFs and remit to exhibitors all VPFs collected, less an administrative fee of approximately 10%. For Phase 2 DC Systems we own and finance on a non-recourse basis, we typically received a similar installation fee of up to $2.0 thousand per screen and an ongoing administrative fee of approximately 10% of VPFs collected. We have recorded no debt, property and equipment, financing costs or depreciation in connection with Systems covered under the Exhibitor-Buyer Structure and CDF2 Holdings.

VPFs are earned pursuant to contracts with movie studios and distributors, whereby amounts are payable to our Phase I and Phase II deployment businesses according to fixed fee schedules, when movies distributed by studios are displayed in movie theatres using our installed Systems. One VPF is payable to us upon the initial booking of a movie, for every movie title displayed per System. Therefore, the amount of VPF revenue that we earn depends on the number of unique movie titles released and displayed using our Systems. Our Phase II Deployment segment earns VPF revenues only for Systems that it owns.

Our Phase II Deployment agreements with distributors require payment of VPFs for ten years from the date that each system is installed; however, we may no longer collect VPFs once "cost recoupment", as defined in the contracts with movie studios and distributors, is achieved. Cost recoupment will occur once the cumulative VPFs and other cash receipts collected by us have equaled the total of all cash outflows, including the purchase price of all Systems, all financing costs, all "overhead and ongoing costs", as defined, subject to maximum agreed upon amounts during the four-year roll-out period and thereafter. Furthermore, if cost recoupment occurs before the end of the eighth contract year, a one-time "cost recoupment bonus" is payable to us by the studios. Cash flows, net of expenses, received by our Phase II Deployment business, following the achievement of cost recoupment, must be returned to the distributors on a pro-rata basis. At this time, we cannot estimate the timing or probability of the achievement of cost recoupment.

Beginning in December 2018, certain Phase 2 DC Systems will have reached the conclusion of their deployment payment period, subject to earlier achievement of cost recoupment. In accordance with existing agreements with distributors, VPF revenues will cease to be recognized on such Systems. Because the Phase II deployment installation period ended in December 2012, a majority of the VPF revenue associated with the Phase II systems will end by December 2022 or earlier if cost recoupment is achieved.

Customers

Phase I and Phase II Deployment customers are mainly motion picture studios and theatrical exhibitors. For the fiscal year ended March 31, 2016, five customers, 20th Century Fox, Warner Brothers, Disney Worldwide Services, Universal Pictures and Sony Pictures Releasing Corporation, each represented 10% or more of Phase 1 DC's revenues and together generated 68%, 61% and 31% of Phase 1 DC's, Phase 2 DC's and consolidated revenues, respectively. No single Phase 1 DC or Phase 2 DC customer comprised more than 10% of our consolidated accounts receivable. We expect to continue to conduct business with each of these customers during the fiscal year ending March 31, 2017.

Seasonality

Revenues earned by our Phase I and Phase II Deployment segments from the collection of VPFs from motion picture studios are seasonal, coinciding with the timing of releases of movies by the motion picture studios. Generally, motion picture studios release the most marketable movies during the summer and the winter holiday season. The unexpected emergence of a hit movie during other periods can alter the traditional trend. The timing of movie releases can have a significant effect on our results of operations, and the results of one quarter are not necessarily indicative of results for the next quarter or any other quarter. The seasonality of motion picture exhibition; however, has become less pronounced as the motion picture studios are releasing movies somewhat more evenly throughout the year.

SERVICES

Our Services segment provides monitoring, billing, collection, verification and other management services to Phase 1 DC and Phase 2 DC as well as to exhibitor-buyers who purchase their own equipment. Our Services segment provides such services to the 3,724 screens in the Phase 1 Deployment for a monthly service fee equal to 5% of the VPFs earned by Phase 1 DC and an incentive service fee equal to 2.5% of the VPFs earned by Phase 1 DC. The Services segment also provides services to the 8,931 Phase 2 Systems deployed, for which we typically receive a monthly fee of approximately 10% of the VPFs earned by Phase 2 DC. The total Phase 2 service fees are subject to an annual limitation under the terms of our agreements with motion picture studios, and are determined based upon the respective Exhibitor-Buyer Structure, KBC or CDF2 agreements. Unpaid services fees in any period remain an obligation to Phase 2 DC in the cost recoupment framework. Such fees are not recognized as income or accrued as an asset on our balance sheet given the uncertainty of the receipt and the timing thereof as future movie release and bookings are not known. Service fees are accrued and recognized only on deployed Phase 2 Systems. As a result, the annual service fee limitation is variable until these fees are paid.

In February 2013, we (i) assigned to our wholly owned subsidiary, Cinedigm DC Holdings LLC ("DC Holdings "), the right and obligation to service the digital cinema projection systems from the Phase I Deployment and certain systems that were part of the Phase II Deployment, (ii) delegated to DC Holdings the right and obligation to service certain other systems that were part of the

Phase II Deployment and (iii) assigned to DC Holdings the right to receive servicing fees from the Phase I and Phase II Deployments. We also transferred to DC Holdings certain of our operational staff whose responsibilities and activities relate solely to the operation of the servicing business and to provide DC Holdings with the right to use the supporting software and other intellectual property associated with the operation of the servicing business.

Our Services segment also has international servicing partnerships in Australia and New Zealand with the Independent Cinema Association of Australia and is currently servicing 534 screens as of March 31, 2016.

Customers

For the fiscal year ended March 31, 2016, no customer comprised more than 10% of Services' revenues or accounts receivable.

Competition

Our Services segment faces limited competition domestically in its digital cinema services business as the major Hollywood movie studios have only signed digital cinema deployment agreements with five entities, including us, and the deployment period in North America is now complete. Competitors include: Digital Cinema Implementation Partners (“DCIP”), a joint venture of three large exhibitors (Regal Entertainment Group, AMC Entertainment Holdings, Inc. and Cinemark Holdings, Inc. focused on managing the conversions of those three exhibitors; Sony Digital Cinema, to support the deployment of Sony projection equipment; Christie Digital USA, Inc., to support the deployment of Christie equipment; and GDC, Inc., to support the deployment of GDC equipment. We have a significantly greater market share than all other competitors except for the DCIP consortium, which services approximately 16,000 total screens representing its consortium members.

As we expand our servicing platform internationally, an additional competitors beyond those listed above consist of Arts Alliance, Inc., a leading digital cinema servicer focused on the European markets, GDC, as well as other potential local start-ups seeking to service a specific international market. We typically seek to partner with a leading local entity to combine our efficient servicing infrastructure and strong studio relationships with the necessary local market expertise and exhibitor relationships.

DISCONTINUED OPERATIONS

During the fiscal year ended March 31, 2014, we made the strategic decision to discontinue and exit our software business, Hollywood Software, Inc. d/b/a Cinedigm Software (“Software”), our direct, wholly owned subsidiary, in order to focus on our CEG segment. Furthermore, we believe that Software, which was previously included in our Services segment, no longer complemented our continuing operations because we were often in competition with Software customers.
On September 23, 2014, we completed the sale of Software to a third party. See Note 3 - Discontinued Operations to the Consolidated Financial Statements within Item 8, Financial Statements and Supplementary Data for further information.

ENVIRONMENTAL

The nature of our business does not subject us to environmental laws in any material manner.

EMPLOYEES

As of March 31, 2016, we had 126 employees, with 8 part-time and 118 full-time, of which 23 are in sales and marketing, 46 are in operations, and 49 are in executive, finance, technology and administration functions.

AVAILABLE INFORMATION

Our Internet website address is www.cinedigm.com. We will make available, free of charge at the "About Us - Investor Relations - Financial Information" section of its website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and all amendments to those reports and statements filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC.

In addition, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding companies that file electronically with the Commission. This information is available at www.sec.gov, the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549 or by calling 1-800-SEC-0330.

ITEM 1A. RISK FACTORS

Risks Related to our Business

We maintain a substantial amount of outstanding indebtedness, which could impair our ability to operate our business and react to changes in our business, remain in compliance with debt covenants and make payments on our debt.

We maintain a substantial amount of outstanding indebtedness, which could impair our ability to operate our business and react to changes in our business, remain in compliance with debt covenants and make payments on our debt. Our level of indebtedness could have important consequences, including, without limitation:

- requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- limiting our ability to pursue our growth strategy or, including restricting us from making strategic acquisitions or causing us to make nonstrategic divestitures;
- placing us at a disadvantage compared to our competitors who are less leveraged and may be better able to use their cash flow to fund competitive responses to changing industry, market or economic conditions; and
- making us more vulnerable in the event of a downturn in our business, our industry or the economy in general.

In addition, our current credit facilities contain, and any future credit facilities will likely contain, covenants and other provisions that restrict our operations. These restrictive covenants and provisions could limit our ability to obtain future financing, make needed capital expenditures, withstand a future downturn in our business or the economy in general, or otherwise conduct necessary corporate activities, and may prevent us from taking advantage of business opportunities that arise in the future. If we refinance our credit facilities, we cannot guarantee that any new credit facility will not contain similar covenants and restrictions.

We face the risks of doing business in new and rapidly evolving markets and may not be able successfully to address such risks and achieve acceptable levels of success or profits.

We have encountered and may continue to encounter the challenges, uncertainties and difficulties frequently experienced in new and rapidly evolving markets, including:

- limited operating experience;
- net losses;
- lack of sufficient customers or loss of significant customers;
- a changing business focus; and
- difficulties in managing potentially rapid growth.

We expect competition to be intense. If we are unable to compete successfully, our business and results of operations will be seriously harmed.

The markets for the digital cinema business and the content distribution business are competitive, evolving and subject to rapid technological and other changes. We expect the intensity of competition in each of these areas to increase in the future. Companies willing to expend the necessary capital to create facilities and/or capabilities similar to ours may compete with our business. Increased competition may result in reduced revenues and/or margins and loss of market share, any of which could seriously harm our business. In order to compete effectively in each of these fields, we must differentiate ourselves from competitors.

Many of our current and potential competitors have longer operating histories and greater financial, technical, marketing and other resources than we do, which may permit them to adopt aggressive pricing policies. As a result, we may suffer from pricing pressures that could adversely affect our ability to generate revenues and our results of operations. Many of our competitors also have significantly greater name and brand recognition and a larger customer base than us. If we are unable to compete successfully, our business and results of operations will be seriously harmed.

Our plan to acquire additional businesses involves risks, including our inability to complete an acquisition successfully, our assumption of liabilities, dilution of your investment and significant costs.

Strategic and financially appropriate acquisitions are a key component of our growth strategy. Although there are no other acquisitions identified by us as probable at this time, we may make further acquisitions of similar or complementary businesses or assets. Even if we identify appropriate acquisition candidates, we may be unable to negotiate successfully the terms of the acquisitions, finance them, integrate the acquired business into our then existing business and/or attract and retain customers. Completing an acquisition and integrating an acquired business may require a significant diversion of management time and resources and involves assuming new liabilities. Any acquisition also involves the risks that the assets acquired may prove less valuable than expected and/or that we may assume unknown or unexpected liabilities, costs and problems. If we make one or more significant acquisitions in which the consideration consists of our capital stock, your equity interest in the Company could be diluted, perhaps significantly. If we were to proceed with one or more significant acquisitions in which the consideration included cash, we could be required to use a substantial portion of our available cash, or obtain additional financing to consummate them.

Our previous acquisitions involve risks, including our inability to integrate successfully the new businesses and our assumption of certain liabilities.

Our acquisition of these businesses and their respective assets also involved the risks that the businesses and assets acquired may prove to be less valuable than we expected and/or that we may assume unknown or unexpected liabilities, costs and problems. In addition, we assumed certain liabilities in connection with these acquisitions and we cannot assure you that we will be able to satisfy adequately such assumed liabilities. Other companies that offer similar products and services may be able to market and sell their products and services more cost-effectively than we can.

We have recorded goodwill impairment charges and may be required to record additional charges to future earnings if our goodwill becomes further impaired or our intangible assets become impaired.

We are required under generally accepted accounting principles to review our goodwill and definite-lived intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill must be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our reporting units and intangible assets may not be recoverable include a decline in stock price and market capitalization, slower growth rates in our industry or our own operations, and/or other materially adverse events that have implications on the profitability of our business. In fiscal years ended March 31, 2015 and 2016, we recorded goodwill impairment charges of $6.0 million and $18.0 million, respectively, in our Content & Entertainment operating segment. See Note 2 - Summary of Significant Accounting Policies of our financial statements included in Item 8 of this Annual Report on Form 10-K for details. We may be required to record additional charges to earnings during any period in which a further impairment of our goodwill or other intangible assets is determined which could adversely affect our results of operations.

If we do not manage our growth, our business will be harmed.

We may not be successful in managing our growth. Past growth has placed, and future growth will continue to place, significant challenges on our management and resources, related to the successful integration of the newly acquired businesses. To manage the expected growth of our operations, we will need to improve our existing, and implement new, operational and financial systems, procedures and controls. We may also need to expand our finance, administrative, client services and operations staffs and train and manage our growing employee base effectively. Our current and planned personnel, systems, procedures and controls may not be adequate to support our future operations. Our business, results of operations and financial position will suffer if we do not effectively manage our growth.

If we are not successful in protecting our intellectual property, our business will suffer.

We depend heavily on technology and viewing content to operate our business. Our success depends on protecting our intellectual property, which is one of our most important assets. We have intellectual property consisting of:

- rights to certain domain names;
- registered service marks on certain names and phrases;
- various unregistered trademarks and service marks;

- film, television and other forms of viewing content;
- know-how; and
- rights to certain logos.

If we do not adequately protect our intellectual property, our business, financial position and results of operations would be harmed. Our means of protecting our intellectual property may not be adequate. Unauthorized parties may attempt to copy aspects of our intellectual property or to obtain and use information that we regard as proprietary. In addition, competitors may be able to devise methods of competing with our business that are not covered by our intellectual property. Our competitors may independently develop similar technology, duplicate our technology or design around any intellectual property that we may obtain.

Although we hold rights to various web domain names, regulatory bodies in the United States and abroad could establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. The relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is unclear. We may be unable to prevent third parties from acquiring domain names that are similar to or diminish the value of our proprietary rights.

Our substantial debt and lease obligations could impair our financial flexibility and restrict our business significantly.

We now have, and will continue to have, significant debt obligations. In October 2013, we entered into the Cinedigm Credit Agreement pursuant to which we borrowed Term Loans in the aggregate amount of $25.0 million and may borrow revolving loans and have letters of credit issued in an aggregate amount at any one time outstanding not to exceed $30.0 million. In April 2015, we repaid and terminated the term loan in its entirety, and in May 2016, we reduced the capacity of the revolving loans to $22.0 million. The obligations under the Cinedigm Credit Agreement, as amended and restated, are with full recourse to Cinedigm. As of March 31, 2016, principal amount outstanding under the Cinedigm Credit Agreement was $21.9 million. Additionally, in October 2013, we issued $5.0 million aggregate principal amount of subordinated notes (the “2013 Notes”), which debt is unsecured and subordinate to the debt under the Cinedigm Credit Agreement. In April 2015, we issued $64.0 million aggregate principal amount of 5.5% Convertible Senior Notes due 2035 (the “Convertible Notes”), which debt is unsecured, subordinate to the debt under the Cinedigm Credit Agreement and senior to the 2013 Notes.

As of March 31, 2016, total indebtedness of our consolidated subsidiaries (not including guarantees of our debt) was $112.3 million, none of which is guaranteed by Cinedigm Corp. or our subsidiaries, other than CDF I with respect to the Phase I Credit Agreement, DC Holdings LLC, AccessDM and ADCP2 with respect to the Prospect Loan, and Phase 2 B/AIX with respect to the KBC Agreements. In connection with the Prospect Loan, we provided a limited recourse guaranty pursuant to which Cinedigm guaranteed certain representations and warranties and performance obligations with respect to the Prospect Loan in favor of the collateral agent and the administrative agent for the Prospect Loan. Cinedigm Corp. has provided a limited recourse guaranty in respect of a portion of this indebtedness ($66.5 million as of March 31, 2016) pursuant to which it agreed to become a primary obligor of such indebtedness in certain specified circumstances, none of which have occurred as of the date hereof.

We also had capital lease obligations covering a facility and computer equipment with an aggregate principal amount of as of March 31, 2016. In May 2011, we completed the sale of certain assets and liabilities of the Pavilion Theatre and from that point forward, it has not been operated by us. We have remained the primary obligor on the Pavilion capital lease and therefore, the capital lease obligation and the related assets under the capital lease continue to remain on our Consolidated Balance Sheets as of March 31, 2016 and 2015. However, we have entered into a sub-lease agreement with the unrelated third party purchaser that makes all payments related to the lease and as such, we have no continuing involvement in the operation of the Pavilion Theatre.

In February 2013, DC Holdings LLC, our wholly owned subsidiary, entered into the Prospect Loan in the aggregate principal amount of $70.0 million. Additionally, in February 2013, CDF I, our indirect wholly owned subsidiary that is intended to be a special purpose, bankruptcy remote entity, amended and restated the Phase I Credit Agreement, pursuant to which it borrowed $130.0 million of which $5.0 million was assigned to DC Holding LLC. As of March 31, 2016, the outstanding principal amount of the Prospect Loan and the Phase I Credit Agreement were $66.5 million and $30.9 million, respectively. Phase 2 B/AIX, our indirect wholly owned subsidiary, has entered into the KBC Agreements pursuant to which it has borrowed $65.3 million in the aggregate. As of March 31, 2016, the outstanding principal balance under the KBC Agreements was $18.6 million in the aggregate.

The obligations and restrictions under the Cinedigm Credit Agreement, the Phase I Credit Agreement, the Prospect Loan, the KBC Agreements and our other debt obligations could have important consequences for us, including:

- limiting our ability to obtain necessary financing in the future; and
- requiring us to dedicate a substantial portion of our cash flow to payments on our debt obligations, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other corporate requirements or

expansion of our business.

CDF2 and CDF2 Holdings are our indirect wholly owned, non-consolidated VIEs that are intended to be special purpose, bankruptcy remote entities. CDF2 has entered into the Phase II Credit Agreement, pursuant to which it borrowed $63.2 million in the aggregate. As of March 31, 2016, the outstanding balance under the Phase II Credit Agreement, which includes interest payable, was $34.0 million. CDF2 Holdings has entered into the CHG Lease pursuant to which CHG provided sale/leaseback financing for digital cinema projection systems that were partially financed by the Phase II Credit Agreement in an amount of approximately $57.2

million in the aggregate. These facilities are non-recourse to Cinedigm and our subsidiaries, excluding our VIE, CDF2 and CDF2 Holdings, as the case may be. Although the Phase II financing arrangements undertaken by CDF2 and CDF2 Holdings are important to us with respect to the success of our Phase II Deployment, our financial exposure related to the debt of CDF2 and CDF2 Holdings is limited to the $2.0 million initial investment it made into CDF2 and CDF2 Holdings. CDF2 Holding's total stockholder's deficit at March 31, 2016 was $11.9 million. We have no obligation to fund the operating loss or the deficit beyond its initial investment, and accordingly, we carried our investment in CDF2 Holdings at $0.

The obligations and restrictions under the Phase II Credit Agreement and the CHG Lease could have important consequences for CDF2 and CDF2 Holdings, including:

- Limiting our ability to obtain necessary financing in the future; and
- requiring them to dedicate a substantial portion of their cash flow to payments on their debt obligations, thereby reducing the availability of their cash flow for other uses.

If we are unable to meet our lease and debt obligations, we could be forced to restructure or refinance our obligations, to seek additional equity financing or to sell assets, which we may not be able to do on satisfactory terms or at all. As a result, we could default on those obligations and in the event of such default, our lenders could accelerate our debt or take other actions that could restrict our operations.

The foregoing risks would be intensified to the extent we borrow additional money or incur additional debt.

The agreements governing the financing of our Phase I Deployment and part of our Phase II Deployment, the Cinedigm Credit Agreement and the Prospect Loan impose certain limitations on us.

The Cinedigm Credit Agreement restricts our ability and the ability of our subsidiaries that have guaranteed the obligations under the Cinedigm Credit Agreement, subject to certain exceptions, to, among other things:

- make certain capital expenditures and investments;
- incur other indebtedness or liens;
- create or acquire subsidiaries which do not guarantee the obligations or foreign subsidiaries;
- engage in a new line of business;
- pay dividends;
- sell assets;
- amend certain agreements;
- acquire, consolidate with, or merge with or into other companies; and
- enter into transactions with affiliates.

The Phase I Credit Agreement governing the financing of our Phase I Deployment restricts the ability of CDF I and its existing and future subsidiaries to, among other things:

- make certain capital expenditures and investments;
- incur other indebtedness or liens;
- engage in a new line of business;
- sell assets;
- acquire, consolidate with, or merge with or into other companies; and
- enter into transactions with affiliates.

One or more of the KBC Agreements governing part of the financing of our Phase II Deployment restrict the ability of Phase 2 B/AIX to, among other things:

- dispose of or incur other liens on the digital cinema projection systems financed by KBC;
- engage in a new line of business;
- sell assets outside the ordinary course of business or on other than arm's length terms;
- make payments to majority owned affiliated companies; and
- consolidate with, or merge with or into other companies.

The agreements governing the Prospect Loan restrict the ability of DC Holdings LLC and its subsidiaries, subject to certain exceptions, to, among other things:

- make certain capital expenditures and investments;
- incur other indebtedness or liens;
- engage in a new line of business;
- sell assets;
- acquire, consolidate with, or merge with or into other companies; and
- enter into transactions with affiliates.

The agreements governing the financing of other parts of our Phase II Deployment impose certain limitations, which may affect our Phase 2 deployment.
The Phase II Credit Agreement governing part of the financing of part of our Phase II Deployment that has not been financed by the KBC Agreements restricts the ability of CDF2, CDF2 Holdings and their existing and future subsidiaries to, among other things:

- make certain capital expenditures and investments;
- incur other indebtedness or liens;
- engage in a new line of business;
- sell assets;
- acquire, consolidate with, or merge with or into other companies; and
- enter into transactions with affiliates.

The CHG Lease governing part of the financing of part of our Phase II Deployment restricts the ability of CDF2 Holdings to, among other things:

- incur liens on the digital cinema projection systems financed; and
- sublease, assign or modify the digital cinema projection systems financed.

We may not be able to generate the amount of cash needed to fund our future operations.
Our ability either to make payments on or to refinance our indebtedness, or to fund planned capital expenditures and research and development efforts, will depend on our ability to generate cash in the future. Our ability to generate cash is in part subject to general economic, financial, competitive, regulatory and other factors that are beyond our control. Based on our current level of operations, we believe our cash flow from operations, available borrowings and loan and credit agreement terms will be adequate to meet our future liquidity needs through at least March 31, 2016. Significant assumptions underlie this belief, including, among other things, that there will be no material adverse developments in our business, liquidity or capital requirements. If we are unable to service our indebtedness, we will be forced to adopt an alternative strategy that may include actions such as:

- reducing capital expenditures;
- reducing research and development efforts;
- selling assets;
- restructuring or refinancing our remaining indebtedness; and
- seeking additional funding.

We cannot assure you, however, that our business will generate sufficient cash flow from operations, or that we will be able to make future borrowings in amounts sufficient to enable us to pay the principal and interest on our current indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all.
We have incurred losses since our inception.
We have incurred losses since our inception in March 2000 and have financed our operations principally through equity investments and borrowings. As of March 31, 2016, we had working capital, defined as current assets less current liabilities, of $1.0 million, and cash and cash equivalents and restricted cash totaling $34.5 million; we have total stockholders' deficit of $73.0 million; however, during the fiscal year ended March 31, 2016, we generated $25.5

million of net cash flows from operating activities.

Our net losses and cash outflows may increase as and to the extent that we increase the size of our business operations, increase our sales and marketing activities, increase our content distribution rights acquisition activities, enlarge our customer support and professional services and acquire additional businesses. These efforts may prove to be more expensive than we currently anticipate which could further increase our losses. We must continue to increase our revenues in order to become profitable. We cannot reliably predict when, or if, we will become profitable. Even if we achieve profitability, we may not be able to sustain it. If we cannot generate operating income or positive cash flows in the future, we will be unable to meet our working capital requirements.

Many of our corporate actions may be controlled by our officers, directors and principal stockholders; these actions may benefit these principal stockholders more than our other stockholders.

As of March 31, 2016, our directors, executive officers and principal stockholders, those known by us to beneficially own more than 5% of the outstanding shares of the Class A common stock, beneficially own, directly or indirectly, in the aggregate, approximately 34.1% of our outstanding Class A common stock. In particular, Chris McGurk, our Chairman and Chief Executive Officer, owns 161,740 shares of Class A common stock and has stock options to purchase 600,000 shares of Class A common stock, of which 550,000 options are vested and 50,000 options vest in March 2017. If all the options were exercised, Mr. McGurk would own 761,740 shares or approximately 8.4% of the then-outstanding Class A common stock. In addition, Ronald L. Chez, our strategic advisor, owns 560,809 shares of Class A common stock and warrants to purchase 97,500 shares of Class A common stock. If such warrants were exercised, Mr. Chez would own 658,309 shares or approximately 8.2% of the Class A common stock. Further, an affiliate of Sageview Capital L.P. (“Sageview”) owns 37,978 shares of Class A common stock and warrant to purchase 1,673,282 shares of Class A common stock. If such warrants were exercised, Sageview would own 1,711,260 shares or approximately 17.8% of the then-outstanding Class A common stock. Laura Nisonger Sims, an observer to our board of directors, is a principal of Sageview.

These stockholders may have significant influence over our business affairs, with the ability to control matters requiring approval by our security holders, including elections of directors and approvals of mergers or other business combinations. In addition, certain corporate actions directed by our officers may not necessarily inure to the proportional benefit of our other stockholders.

Our success will significantly depend on our ability to hire and retain key personnel.

Our success will depend in significant part upon the continued performance of our senior management personnel and other key technical, sales and creative personnel. We do not currently have significant “key person” life insurance policies for any of our employees. We currently have employment agreements with two of our top executive officers. If we lose one or more of our key employees, we may not be able to find a suitable replacement(s) and our business and results of operations could be adversely affected. In addition, competition for key employees necessary to create and distribute our entertainment content and software products is intense and may grow in the future. Our future success will also depend upon our ability to hire, train, integrate and retain qualified new employees and our inability to do so may have an adverse impact upon our business, financial condition, operating results, liquidity and prospects for growth.

We have identified a material weakness in our internal control over financial reporting and as such, a material misstatement of the annual or interim financial statements may not be prevented or detected on a timely basis.

Effective internal controls are necessary for us to provide reliable financial reports. Nevertheless, all internal control systems, no matter how well designed, have inherent limitations. We identified a material weakness in our internal control over financial reporting during the 2016 fiscal year. The material weakness relates to the fact that we have limited accounting personnel with sufficient expertise, accounting knowledge and training in United States generally accepted accounting principles ("GAAP") and financial reporting requirements. Specifically, we lack sufficient personnel to anticipate, identify, resolve and review complex accounting issues and to complete a timely review of the financial statements. See Item 9A, "Controls and Procedures" for additional information. If we fail to achieve and maintain effective controls and procedures for financial reporting, we may be unable to provide timely and accurate financial information. This may cause investors to lose confidence in our reported financial information. This may also have an adverse effect on the trading price of our common stock, give rise to an investigation by the SEC, and possible civil or criminal sanctions. Additionally, ineffective internal control over financial reporting could place us at increased risk of fraud or misuse of corporate assets.

If we do not respond to future advances in technology and changes in customer demands, our financial position, prospects and results of operations may be adversely affected.

The demand for our Systems and other assets in connection with our digital cinema business (collectively, our “Digital Cinema Assets”) may be affected by future advances in technology and changes in customer demands. We cannot assure you that there will be continued demand for our Digital Cinema Assets. Our profitability depends largely upon the continued use of digital presentations at theatres. Although we have entered into long term agreements with major motion picture studios and independent studios (the “Studio Agreements”), there can be no assurance that these studios will continue to distribute digital content to movie theatres. If the development of digital presentations and changes in the way digital files are delivered does not continue or technology is used that is not compatible with our Systems, there may be no viable market for our Systems and related products. Any reduction in the use of our Systems and related products resulting from the development and deployment of new technology may negatively impact our revenues and the value of our Systems.

The demand for DVD products is declining, and we anticipate that this decline will continue. We anticipate, however, that the distribution of DVD products will continue to generate positive cash flows for the Company. Should a decline in consumer demand be greater than we anticipate, our business could be adversely affected.

We have concentration in our digital cinema business with respect to our major motion picture studio customers, and the loss of one or more of our largest studio customers could have a material adverse effect on us.

Our Studio Agreements account for a significant portion of our revenues within Phase 1 DC and Phase 2 DC. Together these studios generated 68%, 61%, and 31% of Phase 1 DC's, Phase 2 DC's and our consolidated revenues, respectively, for the fiscal year ended March 31, 2016.

The Studio Agreements are critical to our business. If some of the Studio Agreements were terminated prior to the end of their terms or found to be unenforceable, or if our Systems are not upgraded or enhanced as necessary, or if we had a material failure of our Systems, it may have a material adverse effect on our revenue, profitability, financial condition and cash flows. The Studio Agreements also generally provide that the VPF rates and other material terms of the agreements may not be more favorable to one studio as compared to the others.

One content provider represents a significant portion of our Content & Entertainment business.

Our Content & Entertainment business has an exclusive agreement, with one content provider, to distribute certain non-music related video products, in physical format only, the sales of which represent approximately 20.6% of the segment's revenues. A change in this arrangement, or the failure to renew this agreement when it expires, could have an adverse effect on the Content & Entertainment business.

Termination of the MLAs and MLAAs could damage our revenue and profitability.

The master license agreements with each of our licensed exhibitors (the "MLAs") are critical to our business as are master license administrative agreements (the "MLAAs"). The MLAs have terms, which expire in 2020 through 2022 and provide the exhibitor with an option to purchase our Systems or to renew for successive one-year periods up to ten years thereafter. The MLAs also require our suppliers to upgrade our Systems when technology necessary for compliance with DCI Specification becomes commercially available and we may determine to enhance the Systems, which may require additional capital expenditures. If any one of the MLAs were terminated prior to the end of its term, not renewed at its expiration or found to be unenforceable, or if our Systems are not upgraded or enhanced as necessary, it would have a material adverse effect on our revenue, profitability, financial condition and cash flows. Additionally, termination of MLAAs could adversely impact our servicing business.

We have concentration in our business with respect to our major licensed exhibitors, and the loss of one or more of our largest exhibitors could have a material adverse effect on us.

Approximately 64% of Phase 1 DC's Systems and 19% of total systems are under MLA in theatres owned or operated by one large exhibitor. The loss of this exhibitor or another of our major licensed exhibitors could have a negative impact on the aggregate receipt of VPF revenues as a result of the loss of any associated MLAs. Although we do not receive revenues from licensed exhibitors and we have attempted to limit our licenses to only those theatres, which we believe are successful, each MLA with our licensed exhibitors is important, depending on the number of screens, to our business since VPF revenues are generated based on screen turnover at theatres. If the MLA with a significant exhibitor was terminated prior to the end of its term, it would have a material adverse effect on our revenue, profitability, financial condition and cash flows. There can be no guarantee that the MLAs with our licensed exhibitors will not be terminated prior to the end of its term.

An increase in the use of alternative movie distribution channels and other competing forms of entertainment could drive down movie theatre attendance, which, if causing significant theatre closures or a substantial decline in motion picture production, may lead to reductions in our revenues.

Various exhibitor chains, which are our distributors, face competition for patrons from a number of alternative motion picture distribution channels, such as DVD, network and syndicated television, VOD, pay-per-view television and downloading utilizing the Internet. These exhibitor chains also compete with other forms of entertainment competing for patrons’ leisure time and disposable income such as concerts, amusement parks and sporting events. An increase in popularity of these alternative movie distribution channels and competing forms of entertainment could drive down movie theatre attendance and potentially cause certain of our exhibitors to close their theatres for extended periods of time. Significant theatre closures could in turn have a negative impact on the aggregate receipt of our VPF revenues, which in turn may have a material adverse effect on our business and ability to service our debt.

An increase in the use of alternative movie distribution channels could also cause the overall production of motion pictures to decline, which, if substantial, could have an adverse effect on the businesses of the major studios with which we have Studio Agreements. A decline in the businesses of the major studios could in turn force the termination of certain Studio Agreements prior to the end of their terms. The Studio Agreements with each of the major studios are critical to our business, and their early termination may have a material adverse effect on our revenue, profitability, financial condition and cash flows.

Our success depends on external factors in the motion picture and television industry.

Our success depends on the commercial success of movies and television programs, which is unpredictable. Operating in the motion picture and television industry involves a substantial degree of risk. Each movie and television program is an individual artistic work, and inherently unpredictable audience reactions primarily determine commercial success. Generally, the popularity of movies and television programs depends on many factors, including the critical acclaim they receive, the format of their initial release, for example, theatrical or direct-to-video, the actors and other key talent, their genre and their specific subject matter. The commercial success of movies and television programs also depends upon the quality and acceptance of movies or programs that our competitors release into the marketplace at or near the same time, critical reviews, the availability of alternative forms of entertainment and leisure activities, general economic conditions and other tangible and intangible factors, many of which we do not control and all of which may change. We cannot predict the future effects of these factors with certainty, any of which could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects. In addition, because a movie’s or television program’s performance in ancillary markets, such as home video and pay and free television, is often directly related to its box office performance or television ratings, poor box office results or poor television ratings may negatively affect future revenue streams. Our success will depend on the experience and judgment of our management to select and develop new content acquisition and investment opportunities. We cannot make assurances that movies and television programs will obtain favorable reviews or ratings, will perform well at the box office or in ancillary markets or that broadcasters will license the rights to broadcast any of our television programs in development or renew licenses to broadcast programs in our library. The failure to achieve any of the foregoing could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our business involves risks of liability claims for media content, which could adversely affect our business, results of operations and financial condition.

As a distributor of media content, we may face potential liability for:

- defamation;
- invasion of privacy;
- negligence;
- copyright or trademark infringement (as discussed above); and
- other claims based on the nature and content of the materials distributed.

These types of claims have been brought, sometimes successfully, against producers and distributors of media content. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our revenues and earnings are subject to market downturns.

Our revenues and earnings may fluctuate significantly in the future. General economic or other conditions could cause lower than expected revenues and earnings within our digital cinema, technology or content and entertainment businesses. The global economic turmoil of recent years has caused a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, an unprecedented level of intervention from the

U.S. federal government and other foreign governments, decreased consumer confidence, overall slower economic activity and extreme volatility in credit, equity and fixed income markets. While the ultimate outcome of these events cannot be predicted, a decrease in economic activity in the U.S. or in other regions of the world in which we do business could adversely affect demand for our movies, thus reducing our revenue and earnings. While stabilization has continued, it remains a slow process and the global economy remains subject to volatility. Moreover, financial institution failures may cause us to incur increased expenses or make it more difficult either to financing of any future acquisitions, or financing activities. Any of these factors could have a material adverse effect on our business, results of operations and could result in significant additional dilution to shareholders.

Changes in economic conditions could have a material adverse effect on our business, financial position and results of operations.

Our operations and performance could be influenced by worldwide economic conditions. Uncertainty about current global economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, which could have a material negative effect on the demand for the our products and services. Other factors that could influence demand include continuing increases in fuel and other energy costs, conditions in the residential real estate and mortgage markets, labor and healthcare costs, access to credit, consumer confidence, and other macroeconomic factors affecting consumer-spending behavior. These and other economic factors could have a material adverse effect on demand for our products and services and on our financial condition and operating results. Uncertainty about current global economic conditions could also continue to increase the volatility of our stock price.

Changes to existing accounting pronouncements or taxation rules or practices may affect how we conduct our business and affect our reported results of operations.

New accounting pronouncements or tax rules and varying interpretations of accounting pronouncements or taxation practice have occurred and may occur in the future. A change in accounting pronouncements or interpretations or taxation rules or practices can have a significant effect on our reported results and may even affect our reporting of transactions completed before the change is effective. Changes to existing rules and pronouncements, future changes, if any, or the questioning of current practices or interpretations may adversely affect our reported financial results or the way we conduct our business.

We are subject to counterparty risk with respect to a forward stock purchase transaction.

The forward counterparty to the forward stock purchase transaction that we are party to is one of the lenders under the Cinedigm Credit Agreement, and we are subject to the risk that it might default under the forward stock purchase transaction. Our exposure to the credit risk of the forward counterparty will not be secured by any collateral. Global economic conditions have in the recent past resulted in, and may again result in, the actual or perceived failure or financial difficulties of many financial institutions. If the forward counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings, with a claim equal to our exposure at that time under our transaction with that counterparty. Our exposure will depend on many factors, but, generally, an increase in our exposure will be correlated to an increase in the market price of our Class A common stock. In addition, upon default by the forward counterparty, we may suffer more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurances as to the financial stability or viability of the forward counterparty to the forward stock purchase transaction.

Risks Related to our Class A Common Stock

If the market price of the Class A common stock declines, we may not be able to maintain our listing on the Nasdaq Global Market, which may impair our financial flexibility and restrict our business significantly.

The stock markets have experienced extreme price and volume fluctuations that have affected the market prices of equity securities of many companies that may be unrelated or disproportionate to the operating results of such companies. These broad market movements may adversely affect the market price of the Class A common stock. The Class A common stock is presently listed on Nasdaq. On June 23, 2016, we received a letter (the “Notice”) from the Listing Qualifications staff of The NASDAQ Stock Market LLC (“Nasdaq”) indicating that the Company no longer meets the requirement to maintain a minimum market value of publicly held shares (“MVPHS”), of $15.0 million, as set forth in Nasdaq Listing Rule 5450(b)(3)(C). The Notice does not result in the immediate delisting of the Company’s common stock from the Nasdaq Global Market. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided a period of 180 calendar days, or until December 20, 2016, in which to regain compliance. Any such delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the loss of confidence in our financial stability by suppliers, customers and employees. If the Class A common stock is delisted from Nasdaq, we may face a lengthy process to re-list the Class A common stock, if we are able to re-list the Class A common stock at all, and the liquidity that Nasdaq provides will no longer be available to investors.

The acquisition restrictions contained in our certificate of incorporation, which are intended to help preserve our net operating losses, may not be effective or may have unintended negative effects.

We have experienced, and may continue to experience, substantial operating losses, and under Section 382 of the Internal Revenue Code of 1986, as amended ("Section 382"), and rules promulgated by the Internal Revenue Service, we may "carry forward" these net operating losses ("NOLs") in certain circumstances to offset any current and future earnings and thus reduce our federal income tax liability, subject to certain requirements and restrictions. To the extent that the NOLs do not otherwise become limited, we believe that we will be able to carry forward a significant amount of the NOLs, and therefore these NOLs could be a substantial asset to us. If, however, we experience a Section 382 ownership change, our ability to use the NOLs will be substantially limited, and the timing of the usage of the NOLs could be substantially delayed, which could therefore significantly impair the value of that asset.

To reduce the likelihood of an ownership change, we have established acquisition restrictions in our certificate of incorporation. The acquisition restrictions in our certificate of incorporation are intended to restrict certain acquisitions of the Class A common stock to help preserve our ability to utilize our NOLs by avoiding the limitations imposed by Section 382 and the related Treasury regulations. The acquisition restrictions are generally designed to restrict or deter direct and indirect acquisitions of the Class A common stock if such acquisition would result in a shareholder becoming a "5-percent shareholder" (as defined by Section 382 and the related Treasury regulations) or increase the percentage ownership of Company stock that is treated as owned by an existing 5-percent shareholder. Although the acquisition restrictions are intended to reduce the likelihood of an ownership change that could adversely affect us, we can give no assurance that such restrictions would prevent all transfers that could result in such an ownership change. In particular, we have been advised by our counsel that, absent a court determination, there can be no assurance that the acquisition restrictions will be enforceable against all of our shareholders, and that they may be subject to challenge on equitable grounds. In particular, it is possible that the acquisition restrictions may not be enforceable against the shareholders who voted against or abstained from voting on the restrictions at our 2009 annual meeting of stockholders.

Under certain circumstances, our Board may determine it is in our best interest to exempt certain 5-percent shareholders from the operation of the acquisition restrictions, if a proposed transaction is determined not to be detrimental to the utilization of our NOLs.

The acquisition restrictions also require any person attempting to become a holder of 5% or more of the Class A common stock, as determined under Section 382, to seek the approval of our Board. This may have an unintended "anti-takeover" effect because our Board may be able to prevent any future takeover. Similarly, any limits on the amount of stock that a stockholder may own could have the effect of making it more difficult for stockholders to replace current management. Additionally, because the acquisition restrictions have the effect of restricting a stockholder's ability to dispose of or acquire the Class A common stock, the liquidity and market value of the Class A common stock might suffer. The acquisition restrictions may be waived by our Board. Stockholders are advised to monitor carefully their ownership of the Class A common stock and consult their own legal advisors and/or Company to determine whether their ownership of the Class A common stock approaches the proscribed level.

The occurrence of various events may adversely affect our ability to fully utilize NOLs.

We have a substantial amount of NOLs for U.S. federal income tax purposes that are available both currently and in the future to offset taxable income and gains. Events outside of our control may cause us to experience a Section 382 ownership change, and limit our ability to fully utilize such NOLs.

In general, an ownership change occurs when, as of any testing date, the percentage of stock of a corporation owned by one or more "5-percent shareholders," as defined in the Section 382 and the related Treasury regulations, has increased by more than 50 percentage points over the lowest percentage of stock of the corporation owned by such shareholders at any time during the three-year period preceding such date. In general, persons who own 5% or more of a corporation's stock are 5-percent shareholders, and all other persons who own less than 5% of a corporation's stock are treated, together, as a single, public group 5-percent shareholder, regardless of whether they own an aggregate of 5% or more of a corporation's stock. If a corporation experiences an ownership change, it is generally subject to an annual limitation, which limits its ability to use its NOLs to an amount equal to the equity value of the corporation multiplied by the federal long-term tax-exempt rate.

If we were to experience an ownership change, we could potentially have, in the future, higher U.S. federal income tax liabilities than we would otherwise have had and it may also result in certain other adverse consequences to us.

Therefore, we have adopted the acquisition restrictions set forth in Article Fourth of our certificate of incorporation in order to reduce the likelihood that we will experience an ownership change under Section 382. There can be no assurance, however, that these efforts will deter or prevent the occurrence of an ownership change and the adverse consequences that may arise therefrom, as described above under the risk factor titled "The acquisition restrictions contained in our certificate of incorporation, which are intended to help preserve our net operating losses, may not be effective or may have unintended negative effects."

Our stock price has been volatile and may continue to be volatile in the future; this volatility may affect the price at which you could sell our Class A common stock.

The trading price of the Class A common stock has been volatile and may continue to be volatile in response to various factors, some of which are beyond our control. Any of the factors listed below could have a material adverse effect on an investment in the Class A common stock:

- actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;
- changes in the market's expectations about our operating results;
- success of competitors;
- our operating results failing to meet the expectation of securities analysts or investors in a particular period;
- changes in financial estimates and recommendations by securities analysts concerning us, the market for digital and physical content, content distribution and entertainment in general;
- operating and stock price performance of other companies that investors deem comparable to us;
- our ability to market new and enhanced products on a timely basis;
- changes in laws and regulations affecting our business or our industry;
- commencement of, or involvement in, litigation involving us;
- changes in our capital structure, such as future issuances of securities or the incurrence of additional debt;
- the volume of shares of the Class A common stock available for public sale;
- any major change in our board of directors or management;
- sales of substantial amounts of Class A common stock by our directors, executive officers or significant stockholders or the perception that such sales could occur; and
- general economic and political conditions such as recessions, interest rates, international currency fluctuations and acts of war or terrorism.

Broad market and industry factors may materially harm the market price of the Class A common stock irrespective of our operating performance. The stock market in general, and Nasdaq in particular, have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these stocks, and of the Class A common stock, may not be predictable. A loss of investor confidence in the market for retail stocks or the stocks of other companies that investors perceive to be similar to us could depress our stock price regardless of our business, prospects, financial conditions or results of operations. A decline in the market price of the Class A common stock also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our fourth amended and restated certificate of incorporation, as amended, and bylaws contain provisions that could have the effect of delaying or preventing changes in control or changes in our management without the consent of our board of directors. These provisions include:

- a restriction on certain acquisitions of our common stock to help preserve our ability to utilize our significant NOLs by avoiding the limitations imposed by Section 382 of the Code;
- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of the board of directors or the resignation, death, or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- the ability of our board of directors to determine to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the requirement that an annual meeting of stockholders may be called only by the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of

directors;

- limiting the liability of, and providing indemnification to, our directors and officers;
- controlling the procedures for the conduct and scheduling of stockholder meetings; and
- providing that directors may be removed prior to the expiration of their terms by the Board of Directors only for cause.

17

These provisions, alone or together, could delay hostile takeovers and changes in control of the Company or changes in our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the DGCL, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for the Class A common stock.

ITEM 2. PROPERTY

We operated from the following leased properties at March 31, 2016.

Location	Square Feet (Approx.)	Lease Expiration Date	Primary Use
Century City, California	25,800	July 2021	Primary operations, sales, marketing and administrative offices for our Content & Entertainment Group. In addition, certain operations and administration for our other business segments.
Manhattan Borough of New York City	16,500	July 2017	Corporate executive and administrative headquarters. Shared between all business segments.

We believe that we have sufficient space to conduct our business for the foreseeable future. All of our leased properties are, in the opinion of our management, in satisfactory condition and adequately covered by insurance.

We do not own any real estate or invest in real estate or related investments.

ITEM 3. LEGAL PROCEEDINGS

Gaiam Dispute

From August 2014 through January 2016, we were engaged in various legal disputes with Gaiam Americas, Inc. and Gaiam, Inc. (together, "Gaiam") relating to Gaiam's sales of its entertainment media distribution business to Cinedigm. In a settlement agreement made effective as of September 29, 2015, Gaiam and we agreed to the following; (1) a mutual release of all claims, with only one exception (described immediately below), that the parties held against each other; (2) the commencement of a further arbitration to resolve our single preserved claim that we did not receive all of the cash collected by Gaiam on our behalf during the transition period following the sale (the "Cash Reconciliation Claim"); and (3) Gaiam would pay $2.3 million to us, which we recorded and received in the second fiscal quarter of the fiscal year ended March 31, 2016. In a further settlement agreement executed in January 2016 and made effective as of December 31, 2015, Gaiam and we agreed to resolve the Cash Reconciliation Claim in exchange for a further payment to us by Gaiam in the amount of $1.6 million, which was recorded and received in our fourth fiscal quarter of the fiscal year ended March 31, 2016.

As a result, all legal disputes between the parties have now been finally and fully settled. The parties' settlements do not constitute an admission by either party of any liability or wrongdoing whatsoever.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

CLASS A COMMON STOCK

Our Class A Common Stock trades publicly on the Nasdaq Global Market (“Nasdaq”), under the trading symbol “CIDM”. The following table shows the high and low sales prices per share of our Class A Common Stock as reported by Nasdaq for the periods indicated:

	For the Fiscal Year Ended March 31,			
	2016		2015	
	HIGH	LOW	HIGH	LOW
April 1 – June 30	$15.80	$7.10	$29.70	$23.20
July 1 – September 30	$7.40	$5.20	$25.50	$15.20
October 1 – December 31	$6.80	$2.50	$19.70	$13.90
January 1 – March 31	$3.10	$2.10	$17.20	$14.40

The last reported closing price per share of our Class A Common Stock as reported by Nasdaq on July 11, 2016 was $1.18 per share. As of July 11, 2016, there were 81 holders of record of our Class A Common Stock, not including beneficial owners of our Class A Common Stock whose shares are held in the names of various dealers, clearing agencies, banks, brokers and other fiduciaries.

CLASS B COMMON STOCK

No shares of Class B Common Stock are currently outstanding. On September 13, 2012, we amended our Fourth Amended and Restated Certificate of Incorporation to eliminate any authorized but unissued shares of Class B Common Stock. Accordingly, no further Class B Common Stock will be issued.

DIVIDEND POLICY

We have never paid any cash dividends on our Class A Common Stock or Class B Common Stock and do not anticipate paying any on our Class A Common Stock in the foreseeable future. Any future payment of dividends on our Class A Common Stock will be in the sole discretion of our board of directors. The holders of our Series A 10% Non-Voting Cumulative Preferred Stock are entitled to receive dividends. There were $89 thousand of cumulative dividends in arrears on the Preferred Stock at March 31, 2016.

SALES OF UNREGISTERED SECURITIES

None.

PURCHASE OF EQUITY SECURITIES

There were no purchases of shares of our Class A Common Stock made by us or on our behalf during the three months ended March 31, 2016.

21

ITEM 6. SELECTED FINANCIAL DATA

The following tables set forth our historical selected financial and operating data for the periods indicated. The selected financial and operating data should be read together with the other information contained in this document, including "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Item 7 and the audited historical financial statements and the notes thereto included elsewhere in this document. The historical results here are not necessarily indicative of future results.

	For the Fiscal Years Ended March 31,				
Statement of Operations Data	(In thousands, except for share and per share data)				
Related to Continuing Operations:	2016	2015	2014	2013	2012
Revenues	$104,449	$105,484	$104,328	$81,092	$68,363
Direct operating (exclusive of depreciation and amortization shown below)	31,341	30,109	28,920	8,515	3,468
Selling, general and administrative	33,367	31,120	26,333	20,805	13,625
Provision (benefit) for doubtful accounts	789	(206)	394	478	459
Restructuring, transition and acquisitions expenses, net	1,130	2,638	1,533	857	1,811
Goodwill impairment	18,000	6,000	—	—	—
Litigation and related, net of recovery in 2016	(2,228)	1,282	—	—	—
Depreciation and amortization of property and equipment	37,344	37,519	37,289	36,359	35,715
Amortization of intangible assets	5,852	5,864	3,473	1,538	278
Total operating expenses	125,595	114,326	97,942	68,552	55,356
(Loss) income from operations	(21,146)	(8,842)	6,386	12,540	13,007
Interest income	82	101	98	48	140
Interest expense	(20,642)	(19,899)	(19,755)	(28,314)	(29,899)
Debt prepayment fees	—	—	—	(3,725)	—
Loss on extinguishment of notes payable	(931)	—	—	(7,905)	—
(Loss) income on investment in non-consolidated entity	—	—	(1,812)	322	(510)
Other income, net	513	105	444	654	912
Change in fair value of interest rate derivatives	(40)	(441)	679	1,231	200
Loss from continuing operations before benefit from income taxes	(42,164)	(28,976)	(13,960)	(25,149)	(16,150)
Income tax (expense) benefit	(345)	—	—	4,944	—
Loss from continuing operations	(42,509)	(28,976)	(13,960)	(20,205)	(16,150)
Income (loss) from discontinued operations	—	100	(11,904)	(861)	(3,194)
Loss on sale of discontinued operations	—	(3,293)	—	—	(3,696)
Net loss	(42,509)	(32,169)	(25,864)	(21,066)	(23,040)
Net loss attributable to noncontrolling interest	767	861	—	—	—
Net loss attributable to Cinedigm Corp.	(41,742)	(31,308)	(25,864)	(21,066)	(23,040)
Preferred stock dividends	(356)	(356)	(356)	(356)	(356)
Net loss attributable to common shareholders	$(42,098)	$(31,664)	$(26,220)	$(21,422)	$(23,396)
Basic and diluted net loss per share from continuing operations	$(6.51)	$(3.71)	$(2.51)	$(4.33)	$(4.55)
Shares used in computing basic and diluted net loss per share (1)	6,467,978	7,678,535	5,708,432	4,751,717	3,625.904

(1) For all periods presented, we incurred net losses and, therefore, the impact of dilutive potential common stock equivalents and convertible notes are anti-dilutive and are not included in the weighted shares.

22

	For the Fiscal Years Ended March 31, (In thousands)				
Balance Sheet Data (At Period End):	2016	2015	2014	2013	2012
Cash and cash equivalents, restricted available-for-sale investments and restricted cash	$34,464	$25,750	$56,966	$20,199	$33,071
Working capital (deficit)	$1,012	$(30,871)	$(5,002)	$(17,497)	$2,755
Total assets	$209,398	$273,017	$336,719	$272,825	$280,209
Notes payable, non-recourse	$112,312	$151,360	$190,874	$230,927	$166,349
Total stockholders' (deficit) equity of Cinedigm Corp.	$(71,842)	$(18,959)	$10,227	$(17,314)	$(11,473)
Other Financial Data:					
Net cash provided by operating activities	$25,504	$9,211	$39,594	$29,369	$39,938
Net cash provided by (used in) investing activities	$(1,389)	$1,197	$(52,009)	$(4,250)	$(17,315)
Net cash (used in) provided by financing activities	$(17,633)	$(41,624)	$49,182	$(29,514)	$(15,528)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our historical consolidated financial statements and the related notes included elsewhere in this document.

This report contains forward-looking statements within the meaning of the federal securities laws. These include statements about our expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “will,” “estimates,“ and similar words. Forward-lookin statements represent, as of the date of this report, our judgment relating to, among other things, future results of operations, growth plans, sales, capital requirements and general industry and business conditions applicable to us. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control that could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

OVERVIEW

Since our inception, we have played a significant role in the digital distribution revolution that continues to transform the media landscape. In addition to our pioneering role in transitioning over 12,000 movie screens from traditional analog film prints to digital distribution, we have become a leading distributor of independent content, both through organic growth and acquisitions. We distribute products for major brands such as the Discovery Networks, National Geographic and Scholastic, as well as leading international and domestic content creators, movie producers, television producers and other short form digital content producers. We collaborate with producers, major brands and other content owners to market, source, curate and distribute quality content to targeted audiences through (i) existing and emerging digital home entertainment platforms, including but not limited to, iTunes, Amazon Prime, Netflix, Hulu, Xbox, PlayStation, and cable video-on-demand ("VOD"), and (ii) physical goods, including DVD and Blu-ray Discs.

We report our financial results in four primary segments as follows: (1) the first digital cinema deployment (“Phase I Deployment”), (2) the second digital cinema deployment (“Phase II Deployment”), (3) digital cinema services (“Services”) and (4) media content and entertainment group (“Content & Entertainment” or "CEG"). The Phase I Deployment and Phase II Deployment segments are the non-recourse, financing vehicles and administrators for our digital cinema equipment (the “Systems”) installed in movie theatres throughout the United States, and in Australia and New Zealand. Our Services segment provides fee based support to over 12,000 movie screens in our Phase I Deployment, Phase II Deployment segments as well as directly to exhibitors and other third party customers in the form of monitoring, billing, collection and verification services. Our Content & Entertainment segment is a market leader in: (1) ancillary market aggregation and distribution of entertainment content and; (2) branded and curated over-the-top ("OTT") digital network business providing entertainment channels and applications.

We are structured so that our digital cinema business (collectively, our Phase I Deployment, Phase II Deployment and Services segments) operates independently from our Content & Entertainment business. As of March 31, 2016, we had approximately $116.9 million of non-recourse outstanding debt principal that relates to, and is serviced by, our digital cinema business. We also have approximately $90.9 million of outstanding debt principal, as of March 31, 2016 that is attributable to our Content & Entertainment and Corporate segments.

On June 23, 2016, we received the Notice from the Listing Qualifications staff of Nasdaq indicating that the Company no longer meets the requirement to maintain a minimum market value of publicly held shares of $15.0 million, as set forth in Nasdaq Listing Rule 5450(b)(3)(C). The Notice does not result in the immediate delisting of the Company's common stock from the Nasdaq Global Market.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided a period of 180 calendar days, or until December 20, 2016, in which to regain compliance. In order to regain compliance with the MVPHS requirement, our MVPHS must be at least $15.0 million for a minimum of ten consecutive business days during this 180-day period. If we do not regain compliance with the bid price requirement by December 20, 2016, we may be eligible for an additional 180 calendar day compliance period. If we do not regain compliance by December 20, 2016, or the termination of any subsequent compliance period, if applicable, the Staff will provide written notification to us that its common stock may be delisted. At such time, we would be afforded the opportunity for a hearing before a Nasdaq Listing Qualifications Panel (the "Panel"). A request for a hearing would stay any suspension or delisting action pending the issuance of a decision by the Panel following the hearing and the expiration of any extension period granted by the Panel. In that regard, the Panel would have the authority to grant us up to an additional 180-day period in which to regain compliance.

We intend to monitor the MVPHS for our common stock between now and December 20, 2016 and will consider the various available options if its common stock does not trade at a level that is likely to regain compliance.

We incurred consolidated net losses of $42.5 million and $32.2 million for the fiscal years ended March 31, 2016 and 2015, respectively, and we have an accumulated deficit of $342.4 million as of March 31, 2016. Included in our consolidated net losses were net restructuring, transition and acquisition expenses of $1.1 million and $2.6 million for the fiscal years ended March 31, 2016 and 2015, respectively, and a goodwill impairment charges of $18.0 million and $6.0 million in the fiscal years ended March 31, 2016 and 2015, respectively. We also have significant contractual obligations related to our non-recourse and recourse debt for the fiscal year ended March 31, 2017 and beyond.

We believe the combination of: (i) our cash and restricted cash balances at March 31, 2016, (ii) the remaining availability under our revolving line of credit, (iii) planned cost reduction initiatives, and (iv) the additional financing and debt restructuring in July 2016, and (iv) expected cash flows from operations will be sufficient to satisfy our liquidity and capital requirements for the next twelve months. Our capital requirements will depend on many factors, and we may need to use available capital resources and raise additional capital. Failure to generate additional revenues, raise additional capital or manage discretionary spending could have an adverse effect on our financial position, results of operations and liquidity.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 2 - Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements, included in Item 8, Financial Statements and Supplementary Data, of this

Annual Report on Form 10-K. Management believes that the following accounting policies are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our board of directors.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation expense is recorded using the straight-line method over the estimated useful lives of the respective assets as follows:

Computer equipment and software	3-5 years
Digital cinema projection systems	10 years
Machinery and equipment	3-10 years
Furniture and fixtures	3-6 years

Leasehold improvements are being amortized over the shorter of the lease term or the estimated useful life of the improvement. Maintenance and repair costs are charged to expense as incurred. Major renewals, improvements and additions are capitalized.

Useful lives are determined based on an estimate of either physical or economic obsolescence, or both. During the fiscal years ended March 31, 2016 and 2015, we have neither made any revisions to estimated useful lives, nor recorded any impairment charges from continuing operations on our property and equipment.

FAIR VALUE ESTIMATES

Goodwill and Intangible and Long-Lived Assets

We evaluate our goodwill for impairment in the fourth quarter of each fiscal year (as of March 31), or whenever events or changes in circumstances indicate the fair value of a reporting unit is below its carrying amount. The determination of whether or not goodwill has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of our reporting units. Inherent in the fair value determination for each reporting unit are certain judgments and estimates relating to future cash flows, including management's interpretation of current economic indicators and market conditions, and assumptions about our strategic plans with regard to our operations. To the extent additional information arises, market conditions change or our strategies change, it is possible that the conclusion regarding whether goodwill is impaired could change and result in future goodwill impairment charges that could have a material adverse effect on our consolidated financial position or results of operations.

When testing goodwill for impairment we are permitted to make a qualitative assessment of whether goodwill is impaired, or choose to bypass the qualitative assessment, and proceed directly to performing the first step of the two-step impairment test. If we perform a qualitative assessment and conclude it is more likely than not that the fair value of a reporting unit exceeds its carrying value, goodwill is not considered impaired and the two-step impairment test is unnecessary. However, if we conclude otherwise, we are then required to perform the first step of the two-step impairment test.

During the year ended March 31, 2016, we performed goodwill impairment testing on an interim basis, as of September 30, 2015, because our CEG business was expected to under-perform the expectations that we had set for the 2016 fiscal year. The impairment testing as of September 30, 2015 determined that our CEG reporting unit had a fair value less than the unit's carrying amount, which resulted in an $18.0 million impairment charge to goodwill as of such date. We did not record goodwill impairment in connection with our annual testing in the fourth quarter ended March 31, 2016. In determining fair value we used various assumptions, including expectations of future cash flows based on projections or forecasts derived from analysis of business prospects, economic or market trends and any regulatory changes that may occur. We estimated the fair value of the reporting unit using a net present value methodology, which is dependent on significant assumptions related to estimated future discounted cash flows, discount rates and tax rates. Certain of the estimates and assumptions that we used in determining the value of our CEG reporting unit are discussed in Note 2 - Summary of Significant Accounting Policies of Item 8 - Financial Statements and Supplementary Data of this Report on Form 10-K.

The goodwill impairment recorded in fiscal year 2016 was primarily a result of reduced expectations of future cash flows to be generated by our CEG reporting unit, reflecting the continuing decline in consumer demand for packaged goods in favor of films in downloadable form and slower than expected growth in our OTT channel business. Future decreases in the fair value of our CEG reporting unit may require us to record additional goodwill impairment, particularly if our expectations of future cash flows are not achieved.

We review the recoverability of our long-lived assets and finite-lived intangible assets, when events or conditions occur that indicate a possible impairment exists. Determining whether impairment has occurred typically requires various estimates and
assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset's residual value, if any. The assessment for recoverability is based primarily on our ability to recover the carrying value of its long-lived and finite-lived assets from expected future undiscounted net cash flows. If the total of expected future undiscounted net cash flows is less than the total carrying value of the assets the asset is deemed not to be recoverable and possibly impaired. We then estimate the fair value of the asset to determine whether an impairment

loss should be recognized. An impairment loss will be recognized if the asset's fair value is determined to be less than its carrying value. Fair value is determined by computing the expected future discounted cash flows.

Stock-based Compensation

Stock-based compensation expense is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. Determining the fair value of stock-based awards at the grant date requires judgment in estimating expected stock volatility and the amount of stock-based awards that are expected to be forfeited. If actual results differ significantly from these estimates, stock-based compensation expense and our results of operations could be materially affected.

REVENUE RECOGNITION

Phase I Deployment and Phase II Deployment

VPFs are earned, net of administrative fees, pursuant to contracts with movie studios and distributors, whereby amounts are payable by a studio to Phase 1 DC, CDF I and to Phase 2 DC when movies distributed by the studio are displayed on screens utilizing our Systems installed in movie theatres. VPFs are earned and payable to Phase 1 DC and CDF I based on a defined fee schedule with a reduced VPF rate year over year until the sixth year (calendar year 2011) at which point the VPF rate remains unchanged through the tenth year until the VPFs phase out. One VPF is payable for every digital title displayed per System. The amount of VPF revenue is dependent on the number of movie titles released and displayed using the Systems in any given accounting period. VPF revenue is recognized in the period in which the digital title first plays on a System for general audience viewing in a digitally equipped movie theatre, as Phase 1 DC’s, CDF I's and Phase 2 DC’s performance obligations have been substantially met at that time.

Beginning in December 2015 certain Phase 1 DC Systems began to reach the conclusion of their deployment payment period with certain distributors and, therefore, VPF revenues ceased to be recognized on such Systems. Furthermore, because the Phase I deployment installation period ended in November 2007, a majority of the VPF revenue associated with the Phase I systems will end by November 2017. While the absence of such revenue was not material to our financial statements during the fiscal year ending March 31, 2016, it is expected to have a material impact in subsequent periods. As of March 31, 2016, 101 of the systems in our Phase I deployment had ceased to earn VPF revenue from certain major studios. By December 2016, we expect that more than 50% of our Phase I deployment systems will cease to earn VPF revenue from certain major studios and by December 2017, we expect that nearly all of our Phase I deployment systems will no longer earn VPF revenue from certain major studios. We expect to continue to earn ancillary revenue streams from the Phase I deployment Systems through December of 2020; however, such amounts are expected to be significantly less material to our consolidated financial statements. The expected reduction in VPF revenue on our Phase I systems is scheduled to approximately coincide with the conclusion of certain of our non-recourse debt obligations and, therefore, we expect that reduced cash outflows related to such non-recourse debt obligations will partially offset reduced VPF revenue after November 2017.

Phase 2 DC’s agreements with distributors require the payment of VPFs, according to a defined fee schedule, for ten years from the date each system is installed; however, Phase 2 DC may no longer collect VPFs once “cost recoupment,” as defined in the contracts with movie studios and distributors, is achieved. Cost recoupment will occur once the cumulative VPFs and other cash receipts collected by Phase 2 DC have equaled the total of all cash outflows, including the purchase price of all Systems, all financing costs, all “overhead and ongoing costs”, as defined, and including service fees, subject to maximum agreed upon amounts during the three-year rollout period and thereafter. Further, if cost recoupment occurs before the end of the eighth contract year, the studios will pay us a one-time “cost recoupment bonus.” Any other cash flows, net of expenses, received by Phase 2 DC following the achievement of cost recoupment are required to be returned to the distributors on a pro-rata basis. At this time, we cannot estimate the timing or probability of the achievement of cost recoupment. Beginning in December 2018, certain Phase 2 DC Systems will have reached the conclusion of their deployment payment period, subject to earlier achievement of cost recoupment. In accordance with existing agreements with distributors, VPF revenues will cease to be recognized on such Systems. Because the Phase II deployment installation period ended in December 2012, a majority of the VPF revenue associated with the Phase I systems will end by December 2022 or earlier if cost recoupment is achieved.

Alternative content fees ("ACFs") are earned pursuant to contracts with movie exhibitors, whereby amounts are payable to Phase 1 DC, CDF I and to Phase 2 DC, generally either a fixed amount or as a percentage of the applicable box office revenue derived from the exhibitor's showing of content other than feature movies, such as concerts and sporting events (typically referred to as "alternative content"). ACF revenue is recognized in the period in which the alternative content first opens for audience viewing.

Revenues earned in connection with up front exhibitor contributions are deferred and recognized over the expected cost recoupment period.

Services

Exhibitors who purchased and own Systems using their own financing in the Phase II Deployment paid us an upfront activation fee of approximately $2.0 thousand per screen (the “Exhibitor-Buyer Structure”). Upfront activation fees were recognized in the period in which these Systems were delivered and ready for content, as we had no further obligations to the customer after that time and collection was reasonably assured. In addition, we recognize activation fee revenue of between $1.0 thousand and $2.0 thousand on Phase 2 DC Systems and for Systems installed by CDF2 Holdings, a related party, (See Note 5 - Other Interests) upon installation and such fees are generally collected upfront upon installation. Our services segment manages and collects VPFs on behalf of exhibitors, for which it earns an administrative fee equal to 10% of the VPFs collected.

Our Services segment earns an administrative fee of approximately 5% of Phase I Deployment VPFs collected and earns an incentive service fee equal to 2.5% of the VPFs earned by Phase 1 DC. This administrative fee is recognized in the period in which the billing of VPFs occurs, as performance obligations have been substantially met at that time.

Content & Entertainment

CEG earns fees for the distribution of content in the home entertainment markets via several distribution channels, including digital, video-on-demand, and physical goods (e.g. DVD and Blu-ray Discs). Fees earned are typically based on the gross amounts billed to our customers less the amounts owed to the media studios or content producers under distribution agreements, and gross media sales of owned or licensed content. Depending upon the nature of the agreements with the platform and content providers, the fee rate that we earn varies. Generally, revenues are recognized when content is available for subscription on the digital platform, at the time of shipment for physical goods, or point-of-sale for transactional and video-on-demand services. Reserves for sales returns and other allowances are provided based upon past experience. If actual future returns and allowances differ from past experience, adjustments to our allowances may be required. Sales returns and allowances are reported net in accounts receivable and as a reduction of revenues.

CEG also has contracts for the theatrical distribution of third party feature movies and alternative content. CEG’s distribution fee revenue and CEG's participation in box office receipts is recognized at the time a feature movie and alternative content are viewed. CEG has the right to receive or bill a portion of the theatrical distribution fee in advance of the exhibition date, and therefore such amount is recorded as a receivable at the time of execution, and all related distribution revenue is deferred until the third party feature movies’ or alternative content’s theatrical release date.

Revenue is deferred in cases where a portion or the entire contract amount cannot be recognized as revenue due to non-delivery of services. Such amounts are classified as deferred revenue and are recognized as earned revenue in accordance with our revenue recognition policies described above.

In connection with revenue recognition for CEG, the following are also considered critical accounting policies:

Advances

Advances, which are recorded within prepaid and other current assets within the Consolidated Balance Sheets, represent amounts prepaid to studios or content producers for which we provide distribution services. We evaluate advances regularly for recoverability and record impairment charges for amounts that we expect may not be recoverable as of the Consolidated Balance Sheet date.

Participations and royalties payable

When we use third parties to distribute company owned content, we record participations payable, which represent amounts owed to the distributor under revenue-sharing arrangements. When we provide content distribution services, we record accounts payable and accrued expenses to studios or content producers for royalties owed under licensing arrangements. We identify and record as a reduction to the liability any expenses that are to be reimbursed to us by such studios or content producers.

Results of Continuing Operations for the Fiscal Years Ended March 31, 2016 and 2015

Revenues

($ in thousands)	For the Fiscal Year Ended March 31, 2016	2015	$ Change	% Change
Phase I Deployment	$36,488	$36,161	$327	0.9 %
Phase II Deployment	12,257	12,347	(90)	(0.7)%
Services	11,782	11,876	(94)	(0.8)%
Content & Entertainment	43,922	45,100	(1,178)	(2.6)%
	$104,449	$105,484	$(1,035)	(1.0)%

Revenues in our Phase I Deployment businesses increased compared to the prior year, primarily because there were a greater number of wide titles released in the year ended March 31, 2016 than in the same period of the prior year, partially offset by a slightly lower number of active Systems deployed. As of March 31, 2016, 101 of our Phase I Systems had reached the conclusion of their deployment payment for certain major studios and therefore, we expect VPF and Services revenue on those systems to decrease in the future. We estimate that by December 31, 2016, approximately 50% of our Phase I Systems will no longer earn VPF revenue from certain major studios and by December 31, 2017, nearly all Phase I systems will have reached the end of their deployment period and will no longer earn VPFs from certain major studios. Revenue in our Phase II Deployment business was comparable to the prior year reflecting a consistent number of Phase II Systems deployed and screen utilization rates.

Our Services segment earns commissions on VPF revenue generated by the Phase I and Phase II deployment segments. Revenue generated by our Services segment decreased as a result of fewer active Phase I Systems and lower revenue earned by our Phase II deployment businesses.

Revenues at our Content & Entertainment segment decreased compared to the prior period, reflecting lower revenues related to packaged goods, particularly in the fourth quarter of the year ended March 31, 2016. We continued to experience a decline in sales for our traditional DVD and Blu-ray business, which has been negatively impacted by changes in technology and consumer behavior. Increases in revenue of our OTT channel business partially offset this trend.

Direct Operating Expenses

($ in thousands)	For the Fiscal Year Ended March 31, 2016	2015	$ Change	% Change
Phase I Deployment	$1,108	$970	$138	14.2 %
Phase II Deployment	315	485	(170)	(35.1)%
Services	10	58	(48)	(82.8)%
Content & Entertainment	29,908	28,596	1,312	4.6 %
	$31,341	$30,109	$1,232	4.1 %

Direct operating expenses increased in the year ended March 31, 2016, primarily driven by higher third party distribution costs, OTT platform startup costs and increased content distribution costs in our Content & Entertainment segment, compared to the prior period. The increase was slightly offset by reduced theatrical releasing, marketing and content acquisition costs, as we made the strategic decision to focus significantly less on theatrical film releases and more on OTT channel entertainment in the 2015 and 2016 fiscal years.

Selling, General and Administrative Expenses

	For the Fiscal Year Ended March 31,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$661	$464	$197	42.5 %
Phase II Deployment	121	130	(9)	(6.9)%
Services	914	744	170	22.8 %
Content & Entertainment	20,659	17,454	3,205	18.4 %
Corporate	11,012	12,328	(1,316)	(10.7)%
	$33,367	$31,120	$2,247	7.2 %

Selling, general and administrative expenses increased compared to the prior year, primarily reflecting higher consulting fees at Corporate and a $1.8 million increase in advertising and marketing expenses in our Content & Entertainment business compared to the prior year, which reflects the launch of our CONtv and Dove OTT channels. For the year ended March 31, 2016 we also recorded $0.4 million of incremental legal and other professional fees related to certain activist shareholder proposals compared to the prior period. The increases above were offset by lower employee related costs, particularly in our Corporate segment, which were lower by approximately $1.3 million.

In the year ended March 31, 2016, we also recorded a provision of $0.5 million for doubtful accounts related to customers that filed for Chapter 11 bankruptcy relief.

Restructuring, Transition and Acquisition Expenses, Net

In the year ended March 31, 2016, we recorded restructuring, transition and acquisition expenses, net of $1.1 million related to a workforce reduction and restructuring initiative within our Content & Entertainment and Corporate reporting segments. In the prior year, we recorded restructuring, transition and acquisition expenses of $2.6 million related to the integration of the GVE acquisition and a transition over to a new distribution services provider.

Goodwill Impairment

In the year ended March 31, 2016, we recorded a goodwill impairment charge of 18.0 million. We reassessed the fair value of our CEG reporting unit in the second fiscal quarter of 2016 because the reporting unit continued to perform below the expectations that we established at the end of the prior fiscal year. In addition, our OTT business did not perform with the growth that we had anticipated throughout the current fiscal year.

In the fourth quarter of the year ended March 31, 2015, we recorded a goodwill impairment charge of $6.0 million, resulting from reduced expectations of future cash flows to be generated by our CEG reporting unit, specifically the continuing decline in consumer demand for packaged goods in favor of films in downloadable form.

Litigation settlement (recoveries), net of expenses

In the year ended March 31, 2016, litigation recoveries, net of expenses, was $2.2 million, resulting from legal settlements arising from disputes related to a 2013 business acquisition. In connection with the settlement agreements, we recorded total settlement income of $3.9 million in the fiscal year ended March 31, 2016, prior to the offsetting legal expenses.

Depreciation and Amortization Expense on Property and Equipment

	For the Fiscal Year Ended March 31,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$28,446	$28,550	$(104)	(0.4)%
Phase II Deployment	7,523	7,523	—	— %
Services	—	177	(177)	(100.0)%
Content & Entertainment	330	219	111	50.7 %
Corporate	1,045	1,050	(5)	(0.5)%
	$37,344	$37,519	$(175)	(0.5)%

Depreciation and amortization expense was consistent with the comparable quarter in the prior fiscal year, as we have not added substantially to our property and equipment balances.

Amortization of intangible assets

Amortization of intangible assets decreased compared to the prior year as certain intangible assets became fully amortized in the fiscal year ended March 31, 2015.

Interest expense, net

29

($ in thousands)	For the Fiscal Year Ended March 31, 2016	2015	$ Change	% Change
Phase I Deployment	$12,217	$13,585	$(1,368)	(10.1)%
Phase II Deployment	1,251	1,610	(359)	(22.3)%
Corporate	7,092	4,704	2,388	50.8 %
	$20,560	$19,899	$661	3.3 %

We made principal payments of $59.9 million on our long-term debt arrangements and made payments (net of borrowings) under our revolving credit facility of $2.4 million in the year ended March 31, 2016. On April 29, 2015, we issued $64.0 million aggregate principal amount of unsecured senior convertible notes payable (the "Convertible Notes") that bear interest at a rate of 5.5% per year, payable semiannually.

Interest expense reported by our Phase I and Phase II Deployment segments decreased primarily as a result of reduced debt balances compared to the prior period and the payoff of a KBC facility. In addition, we paid a lower interest rate on the Phase I 2013 Term Loans compared to the prior year. We expect interest expense related to the KBC Facilities to continue to decrease due to the pay-down of such balances.

Interest expense at Corporate increased during the year ended March 31, 2016, primarily as a result of the issuance of the Convertible Notes. In the year ended March 31, 2016, we recorded interest expense of $3.2 million related to the Convertible Notes. In April 2015, we used a portion of the proceeds from the Convertible Notes to pay off the $18.2 million Term Loan associated with the Cinedigm Credit Agreement. As a result, incremental interest expense recorded in connection with the Convertible Notes and increased borrowings under the revolving credit facility was slightly offset by reduced interest expense in connection with the Term Loans under the Cinedigm Credit Agreement. Although borrowings under our revolving credit facility increased from the same period in the prior year, such borrowings were not outstanding for the entire period during the year ended March 31, 2016 and therefore did not add materially to the change from the prior period.

In connection with the repayment of the Term Loans under the Cinedigm Credit Agreement, we wrote-off certain debt issuance costs and the discount that remained on the balance of the Term Loans. As a result, we recorded $0.9 million as a loss on the extinguishment of debt in year the ended March 31, 2016.

The change in fair value of the interest rate derivatives was a loss of approximately $40.0 thousand and a loss of $0.4 million for the years ended March 31, 2016 and 2015, respectively.

Income Tax Expense

For the period ended March 31, 2016, we recorded income tax expense from continuing operations of $0.3 million related to our Phase I and Corporate segments, which represents state income taxes and U.S. federal alternative minimum income taxes. Our effective tax rate for the year ended March 31, 2016 was 0.8%. The increase in our effective rate from the prior year is mainly due to an increase in taxable income in certain jurisdictions, resulting from timing differences related to fixed asset depreciation.

Adjusted EBITDA

We define Adjusted EBITDA to be earnings before interest, taxes, depreciation and amortization, other income, net, stock-based compensation and expenses, merger and acquisition costs, restructuring, transition and acquisitions expense, net, goodwill impairment and certain other items.

Adjusted EBITDA (including the results of Phase 1 and Phase II Deployments segments) for the year ended March 31, 2016 decreased 9.4% compared to the prior fiscal year. Adjusted EBITDA from our non-deployment businesses also decreased compared to the year ended March 31, 2015. The reconciliation of Adjusted EBITDA for year ended March 31, 2016 also takes into consideration goodwill impairment of $18.0 million, incremental legal and other professional fees of $0.8 million, primarily related to activist shareholder proposals, and recoveries related to a litigation settlement of $2.2 million, net of related expenses recorded in the period. The decrease in adjusted EBITDA compared to the prior period primarily reflects higher selling, general and administrative expenses at Corporate compared to the same period in the prior fiscal year.

Adjusted EBITDA is not a measurement of financial performance under GAAP and may not be comparable to other similarly titled measures of other companies. We use Adjusted EBITDA as a financial metric to measure the financial performance of the business because management believes it provides additional information with respect to the performance of its fundamental business activities. For this reason, we believe Adjusted EBITDA will also be useful to others, including its stockholders, as a valuable financial metric.

We present Adjusted EBITDA because we believe that Adjusted EBITDA is a useful supplement to net loss from continuing operations as an indicator of operating performance. We also believe that Adjusted EBITDA is a financial measure that is useful both to management and investors when evaluating our performance and comparing our performance with that of our competitors. We also use Adjusted EBITDA for planning purposes and to evaluate our financial performance because Adjusted EBITDA excludes certain incremental expenses or non-cash items, such as stock-based compensation charges, that we believe are not indicative of our ongoing operating performance.

We believe that Adjusted EBITDA is a performance measure and not a liquidity measure, and therefore a reconciliation between net loss from continuing operations and Adjusted EBITDA has been provided in the financial results. Adjusted EBITDA should not be considered as an alternative to income from operations or net loss from continuing operations as an indicator of performance or as an alternative to cash flows from operating activities as an indicator of cash flows, in each case as determined in accordance with GAAP, or as a measure of liquidity. In addition, Adjusted EBITDA does not take into account changes in certain assets and liabilities as well as interest and income taxes that can affect cash flows. We do not intend the presentation of these non-GAAP measures to be considered in isolation or as a substitute for results prepared in accordance with GAAP. These non-GAAP measures should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP.

Following is the reconciliation of our consolidated Adjusted EBITDA to consolidated GAAP loss from continuing operations:

	For the Fiscal Year Ended March 31,	
($ in thousands)	2016	2015
Loss from continuing operations	$(42,509)	$(28,976)
Add Back:		
Income tax expense	345	—
Depreciation and amortization of property and equipment	37,344	37,519
Amortization of intangible assets	5,852	5,864
Interest expense, net	20,560	19,798
Loss on extinguishment of debt	931	—
Other income, net	(513)	(105)
Change in fair value of interest rate derivatives	40	441
Provision for doubtful accounts	789	(206)
Stock-based compensation and expenses	1,832	2,151
Goodwill impairment	18,000	6,000
Restructuring, transition and acquisition expenses, net	1,130	2,638
Professional fees pertaining to activist shareholder proposals and compliance	816	1,668
Litigation settlement (recovery) net of expenses	(2,228)	—
Net loss attributable to noncontrolling interest	767	861
Adjusted EBITDA	$43,156	$47,653
Adjustments related to the Phase I and Phase II Deployments:		
Depreciation and amortization of property and equipment	$(35,969)	$(36,072)
Amortization of intangible assets	(46)	(46)
Provision for doubtful accounts	(339)	227
Restructuring, acquisitions and transition expenses	—	(61)
Income from operations	(10,186)	(10,507)
Adjusted EBITDA from non-deployment businesses	$(3,384)	$1,194

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued new accounting guidance on revenue recognition. The new standard provides for a single five-step model to be applied to all revenue contracts with customers as well as requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. The guidance will be effective during our fiscal year ending March 31, 2019 with early adoption permitted. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In June 2014, the FASB issued an accounting standards update, which provides additional guidance on how to account for share-based payments where the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite period is treated as a performance condition. The guidance will be effective during our fiscal year ending March 31, 2017. We are currently evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements. The standards update may be applied (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In August 2014, the FASB amended accounting guidance pertaining to going concern considerations by company management. The amendments in this update state that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The guidance will be effective during our fiscal year ending March 31, 2018. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued an accounting standards update, which amended accounting guidance on consolidation. The amendments affect reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The update will be effective during our fiscal year ending March 31, 2017. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In April 2015, the FASB issued new guidance related to the customer’s accounting for fees paid in a cloud computing arrangement, which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In July 2015, the FASB issued an accounting standards update that requires an entity to measure inventory balances at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is currently evaluating the impact of the new guidance to the consolidated financial statements.

In September 2015, the FASB issued new guidance with respect to Business Combinations. The new guidance requires the acquirer in a Business Combination to recognize provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The new guidance is effective for public entities for which fiscal years begin after December 15, 2016, and interim periods within the fiscal years beginning after December 31, 2017. The accounting standard must be applied prospectively to adjustments to provisional amounts that occur after the effective date, with early adoption permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued new guidance related to the balance sheet classification of income taxes. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. We do not believe the adoption of the new financial instruments standard will have a material impact on our consolidated financial statements.

In January 2016, the FASB issued new guidance related to financial instruments, which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The standard will be effective beginning in the first quarter of our 2019 fiscal year and early adoption is not permitted. We do not believe the adoption of the new financial instruments standard will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued new guidance related to the accounting for leases. The new standard will replace all current U.S. GAAP guidance on this topic. The new standard, amongst other things, requires a lessee to classify a lease as either a finance or operating lease in which lessees will need to recognize a right-of-use asset and a lease liability for their leases. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. Classification will be based on criteria that are largely similar to those applied in current lease accounting. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and will require application of the new guidance at the beginning of the earliest comparative period presented. We are evaluating the impact of this new accounting guidance on our financial statements.

In March 2016, the FASB issued new guidance in an effort to simplify accounting for share-based payments. The new standard, amongst other things:

- will require that all excess tax benefits and tax deficiencies be recorded as income tax expense or benefit in the statement of operations and that the tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur;
- will require excess tax benefits from share-based payments to be reported as operating activities on the statement of cash flows; and
- permits an accounting policy election to either estimate the number of awards that are expected to vest using an estimated forfeiture rate, as currently required, or account for forfeitures when they occur.

The new standard is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. We do not expect the impact of this new accounting guidance to have a material impact on our financial statements.

Liquidity and Capital Resources

We have incurred net losses each year since we commenced our operations. Since our inception, we have financed our operations substantially through the private placement of shares of our common and preferred stock, the issuance of promissory notes, our initial public offering and subsequent private and public offerings, notes payable and common stock used to fund various acquisitions.

We may continue to generate net losses in the future primarily due to depreciation and amortization, interest on the Convertible Notes, 2013 Term Loans, Prospect Loan and Cinedigm Credit Agreement, marketing and promotional activities and content acquisition and marketing costs. Certain of these costs, including costs of content acquisition, marketing and promotional activities, could be reduced if necessary. The restrictions imposed by the 2013 Term Loans and Prospect Loan may limit our ability to obtain financing, make it more difficult to satisfy our debt obligations or require us to dedicate a substantial portion of our cash flow to payments on our existing debt obligations. The Prospect Loan requires certain screen turn performance from Phase 1 DC and Phase 2 DC. While such restrictions may reduce the availability of our cash flow to fund working capital, capital expenditures and other corporate requirements, we do not have similar restrictions imposed upon our CEG businesses. We may seek to raise additional capital as necessary. Failure to generate additional revenues, raise additional capital or manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

Our business is primarily driven by the growth in global demand for video entertainment content in all forms and, in particular, the shifting consumer demand for content in digital forms within home and mobile devices as well as the maturing digital cinema marketplace. Our primary revenue drivers are expected to be the increasing number of digitally equipped devices/screens and the demand for entertainment content in theatrical, home and mobile ancillary markets. According to the Motion Picture Association of America, during 2015 there were approximately 43,600 domestic (United States and Canada) movie theatre screens and approximately 152,000 screens worldwide, of which approximately 42,500 of the domestic screens were equipped with digital cinema technology, and more than 12,000 of those screens contained our Systems. Historically, the number of digitally equipped screens in the marketplace has been a significant determinant of our potential revenue. Going forward, the expansion of our content business into ancillary distribution markets and digital distribution of narrowcast OTT content are expected to be the primary drivers of our revenues.

Beginning in December 2008, Phase 2 B/AIX, our indirect wholly owned subsidiary, began entering into credit facilities with KBC to fund the purchase of Systems to be installed in movie theatres as part of our Phase II

Deployment. As of March 31, 2016, the outstanding principal balance of the KBC Facilities was $18.6 million.

In February 2013, we refinanced our existing non-recourse senior 2010 Term Loan and recourse 2010 Note with a $125.0 million senior non-recourse credit facility led by Société Générale and a $70.0 million non-recourse credit facility provided by Prospect Capital Corporation. These two new non-recourse credit facilities are supported by the cash flows of the Phase 1 deployment and our digital cinema servicing business. As of March 31, 2016, the outstanding principal balance of these non-recourse credit facilities was $97.6 million.

In October 2013, we entered into the Cinedigm Credit Agreement pursuant to which we borrowed term loans of $25.0 million (which were repaid in April 2015 in connection with the issuance of the Convertible Notes described below) and revolving loans of up to $30.0 million, of which $21.9 million of the revolving loans were drawn upon as of March 31, 2016. The Cinedigm Credit Agreement, which is generally used for working capital needs and to invest in entertainment content, is supported by the cash flows from our media library. In 2013, we also entered into an agreement that provided $5.0 million of additional financing. As of March 31, 2016, the outstanding principal balance of these recourse credit facilities was $90.9 million.

In April 2015, we issued $64.0 million aggregate principal amount of 5.5% convertible senior notes (the "Convertible Notes"), due April 15, 2035, unless earlier repurchased, redeemed or converted. The net proceeds from the note offering were approximately $60.9 million, after deducting the initial purchaser's discount and estimated offering expenses payable. In connection with the closing of the offering, we used approximately $18.6 million of the net proceeds to repay borrowings under and terminate the term loan under the Cinedigm Credit Agreement. In addition, we used $11.4 million of the net proceeds to enter into a forward stock purchase transaction to acquire approximately 1.2 million shares of our Class A common stock for settlement on or about the fifth year anniversary of the issuance date of the Convertible Notes and approximately $2.7 million to repurchase approximately 0.3 million shares of our Class A common stock from certain purchasers of the Convertible Notes in privately negotiated transactions.

In May 2016, we entered into an agreement with Société Générale (as Administrative Agent), which amended certain terms of the Cinedigm Credit Agreement (the “May 2016 Amendment”) primarily to increase the Company’s cash available for operations through September 30, 2016 by approximately $6.2 million, and by approximately $2.0 million thereafter. The May 2016 Amendment also reduced the maximum principal amount available under the Cinedigm Credit Agreement from $30.0 million to $22.0 million, reflecting then-current utilization.

On July 14, 2016, Cinedigm Corp. (the “Company”) entered into certain financing transactions including: (i) the issuance of $2.0 million principal amount of loans, due 2019, secured on a second lien basis (the “Loans”), and shares of the Company’s Class A common stock, par value $0.001 per share (the “Common Stock”), and (ii) an amendment to the Cinedigm Credit Agreement that, among other things, lowered the minimum liquidity requirement to $800,000 and permit the Loans. The Transactions, described more fully below, were consummated on July 14, 2016.

On July 14, 2016, the Company entered into a Second Lien Loan Agreement (the “Loan Agreement”) with certain lenders (the “Lenders”) for Loans in the aggregate principal amount of $2.0 million. The maturity date of the Loans is June 30, 2019. The Loans bear interest at 12.75%, payable 7.5% in cash and 5.25% in cash or in kind at the Company’s option, and the Lenders received an aggregate of 196,000 shares (the “Lender Shares”) of Common Stock. In addition, the lead Lender received a fee of 210,000 shares of Common Stock (the “Loan Fee Shares” and together with the Lender Shares, the “Loan Shares”) and warrants to purchase 200,000 shares of Class A common stock (the “Warrants”). Under the Loan Agreement, subsequent Lenders may make additional Loans, up to an aggregate of $9.0 million principal amount of all Loans. The Company also received from the lead lender a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days.

On July 14, 2016, the Company and the lenders under the Credit Agreement entered into an amendment to the Credit Agreement (“Amendment No. 4”), which, among other things, permits the consummation of the Loans. In addition, certain of the Guarantors entered into a Guaranty Supplement dated as of July 14, 2016 among them and the Administrative Agent (the “Guaranty Supplement”), a Second Amended and Restated Security Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Amended and Restated Security Agreement”), and a Pledge Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Pledge Agreement”), pursuant to which documents certain of the Guarantors guaranteed the Company’s obligations under the Credit Agreement and the Guarantors pledged the assets described above to secure such obligations.

As of March 31, 2016, we have the combination of: (i) our cash and restricted cash balances of $34.5 million and (ii) $0.2 million of remaining availability under our revolving line of credit. As described above, we received $2.0 million of additional capital from a lender in the form of a second lien secured loan in July 2016. In addition, we secured an aggregate of $2.0 million of committed funds from the same lender and $0.5 million of committed funds from our Chief Executive Officer in the form of second secured lien loans. These additional funds are expected to be received in the second fiscal quarter of 2017.

We have plans to implement certain cost reduction initiatives during fiscal 2017. These plans have been approved by our board of directors and are expected to achieve savings through personnel reductions, changes to occupancy costs and other related expenses.

We continue to expect cash flows from our Phase I and II deployment operations will be sufficient to satisfy our liquidity and contractual requirements that are linked to these operations.

In addition, as discussed in more details in Note 6 - Notes Payable of Item 8 - Financial Statements, our debt obligations have instituted certain financial and liquidity covenants and capital requirements, and from time to time, we may need to use available capital resources and raise additional capital to satisfy these covenants and requirements.

As discussed above, we raised $2.0 million in second lien secured debt in July 2016. This new capital will be used for general corporate purposes. In addition, we have the ability to raise up to $9.0 million in additional capital in the 60 days following the initial loans in a second closing and we also received a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days from the lead lender of the second lien secured debt. The proceeds of this additional financing will be used to expand our content and distribution business and support the growth of our OTT channel business.

The Company has been working at length on a comprehensive set of financing transactions to raise capital and strengthen its balance sheet. These transactions included the second lien Loans discussed above and are expected to include, in addition: (i) the issuance of additional Loans and (ii) the exchange with holders of the Company's 5.5% convertible notes due 2035 and the Company's 9% subordinate notes due 2018 of (x) such holders' notes for new notes due 2019 at a reduced principal amount than the principal amount of existing notes exchanged, secured on a third lien basis, and (y) shares of Common Stock (the "Exchange").
Although the Company hopes that these additional transactions will be consummated in the near future, it currently has no commitments or definitive agreements from any of the additional potential additional Loan holders other than the commitments of $2.5 million from the lead Lender and Mr. McGurk described above, the holders of notes who may participate in the Exchange, or the lenders under the Cinedigm Credit Agreement, whose consent will be required.
There can be no assurance that the transaction under discussion will be consummated. Failure to generate adequate revenues, raise additional capital and debtor manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

See Note 13 - Subsequent Events of Item 8 - Financial Statements for a full description of the second lien secured debt.

Our changes in cash flows were as follows:

	For the Fiscal Years Ended March 31,	
($ in thousands)	2016	2015
Net cash provided by operating activities	$25,504	$9,211
Net cash provided by (used in) investing activities	(1,389)	514
Net cash (used in) provided by financing activities	(17,633)	(40,941)
Net (decrease) increase in cash and cash equivalents	$6,482	$(31,216)

Net cash provided by operating activities is primarily driven by income or loss from operations, excluding non-cash expenses such as depreciation, amortization, bad debt provisions and stock-based compensation, offset by changes in working capital. We expect cash received from VPFs to continue to support non-recourse debt pay-down, however cash receipts related to VPF revenue are expected to decrease significantly in fiscal years 2017 and 2018. By December 2016, we expect that more than 50% of our Phase I deployment systems will cease to earn VPF revenue from certain major studios and by December 2017, we expect that nearly all of our Phase I deployment systems will no longer earn VPF revenue from certain major studios. We expect to continue to earn ancillary revenue streams from the Phase I deployment Systems through December of 2020; however, such amounts are expected to be significantly less material to our consolidated financial statements. The expected reduction in VPF revenue on our Phase I systems is scheduled to approximately coincide with the conclusion of certain of our non-recourse debt obligations and, therefore, we expect that reduced cash outflows related to such non-recourse debt obligations will partially offset reduced VPF revenue after November 2017.

Changes in accounts receivable from our studio customers and others largely impact cash flows from operating activities and vary based on the seasonality of movie release schedules by the major studios. Cash flows associated with our CEG business are highly dependent upon the success and timing of its theatrical and home entertainment releases. Operating cash flows from CEG are typically higher during our fiscal third and fourth quarters, resulting from revenues earned during the holiday season, and lower in the following two quarters as we pay royalties on such revenues. In addition, we make advances on theatrical releases and to certain home entertainment distribution clients, for which initial expenditures are generally recovered within six to twelve months. To manage working capital fluctuations, we have a revolving line of credit that allows for borrowings of up to $30.0 million, of which we borrowed $21.9 million as of March 31, 2016. Timing and volume of our trade accounts payable can also be a significant factor impacting cash flows from operations. Certain non-cash expense fluctuations, primarily resulting from the change in the fair value of interest rate derivative arrangements, can also impact the timing and amount of cash flows from operations. We expect operating activities to continue to be a positive source of cash.

Cash flows used in investing activities for the year ended March 31, 2015 consisted primarily of the sale of our Software business, for which we were paid $3.0 million in cash.

For the year ended March 31, 2016, cash flows used in financing activities primarily reflect:

- payments of $59.9 million on our long-term debt arrangements;
- net payments made on our revolving credit facility of $2.4 million;
- a payment of $11.4 million to purchase a forward contract related to our structured stock repurchase program;
- repurchases of common stock of $2.7 million; and
- repayments capital lease obligations; offset by:
- the issuance of $64.0 million aggregate amount of 5.5% Senior Convertible Notes, due April 2035.
- payments for debt issuance costs of $3.7 million;
- the reclassification of $2.2 million of funds to restricted cash, reserved for debt service under the Cinedigm Revolving Loans and Convertible Notes.
- capital contributions of $1.2 million from noncontrolling interest.

We used $18.2 million of the proceeds from the Convertible Notes offering to repay the remaining outstanding principal balance of the term loan under the Cinedigm Credit Agreement.

We have contractual obligations that include long-term debt consisting of notes payable, credit facilities, non-cancelable long-term capital lease obligations for the Pavilion Theatre, capital leases for information technology equipment and other various computer related equipment, non-cancelable operating leases consisting of real estate leases, and minimum guaranteed obligations under theatre advertising agreements with exhibitors for displaying cinema advertising. The capital lease obligation of the Pavilion Theatre is paid by an unrelated third party, although Cinedigm remains the primary lessee and would be obligated to pay if the unrelated third party were to default on its rental payment obligations.

The following table summarizes our significant contractual obligations as of March 31, 2016:

	Payments Due				
Contractual Obligations (in thousands)	Total	2017	2018 & 2019	2020 & 2021	Thereafter
Long-term recourse debt (1)	$90,927	$—	$26,927	$—	$64,000
Long-term non-recourse debt (2)	116,892	29,074	21,275	66,543	—
Capital lease obligations (3)	4,225	340	1,000	1,526	1,359
Debt-related obligations, principal	$212,044	$29,414	$49,202	$68,069	$65,359
Interest on recourse debt (1)	$69,792	$3,970	$7,742	$7,040	$51,040
Interest on non-recourse debt (2)	39,171	8,912	15,396	14,863	—
Interest on capital leases (3)	2,906	729	1,222	778	177
Total interest	$111,869	$13,611	$24,360	$22,681	$51,217
Total debt-related obligations	$323,913	$43,025	$73,562	$90,750	$116,576
Total non-recourse debt including interest	$156,063	$37,986	$36,671	$81,406	$—
Operating lease obligations	$7,412	$1,413	$2,685	$2,714	$600

(1) Recourse debt includes the Cinedigm Credit Agreement and the 2013 Notes, of which $18.2 million was repaid in April of 2015.

(2) Non-recourse debt is generally defined as debt whereby the lenders' sole recourse, with respect to defaults, is limited to the value of the asset that is collateral for the debt. The 2013 Term Loans are not guaranteed by us

or our other subsidiaries, other than Phase 1 DC and CDF I, the Prospect Loan is not guaranteed by us or our other subsidiaries, other than Phase 1 DC and DC Holdings and the KBC Facilities are not guaranteed by us or our other subsidiaries, other than Phase 2 DC.

(3) Represents the capital lease and capital lease interest for the Pavilion Theatre and capital leases on information technology equipment. We have remained the primary obligor on the Pavilion capital lease, and therefore, the capital lease obligation and related assets under the capital lease remain on our consolidated financial statements as of March 31, 2016. However, we have entered into a sub-lease agreement with the unrelated third party purchaser which pays the capital lease and as such, has no continuing involvement in the operation of the Pavilion Theatre. This capital lease was previously included in discontinued operations.

We may continue to generate net losses for the foreseeable future primarily due to depreciation and amortization, interest on the 2013 Term Loans, Prospect Loan and Cinedigm Credit Agreement, marketing and promotional activities and content acquisition and marketing costs. Certain of these costs, including costs of content acquisition, marketing and promotional activities, could be reduced if necessary. The restrictions imposed by the 2013 Term Loans and Prospect Loan may limit our ability to obtain financing, make it more difficult to satisfy our debt obligations or require us to dedicate a substantial portion of our cash flow to payments on our existing debt obligations. The Prospect Loan requires certain screen turn performance from Phase 1 DC and Phase 2 DC. While such restrictions may reduce the availability of our cash flow to fund working capital, capital expenditures and other corporate requirements, we do not have similar restrictions imposed upon our CEG businesses. With the additional capital raised in July 2016, we feel we are adequately financed for at least the next twelve months, however we may need to raise additional capital for strategic acquisitions or working capital as deemed necessary. Failure to generate additional revenues, raise additional capital or manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

Subsequent Events

In May 2016, we entered into an agreement with Société Générale (as Administrative Agent), which amended certain terms of the Cinedigm Credit Agreement (the “May 2016 Amendment”) primarily to increase the Company’s cash available for operations through September 30, 2016 by approximately $6.2 million, and by approximately $2.0 million thereafter. The May 2016 Amendment also reduced the maximum principal amount available under the Cinedigm Credit Agreement from $30.0 million to $22.0 million, reflecting then-current utilization.

On July 14, 2016, Cinedigm Corp. (the “Company”) entered into certain financing transactions including: (i) the issuance of $2.0 million principal amount of loans, due 2019, secured on a second lien basis (the “Loans”), and shares of the Company’s Class A common stock, par value $0.001 per share (the “Common Stock”), and (ii) an amendment to the Cinedigm Credit Agreement that, among other things, lowered the minimum liquidity requirement to $800,000 and permit the Loans. The Transactions, described more fully below, were consummated on July 14, 2016.

On July 14, 2016, the Company entered into a Second Lien Loan Agreement (the “Loan Agreement”) with certain lenders (the “Lenders”) for Loans in the aggregate principal amount of $2.0 million. The maturity date of the Loans is June 30, 2019. The Loans bear interest at 12.75%, payable 7.5% in cash and 5.25% in cash or in kind at the Company’s option, and the Lenders received an aggregate of 196,000 shares (the “Lender Shares”) of Common Stock. In addition, the lead Lender received a fee of 210,000 shares of Common Stock (the “Loan Fee Shares” and together with the Lender Shares, the “Loan Shares”) and warrants to purchase 200,000 shares of Class A common stock (the “Warrants”). Under the Loan Agreement, subsequent Lenders may make additional Loans, up to an aggregate of $9.0 million principal amount of all Loans. The Company also received from the lead lender a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days.

On July 14, 2016, the Company and the lenders under the Credit Agreement entered into an amendment to the Credit Agreement (“Amendment No. 4”), which, among other things, permits the consummation of the Loans. In addition, certain of the Guarantors entered into a Guaranty Supplement dated as of July 14, 2016 among them and the Administrative Agent (the “Guaranty Supplement”), a Second Amended and Restated Security Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Amended and Restated Security Agreement”), and a Pledge Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Pledge Agreement”), pursuant to which documents certain of the Guarantors guaranteed the Company’s obligations under the Credit Agreement and the Guarantors pledged the assets described above to secure such obligations.

As of March 31, 2016, we have the combination of: (i) our cash and restricted cash balances of $34.5 million and (ii) $0.2 million of remaining availability under our revolving line of credit. As described above, we received $2.0 million of additional capital from a lender in the form of a second lien secured loan in July 2016. In addition, we secured an aggregate of $2.0 million of committed funds from the same lender and $0.5 million of committed funds from our Chief Executive Officer in the form of second secured lien loans. These additional funds are expected to be received in the second fiscal quarter of 2017.

We have plans to implement certain cost reduction initiatives during fiscal 2017. These plans have been approved by our board of directors and are expected to achieve savings through personnel reductions, changes to occupancy costs and other related expenses.

We continue to expect cash flows from our Phase I and II deployment operations will be sufficient to satisfy our liquidity and contractual requirements that are linked to these operations.

In addition, as discussed in more details in Note 6 - Notes Payable of Item 8 - Financial Statements, our debt obligations have instituted certain financial and liquidity covenants and capital requirements, and from time to time, we may need to use available capital resources and raise additional capital to satisfy these covenants and requirements. As discussed above, we raised $2.0 million in second lien secured debt in July 2016. This new capital will be used for general corporate purposes. In addition, we have the ability to raise up to $9.0 million in additional capital in the 60 days following the initial loans in a second closing and we also received a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days from the lead lender of the second lien secured debt. The proceeds of this additional financing will be used to expand our content and distribution business and support the growth of our OTT channel business.

The Company has been working at length on a comprehensive set of financing transactions to raise capital and strengthen its balance sheet. These transactions included the second lien Loans discussed above and are expected to include, in addition: (i) the issuance of additional Loans and (ii) the exchange with holders of the Company’s 5.5% convertible notes due 2035 and the Company’s 9% subordinate notes due 2018 of (x) such holders’ notes for new notes due 2019 at a reduced principal amount than the principal amount of existing notes exchanged, secured on a third lien basis, and (y) shares of Common Stock (the “Exchange”).
Although the Company hopes that these additional transactions will be consummated in the near future, it currently has no commitments or definitive agreements from any of the additional potential additional Loan holders other than the commitments of $2.5 million from the lead Lender and Mr. McGurk described above, the holders of notes who may participate in the Exchange, or the lenders under the Cinedigm Credit Agreement, whose consent will be required.
There can be no assurance that the transaction under discussion will be consummated. Failure to generate adequate revenues, raise additional capital and debtor manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

See Note 13 - Subsequent Events of Item 8 - Financial Statements for a full description of the second lien secured debt.

Seasonality

Revenues from our Phase I Deployment and Phase II Deployment segments derived from the collection of VPFs from motion picture studios are seasonal, coinciding with the timing of releases of movies by the motion picture studios. Generally, motion picture studios release the most marketable movies during the summer and the winter holiday season. The unexpected emergence of a hit movie during other periods can alter the traditional trend. The timing of movie releases can have a significant effect on our results of operations, and the results of one quarter are not necessarily indicative of results for the next quarter or any other quarter. While CEG benefits from the winter holiday season, we believe the seasonality of motion picture exhibition, however, is becoming less pronounced as the motion picture studios are releasing movies somewhat more evenly throughout the year.

Off-balance sheet arrangements

We are not a party to any off-balance sheet arrangements, other than operating leases in the ordinary course of business, which are disclosed above in the table of our significant contractual obligations, and CDF2 Holdings. In addition, as discussed further in Note 2 - Basis of Presentation and Consolidation and Note 5 - Other Interests to the Consolidated Financial Statements included in Item 8 of this Report on Form 10-K, we hold a 100% equity interest in CDF2 Holdings, which is an unconsolidated variable interest entity (“VIE”), which wholly owns Cinedigm Digital Funding 2, LLC; however, we are not the primary beneficiary of the VIE.

Impact of Inflation

The impact of inflation on our operations has not been significant to date. However, there can be no assurance that a high rate of inflation in the future would not have an adverse impact on our operating results.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CINEDIGM CORP.
INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Cinedigm Corp.

We have audited the accompanying consolidated balance sheets of Cinedigm Corp. and subsidiaries (the “Company”) as of March 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, deficit, and cash flows for each of the years then ended. The financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion over the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cinedigm Corp. and subsidiaries as of March 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

Emphasis of a Matter

As discussed in Note 1 to the consolidated financial statements, the Company has limited liquidity and significant contractual obligations as of March 31, 2016. Management's evaluation and plans to meet its obligations and liquidity needs are also discussed in Note 1.

/s/ EisnerAmper LLP

New York, New York
July 14, 2016

CINEDIGM CORP.
CONSOLIDATED BALANCE SHEETS
(In thousands, except for share and per share data)

	March 31, 2016	2015
ASSETS		
Current assets		
Cash and cash equivalents	$25,481	$18,999
Accounts receivable, net	52,898	59,591
Inventory, net	2,024	3,210
Unbilled revenue	5,570	5,065
Prepaid and other current assets	15,872	20,078
Total current assets	101,845	106,943
Restricted cash	8,983	6,751
Property and equipment, net	61,740	98,561
Intangible assets, net	25,940	31,784
Goodwill	8,701	26,701
Debt issuance costs, net	894	898
Other long-term assets	1,295	1,379
Total assets	$209,398	$273,017
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	$68,517	$77,147
Current portion of notes payable, non-recourse	29,074	32,973
Current portion of notes payable	—	24,294
Current portion of capital leases	341	640
Current portion of deferred revenue	2,901	2,760
Total current liabilities	100,833	137,814
Notes payable, non-recourse, net of current portion and unamortized debt issuance costs of $4,458 and $5,938, respectively	83,238	118,387
Notes payable, net of current portion and unamortized debt issuance costs of $3,068 and $750, respectively	86,938	21,000
Capital leases, net of current portion	3,884	4,855
Deferred revenue, net of current portion	7,532	10,098
Total liabilities	282,425	292,154
Commitments and contingencies (see Note 8)		
Stockholders' Deficit		
Preferred stock, 15,000,000 shares authorized;		
Series A 10% - $0.001 par value per share; 20 shares authorized; 7 shares issued and outstanding at March 31, 2016 and 2015, respectively. Liquidation preference of $3,648	3,559	3,559
Common stock, $0.001 par value; Class A and Class B stock; Class A stock 21,000,000 shares authorized; 7,977,861 and 7,717,850 shares issued and 7,700,617 and 7,712,706 shares outstanding at March 31, 2016 and 2015, respectively; 1,241,000 Class B stock authorized and issued and zero shares outstanding at March 31, 2016 and 2015, respectively	79	77
Additional paid-in capital	269,871	277,984
Treasury stock, at cost; 277,244 and 5,144 Class A common shares at March 31, 2016 and 2015, respectively	(2,839)	(172)
Accumulated deficit	(342,448)	(300,350)
Accumulated other comprehensive loss	(64)	(57)

Total stockholders' deficit of Cinedigm Corp.	(71,842)	(18,959)
Deficit attributable to noncontrolling interest	(1,185)	(178)
Total deficit	(73,027)	(19,137)
Total liabilities and deficit	$209,398	$273,017

See accompanying notes to Consolidated Financial Statements

CINEDIGM CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except for share and per share data)

	For the Fiscal Year Ended March 31,	
	2016	2015
Revenues	$104,449	$105,484
Costs and expenses:		
Direct operating (exclusive of depreciation and amortization shown below)	31,341	30,109
Selling, general and administrative	33,367	31,120
Provision (benefit) for doubtful accounts	789	(206)
Restructuring, transition and acquisition expenses, net	1,130	2,638
Goodwill impairment	18,000	6,000
Litigation related expenses, net of recoveries in 2016	(2,228)	1,282
Depreciation and amortization of property and equipment	37,344	37,519
Amortization of intangible assets	5,852	5,864
Total operating expenses	125,595	114,326
Loss from operations	(21,146)	(8,842)
Interest income	82	101
Interest expense	(20,642)	(19,899)
Loss on extinguishment of notes payable	(931)	—
Other income, net	513	105
Change in fair value of interest rate derivatives	(40)	(441)
Loss from continuing operations before income tax expense	(42,164)	(28,976)
Income tax expense	(345)	—
Loss from continuing operations	(42,509)	(28,976)
Income from discontinued operations	—	100
Loss on sale of discontinued operations	—	(3,293)
Net loss	(42,509)	(32,169)
Net loss attributable to noncontrolling interest	767	861
Net loss attributable to controlling interests	(41,742)	(31,308)
Preferred stock dividends	(356)	(356)
Net loss attributable to common shareholders	$(42,098)	$(31,664)
Net loss per Class A and Class B common share attributable to common shareholders - basic and diluted:		
Loss from continuing operations	$(6.51)	$(3.71)
Loss from discontinued operations	—	(0.41)
Net loss attributable to common shareholders	$(6.51)	$(4.12)
Weighted average number of Class A and Class B common shares outstanding: basic and diluted	6,467,978	7,678,535

See accompanying notes to Consolidated Financial Statements

CINEDIGM CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)

	For the Fiscal Year Ended March 31,	
	2016	2015
Net loss	$(42,509)	$(32,169)
Other comprehensive (loss) income: foreign exchange translation	(7)	12
Comprehensive loss	(42,516)	(32,157)
Less: comprehensive loss attributable to noncontrolling interest	767	861
Comprehensive loss attributable to controlling interests	$(41,749)	$(31,296)

See accompanying notes to Consolidated Financial Statements

CINEDIGM CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(In thousands, except share data)

	Series A Preferred Stock		Class A and Class B Common Stock		Treasury Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Total Stockholders' (Deficit)	Non-controlling	Total (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Loss	Equity	Interest	Equity
Balances as of March 31, 2014	7	$3,559	7,657,197	$76	(5,144)	$(172)	$275,519	$(268,686)	$(69)	$10,227	$—	$10,227
Foreign exchange translation	—	—	—	—	—	—	—	—	12	12	—	12
Cashless exercise of stock options	—	—	4,711	—	—	—	—	—	—	—	—	—
Issuance of common stock for professional services of third parties	—	—	21,219	1	—	—	429	—	—	430	—	430
Costs associated with issuance of common stock	—	—	—	—	—	—	(87)	—	—	(87)	—	(87)
Stock-based compensation	—	—	16,779	—	—	—	1,767	—	—	1,767	—	1,767
Preferred stock dividends	—	—	17,944	—	—	—	356	(356)	—	—	—	—
Contribution by noncontrolling interest owner	—	—	—	—	—	—	—	—	—	—	683	683
Net loss	—	—	—	—	—	—	—	(31,308)	—	(31,308)	(861)	(32,169)
Balances as of March 31, 2015	7	$3,559	7,717,850	$77	(5,144)	$(172)	$277,984	$(300,350)	$(57)	$(18,959)	$(178)	$(19,137)

See accompanying notes to Consolidated Financial Statements

	Series A Preferred Stock		Class A and Class B Common Stock		Treasury Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Total Stockholders' (Deficit)	Non-controlling	Total (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Loss	Equity	Interest	Equity
Balances as of March 31, 2015	7	$3,559	7,717,850	$77	(5,144)	$(172)	$277,984	$(300,350)	$(57)	$(18,959)	$(178)	$(19,137)
Foreign exchange translation	—	—	—	—	—	—	—	—	(7)	(7)	—	(7)
Cashless exercise of stock options	—	—	65	—	—	—	—	—	—	—	—	—
Issuance of common stock for professional services of third parties	—	—	37,346	1	—	—	186	—	—	187	—	187
Issuance of common stock to Board of Directors	—	—	155,059	1	—	—	499	—	—	500	—	500
Unamortized stock based compensation issued to Board of Directors	—	—	—	—	—	—	(141)	—	—	(141)	—	(141)
Stock-based compensation	—	—	—	—	—	—	1,021	—	—	1,021	—	1,021
Preferred stock dividends	—	—	67,541	—	—	—	356	(356)	—	—	—	—
Contribution by noncontrolling interest	—	—	—	—	—	—	—	—	—	—	1,166	1,166
Capital contributions to Cinedigm Corp. by noncontrolling interest	—	—	—	—	—	—	1,406	—	—	1,406	(1,406)	—
Repurchase of Class A common stock	—	—	—	—	(272,100)	(2,667)	—	—	—	(2,667)	—	(2,667)
Structured stock repurchase	—	—	—	—	—	—	(11,440)	—	—	(11,440)		(11,440)

transaction												
Net loss	—	—	—	—	—	—	—	(41,742)	—	(41,742)	(767)	(42,509)
Balances as of March 31, 2016	7	$3,559	7,977,861	$79	(277,244)	$(2,839)	$269,871	$(342,448)	$(64)	$(71,842)	$(1,185)	$(73,027)

See accompanying notes to Consolidated Financial Statements

CINEDIGM CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Fiscal Year Ended March 31,	
	2016	2015
Cash flows from operating activities		
Net loss	$(42,509)	$(32,169)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss on disposal of business	—	3,293
Depreciation and amortization of property and equipment and amortization of intangible assets	43,196	43,383
Goodwill impairment	18,000	6,000
Loss on disposal of property and equitpment	89	—
Amortization of debt issuance costs included in interest expense	2,463	1,843
Provision (benefit) for doubtful accounts	789	(206)
Provision for inventory reserve	900	100
Stock-based compensation and expenses	1,832	2,197
Change in fair value of interest rate derivatives	40	441
Accretion and PIK interest expense added to note payable	1,677	2,399
Loss on extinguishment of notes payable	931	—
Changes in operating assets and liabilities:		
Accounts receivable	5,988	(2,317)
Inventory	286	(146)
Unbilled revenue	(505)	542
Prepaid expenses and other assets	3,653	1,183
Accounts payable, accrued expenses and other	(8,901)	(14,510)
Deferred revenue	(2,425)	(2,822)
Net cash provided by operating activities	25,504	9,211
Cash flows from investing activities:		
Net proceeds from disposal of business	—	2,950
Purchases of property and equipment	(1,381)	(1,571)
Purchases of intangible assets	(8)	(10)
Additions to capitalized software costs	—	(855)
Net cash (used in) provided by investing activities	(1,389)	514
Cash flows from financing activities:		
Payments of notes payable	(59,934)	(49,042)
Proceeds from notes payable	64,000	—
Net (repayment of) proceeds from revolving credit facility	(2,367)	8,825
Payment for structured stock repurchase forward contract	(11,440)	—
Repurchase of Class A common stock	(2,667)	—
Principal payments on capital leases	(501)	(591)
Payments for debt issuance costs	(3,658)	(729)
Contributions from noncontrolling interest	1,166	683
Costs associated with stock issuance	—	(87)
Restricted cash	(2,232)	—
Net cash used in financing activities	(17,633)	(40,941)
Net change in cash and cash equivalents	6,482	(31,216)
Cash and cash equivalents at beginning of year	18,999	50,215
Cash and cash equivalents at end of year	$25,481	$18,999

See accompanying notes to Consolidated Financial Statements

CINEDIGM CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Cinedigm Corp. ("Cinedigm," the "Company," "we," "us," or similar pronouns) was incorporated in Delaware on March 31, 2000. We are (i) a leading distributor and aggregator of independent movie, television and other short form content managing a library of distribution rights to thousands of titles and episodes released across digital, physical, theatrical, home and mobile entertainment platforms and (ii) a leading servicer of digital cinema assets in over 12,000 movie screens in both North America and several international countries.

We report our financial results in four primary segments as follows: (1) the first digital cinema deployment ("Phase I Deployment"), (2) the second digital cinema deployment ("Phase II Deployment"), (3) digital cinema services ("Services") and (4) media content and entertainment group ("Content & Entertainment" or "CEG"). The Phase I Deployment and Phase II Deployment segments are the non-recourse, financing vehicles and administrators for our digital cinema equipment (the "Systems") installed in movie theatres throughout the United States, and in Australia and New Zealand. Our Services segment provides fee based support to over 12,000 movie screens in our Phase I Deployment and Phase II Deployment segments, as well as directly to exhibitors and other third party customers, in the form of monitoring, billing, collection and verification services. Our Content & Entertainment segment is focused on: (1) ancillary market aggregation and distribution of entertainment content and; (2) a branded and curated over-the-top ("OTT") digital network business, providing entertainment channels and applications.

We are structured so that our digital cinema business (collectively, the Phase I Deployment, Phase II Deployment and Services segments) operates independently from our Content & Entertainment segment. As of March 31, 2016, we had approximately $116.9 million of outstanding debt principal that relates to, and is serviced by, our digital cinema business and is non-recourse to us. We also had approximately $90.9 million of outstanding debt principal that is a part of our Content & Entertainment and Corporate segments.

In May 2016, we effected a 1-for-10 reverse stock split of our Class A common stock, whereby each 10 shares of our Class A common stock and common stock equivalents were converted into 1 share of Class A common stock. All share and per share amounts in the accompanying Consolidated Financial Statements and these Notes to the Consolidated Financial Statements have been retroactively adjusted to give effect to the reverse stock split.

Liquidity

We have incurred net losses historically and have an accumulated deficit of $342.4 million as of March 31, 2016. We also have significant contractual obligations related to our recourse and non-recourse debt for the fiscal year ending March 31, 2017 and beyond. We may continue to generate net losses for the foreseeable future.

We have plans in place which, when implemented, will effectively mitigate the liquidity conditions described above and ensure the Company will have adequate resources to implement its business strategy and continue as a going-concern for at least a year after these financial statements are available to be issued.

As of March 31, 2016, we have the combination of: (i) our cash and restricted cash balances of $34.5 million and (ii) $0.2 million of remaining availability under our revolving line of credit. In July 2016, we have received $2.0 million of additional capital from a lead lender in the form of a second lien secured loan in July 2016. In addition, we have secured an aggregate of $2.0 million of committed funds from the same lead lender and $0.5 million of committed funds from our Chief Executive Officer in the form of second secured lien loans. These additional funds are expected to be received within 60 days following the initial $2.0 million loan.

We have plans to implement certain cost reduction initiatives during fiscal 2017. These plans have been approved by our board of directors and are expected to achieve savings through personnel reductions, changes to occupancy costs and other related expenses.

We continue to expect cash flows from our Phase I and II deployment operations will be sufficient to satisfy our liquidity and contractual requirements that are linked to these operations.

In addition, as discussed in more detail in Note 6 - Notes Payable, our debt obligations have instituted certain financial and liquidity covenants and capital requirements, and from time to time, we may need to use available capital resources and raise additional capital to satisfy these covenants and requirements.

As discussed above, we raised $2.0 million in second lien secured debt in July 2016. This new capital will be used for general corporate purposes. In addition, we have the ability to raise up to $9.0 million in additional capital by July 31, 2016 in a second closing and we also received a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $500,000 of Loans, in both cases within the following 45 days from the lead lender of the second lien secured debt. The proceeds of this additional financing will be used to expand our content and distribution business and support the growth of our OTT channel business.

The Company has been working at length on a comprehensive set of financing transactions to raise capital and strengthen its balance sheet. These transactions included the second lien loans discussed above and are expected to include, in addition: (i) the issuance of additional loans and (ii) the exchange with holders of the Company's 5.5% convertible notes due 2035 and the Company's 9% subordinate notes due 2018 of (x) such holders' notes for new notes due 2019 at a reduced principal amount than the principal amount of existing notes exchanged, secured on a third lien basis, and (y) shares of Common Stock (the "Exchange").
Although the Company hopes that these additional transactions will be consummated in the near future, it currently has no commitments or definitive agreements from any of the additional potential loan holders other than the commitments of $2.5 million from the lead lender and Mr. McGurk described above, the holders of notes who may participate in the Exchange, or the lenders under the Cinedigm Credit Agreement, whose consent will be required. There can be no assurance that the transactions under discussion will be consummated. Failure to generate adequate revenues, raise additional capital and debtor manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

See Note 13 - Subsequent Events for a full description of the second lien secured debt and the additional financings that are scheduled to take place.

Gaiam Acquisition

On October 21, 2013, our CEG segment acquired a division of Gaiam Americas, Inc. and Gaiam, Inc. (together, "Gaiam") that maintains exclusive distribution rights agreements with large independent studios/content providers, and distributes entertainment content through home video, digital and television distribution channels ("GVE" or the "GVE Acquisition"). The aggregate purchase price for the GVE acquisition was $51.5 million, subject to a working capital adjustment, with (i) $47.5 million paid in cash and 66,698 shares of Class A Common Stock valued at $1.0 million issued upon the closing of the GVE Acquisition, and (ii) $3.0 million to be paid on a deferred basis, of which $1.0 million was paid and the remainder was settled through the collection of a receivable during the fiscal year ended March 31, 2014. Upon the closing of the GVE Acquisition, GVE became part of our Content & Entertainment segment.

During the fiscal year ended March 31, 2015, measurement period adjustments were made to the purchase price allocation of the GVE Acquisition. During the three months ended June 30, 2014, we wrote-off $2.5 million of unrecoverable advances acquired in connection with the GVE Acquisition. Furthermore, during the three months ended September 30, 2014, we increased our estimate of the liabilities that were assumed in connection with the GVE Acquisition due to information that was communicated to us after the conclusion of our transition services agreement with Gaiam, but existed prior to the acquisition. As a result, we increased accounts payable and accrued expenses by $4.8 million.

Sale of Software

During the fiscal year ended March 31, 2014, we made the strategic decision to discontinue and exit our software business and therefore executed a plan of sale for Hollywood Software, Inc. d/b/a Cinedigm Software ("Software"), our direct, wholly owned subsidiary, in order to focus on theatrical releasing, physical and digital distribution of aggregated content and servicing our existing digital cinema business. Furthermore, we believed that Software, which was previously included in our Services segment, no longer complemented our businesses. As a result, Software has been reclassified as discontinued operations for all periods presented. On September 23, 2014, we completed the sale of Software to a third party and recognized a loss on sale of $3.3 million for the year ended March 31, 2015.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION AND CONSOLIDATION

Our consolidated financial statements include the accounts of Cinedigm and its wholly owned and majority owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Investments in which we do not have a controlling interest or are not the primary beneficiary, but have the ability to exert significant influence, are accounted for under the equity method of accounting. Noncontrolling interests for which we have been determined to be the primary beneficiary are consolidated and recorded net of tax as net income (loss) attributable to noncontrolling interest. See Note 5 - Other Interests to the Consolidated Financial Statements for a discussion of our noncontrolling interests.

RECLASSIFICATIONS

We have reclassified certain amounts previously reported in our consolidated financial statements to conform to the current presentation, including reclassifying a contribution from non-controlling interest in the amount of $0.8 million from investing activities to financing activities in the statement of cash flows. Effective September 30, 2015, we elected to change our method of presentation relating to debt issuance costs in accordance with Financial Accounting Standards Board ("FASB") ASU 2015-03 - Simplifying the Presentation of Debt Issuance Costs. Prior to September 30, 2015, our policy was to present debt issuance costs in Other Assets on the Condensed Consolidated Balance Sheets, net of accumulated amortization. Beginning with the period ended September 30, 2015, we have presented these costs as a direct deduction to notes payable. Unamortized debt issuance costs of $6.7 million previously reported as assets on our Consolidated Balance Sheet as of March 31, 2015 have been reclassified as a direct deduction to notes payable.

USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the assets and liabilities, disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include the adequacy of accounts receivable reserves, return reserves, inventory reserves, recovery of advances, minimum guarantees, assessment of goodwill and intangible asset impairment and valuation allowances for income taxes. Actual results could differ from these estimates.

CASH AND CASH EQUIVALENTS

We consider all highly liquid investments with an original maturity of three months or less to be “cash equivalents.” We maintain bank accounts with major banks, which, from time to time, may exceed the Federal Deposit Insurance Corporation’s insured limits. We periodically assess the financial condition of the institutions and believe that the risk of any loss is minimal.

ACCOUNTS RECEIVABLE

We maintain reserves for potential credit losses on accounts receivable. We review the composition of accounts receivable and analyze historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Reserves are recorded primarily on a specific identification basis.

Our Content & Entertainment segment recognizes accounts receivable, net of an estimated allowance for product returns and customer chargebacks, at the time that it recognizes revenue from a sale. We base the amount of the returns allowance and customer chargebacks upon historical experience and future expectations.

We record accounts receivable, long-term in connection with activation fees that we earn from Systems deployments that have extended payment terms. Such accounts receivable are discounted to their present value at prevailing market rates.

UNBILLED AND DEFERRED REVENUE

Unbilled revenue represent amounts recognized as revenue for which invoices have not yet been sent to clients. Deferred revenue represents amounts billed or payments received for which revenue has not yet been earned.

ADVANCES

Advances, which are recorded within prepaid and other current assets within the Consolidated Balance Sheets, represent amounts prepaid to studios or content producers for which we provide content distribution services. We evaluate advances regularly for recoverability and record charges for amounts that we expect may not be recoverable as of the consolidated balance sheet date.

INVENTORY, NET

Inventory consists of finished goods of Company owned physical DVD and Blu-ray Disc titles and is stated at the lower of cost (determined based on weighted average cost) or market. We identify inventory items to be written down for obsolescence based on their sales status and condition. We write down discontinued or slow moving inventories based on an estimate of the markdown to retail price needed to sell through our current stock level of the inventories.

RESTRICTED CASH

Our 2013 Term Loans and Prospect Loan require that we maintain specified cash balances that are restricted to repayment of interest thereunder. In addition, during the year ended March 31, 2016, certain terms of the Cinedigm Credit Agreement were amended which require us to maintain a specified cash balance restricted to the repayment of interest on the Convertible Notes (see Note 6 - Notes Payable).

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation expense is recorded using the straight-line method over the estimated useful lives of the respective assets as follows:

Computer equipment and software	3 - 5 years
Digital cinema projection systems	10 years
Machinery and equipment	3 - 10 years
Furniture and fixtures	3 - 6 years

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the leasehold improvements. Maintenance and repair costs are charged to expense as incurred. Major renewals, improvements and additions are capitalized. Upon the sale or other disposition of any property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and the gain or loss on disposal is included in the consolidated statements of operations.

ACCOUNTING FOR DERIVATIVE ACTIVITIES

Derivative financial instruments are recorded at fair value. Changes in the fair value of derivative financial instruments are either recognized in accumulated other comprehensive loss (a component of stockholders' deficit) or in the consolidated statements of operations depending on whether the derivative qualifies for hedge accounting. We entered into two separate interest rate cap transactions during the fiscal year ended March 31, 2013 to limit our exposure to interest rates related to our 2013 Term Loans and Prospect Loan. The interest rate cap on the 2013 Term Loans matured in March 2016 and the interest rate cap on the Prospect Loan matures March of 2018. We have not sought hedge accounting treatment for these instruments and therefore, changes in the value of our Interest Rate Swaps and caps were recorded in the consolidated statements of operations.

FAIR VALUE MEASUREMENTS

The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 – quoted prices in active markets for identical investments

- Level 2 – other significant observable inputs (including quoted prices for similar investments and market corroborated inputs)
- Level 3 – significant unobservable inputs (including our own assumptions in determining the fair value of investments)

Assets and liabilities measured at fair value on a recurring basis use the market approach, where prices and other relevant information are generated by market transactions involving identical or comparable assets or liabilities.

The following tables summarize the levels of fair value measurements of our financial assets and liabilities:

(In thousands)	As of March 31, 2016 Level 1	Level 2	Level 3	Total
Restricted cash	$8,983	$ —	$ —	$8,983
Interest rate derivatives	—	12	—	12
	$8,983	$ 12	$ —	$8,995

(In thousands)	As of March 31, 2015 Level 1	Level 2	Level 3	Total
Restricted cash	$6,751	$—	$ —	$6,751
Interest rate derivatives	—	208	—	208
	$6,751	$208	$ —	$6,959

Our cash and cash equivalents, accounts receivable, unbilled revenue and accounts payable and accrued expenses are financial instruments that are recorded at cost in the Consolidated Balance Sheets because the estimated fair values of these financial instruments approximate their carrying amounts due to their short-term nature. The carrying amount of accounts receivable, long-term and notes receivable approximates fair value based on the discounted cash flows of such instruments using current assumptions at the balance sheet date. At March 31, 2016 and 2015, the estimated fair value of our fixed rate debt was $88.7 million and $32.4 million, respectively, compared to its carrying amounts of $87.4 million and $31.6 million, respectively. At March 31, 2016 and 2015, the estimated fair value of our variable rate debt was $119.4 million and $170.2 million, respectively, compared to a carrying amount of $119.4 million and $171.8 million. We estimated the fair value of debt based upon current interest rates available to us at the respective balance sheet dates for arrangements with similar terms and conditions. Based on borrowing rates currently available to us for loans with similar terms, the carrying value of notes payable and capital lease obligations approximates fair value.

IMPAIRMENT OF LONG-LIVED AND FINITE-LIVED ASSETS

We review the recoverability of our long-lived assets and finite-lived intangible assets, when events or conditions occur that indicate a possible impairment exists. The assessment for recoverability is based primarily on our ability to recover the carrying value of our long-lived and finite-lived assets from expected future undiscounted net cash flows. If the total of expected future undiscounted cash flows is less than the total carrying value of the assets, the asset is deemed not to be recoverable and possibly impaired. We then estimate the fair value of the asset to determine whether an impairment loss should be recognized. An impairment loss will be recognized if the asset's fair value is determined to be less than its carrying value. Fair value is determined by computing the expected future discounted cash flows. During the fiscal years ended March 31, 2016 and 2015, no impairment charge from continuing operations for long-lived assets or finite-lived assets was recorded.

GOODWILL

Goodwill is the excess of the purchase price paid over the fair value of the net assets of an acquired business. Goodwill is tested for impairment on an annual basis or more often if warranted by events or changes in circumstances indicating that the carrying value may exceed fair value, also known as impairment indicators.

Inherent in the fair value determination for each reporting unit are certain judgments and estimates relating to future cash flows, including management’s interpretation of current economic indicators and market conditions, and assumptions about our strategic plans with regard to its operations. To the extent additional information arises, market conditions change or our strategies change, it is possible that the conclusion regarding whether our remaining goodwill is impaired could change and result in future goodwill impairment charges that will have a material effect on our consolidated financial position or results of operations.

We apply the applicable accounting guidance when testing goodwill for impairment, which permits us to make a qualitative assessment of whether goodwill is impaired, or opt to bypass the qualitative assessment, and proceed directly to performing the first step of the two-step impairment test. If we perform a qualitative assessment and conclude it is more likely than not that the fair value of a reporting unit exceeds its carrying value, goodwill is not considered impaired and the two-step impairment test is unnecessary. However, if we conclude otherwise, we are required to perform the first step of the two-step impairment test.

We have the unconditional option to bypass the qualitative assessment for any reporting unit and proceed directly to performing the first step of the goodwill impairment test. We may resume performing the qualitative assessment in any subsequent period.

For reporting units where we decide to perform a qualitative assessment, we assess and make judgments regarding a variety of factors which potentially impact the fair value of a reporting unit, including general economic conditions, industry and market-specific conditions, customer behavior, cost factors, our financial performance and trends, our strategies and business plans, capital requirements, management and personnel issues, and our stock price, among others. We then consider the totality of these and other factors, placing more weight on the events and circumstances that are judged to most affect a reporting unit's fair value or the carrying amount of its net assets, to reach a qualitative conclusion regarding whether it is more likely than not that the fair value of a reporting unit exceeds its carrying amount.

For reporting units where we decide to perform a quantitative testing approach in order to test goodwill, a determination of the fair value of our reporting units is required and is based, among other things, on estimates of future operating performance of the reporting unit and/or the component of the entity being valued. This impairment test includes the projection and discounting of cash flows, analysis of our market factors impacting the businesses we operate and estimating the fair values of tangible and intangible assets and liabilities. Estimating future cash flows and determining their present values are based upon, among other things, certain assumptions about expected future operating performance and appropriate discount rates determined by us.

The discounted cash flow methodology establishes fair value by estimating the present value of the projected future cash flows to be generated from the reporting unit. The discount rate applied to the projected future cash flows to arrive at the present value is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected future cash flows. The discounted cash flow methodology uses projections of financial performance for a five-year period. The most significant assumptions used in the discounted cash flow methodology are the discount rate and expected future revenues and gross margins, which vary among reporting units. The market participant based weighted average cost of capital for each unit gives consideration to factors including, but not limited to, capital structure, historic and projected financial performance, industry risk and size.

During the year ended March 31, 2016, we performed goodwill impairment testing on an interim basis, as of September 30, 2015, because our CEG business was expected to under-perform the expectations that we had set for the 2016 fiscal year. The impairment testing as of September 30, 2015 determined that our CEG reporting unit had a fair value less than the unit's carrying amount, which resulted in an $18.0 million impairment charge to goodwill as of such date.

The goodwill impairment recorded in fiscal 2016 was primarily a result of reduced expectations of future cash flows to be generated by our CEG reporting unit, reflecting the continuing decline in consumer demand for packaged goods in favor of films in downloadable form and slower than expected growth in our OTT channel business. Future decreases in the fair value of our CEG reporting unit may require us to record additional goodwill impairment, particularly if our expectations of future cash flows are not achieved.

In determining fair value of the CEG reporting unit, we used various assumptions, including expectations of future cash flows based on projections or forecasts derived from analysis of business prospects, economic or market trends and any regulatory changes that may occur. We estimated the fair value of the reporting unit using a net present value methodology, which is dependent on significant assumptions related to estimated future discounted cash flows, discount rates and tax rates. The assumptions for the goodwill impairment test should not be construed as earnings guidance or long-term projections. Our cash flow assumptions are based on a 5-year internal projection of adjusted EBITDA for the Content & Entertainment reporting unit. We assumed a market-based weighted average cost of capital of 17% to discount cash flows for our CEG segment and used a blended federal and state tax rate of 40% during the interim goodwill impairment testing as of September 30, 2015 and in each of the years ended March 31, 2016 and 2015. Based on such assumptions, the estimated fair value of the Content & Entertainment reporting unit as calculated for goodwill testing purposes exceeded its carrying value as of March 31, 2016, and therefore we did not record any additional goodwill impairment in connection with our annual testing in the fourth quarter ended March 31, 2016.

Information related to the goodwill allocated to our Content & Entertainment segment is as follows:

(In thousands)	Goodwill
As of April 1, 2014	$25,494
Measurement period adjustments to the GVE Acquisition	7,207
Goodwill impairment	(6,000)
As of March 31, 2015	26,701
Goodwill impairment	(18,000)
As of March 31, 2016	$8,701

Gross amounts of goodwill and accumulated impairment charges that we have recorded are as follows:

(In thousands)	
Goodwill	$32,701
Accumulated impairment losses	(24,000)
Net goodwill at March 31, 2016	$8,701

PARTICIPATIONS AND ROYALTIES PAYABLE

When we use third parties to distribute company owned content, we record participations payable, which represent amounts owed to the distributor under revenue-sharing arrangements. When we provide content distribution services, we record accounts payable and accrued expenses to studios or content producers for royalties owed under licensing arrangements. We identify and record as a reduction to the liability any expenses that are to be reimbursed to us by such studios or content producers. At March 31, 2016 and 2015, participations payable were $27.5 million and $37.8 million, respectively.

DEBT ISSUANCE COSTS

We incur debt issuance costs in connection with long-term debt financings. Such costs are recorded as a direct deduction to notes payable and amortized over the terms of the respective debt obligations using the effective interest rate method. Debt issuance costs recorded in connection with revolving debt arrangements are presented in other assets on the Consolidated Balance Sheets and are amortized over the term of the revolving debt agreements using the effective interest rate method.

REVENUE RECOGNITION

Phase I Deployment and Phase II Deployment

Virtual print fees (“VPFs”) are earned, net of administrative fees, pursuant to contracts with movie studios and distributors, whereby amounts are payable by a studio to Phase 1 DC, CDF I and to Phase 2 DC when movies distributed by the studio are displayed on screens utilizing our Systems installed in movie theatres. VPFs are earned and payable to Phase 1 DC and CDF I based on a defined fee schedule with a reduced VPF rate year over year until the sixth year (calendar year 2011) at which point the VPF rate remains unchanged through the tenth year until the VPFs phase out. One VPF is payable for every digital title displayed per System. The amount of VPF revenue is dependent on the number of movie titles released and displayed using the Systems in any given accounting period. VPF revenue is recognized in the period in which the digital title first plays on a System for general audience viewing in a digitally equipped movie theatre, as Phase 1 DC’s, CDF I's and Phase 2 DC’s performance obligations have been substantially met at that time.

Beginning in December 2015, certain Phase 1 DC Systems began to reach the conclusion of their deployment payment period with certain distributors and, therefore, VPF revenues ceased to be recognized on such Systems. Furthermore, because the Phase I deployment installation period ended in November 2007, a majority of the VPF revenue associated with the Phase I systems will end by November 2017. While the absence of such revenue was not material to our consolidated financial statements during the fiscal year ending March 31, 2016, it is expected to have a material impact in subsequent periods. As of March 31, 2016, 101 of the systems in our Phase I deployment had ceased to earn VPF revenue from certain major studios. By December 2016, we expect that more than 50% of our Phase I deployment systems will cease to earn VPF revenue from certain major studios and by December 2017, we expect that nearly all of our Phase I deployment systems will no longer earn VPF revenue from certain major studios. We expect to continue to earn ancillary revenue streams from the Phase I deployment Systems through December of 2020; however, such amounts are expected to be significantly less material to our consolidated financial statements.

The expected reduction in VPF revenue on our Phase I systems is scheduled to approximately coincide with the conclusion of certain of our non-recourse debt obligations and, therefore, we expect that reduced cash outflows related to such non-recourse debt obligations will partially offset reduced VPF revenue after November 2017.

Phase 2 DC's agreements with distributors require the payment of VPFs, according to a defined fee schedule, for ten years from the date each system is installed; however, Phase 2 DC may no longer collect VPFs once "cost recoupment," as defined in the contracts with movie studios and distributors, is achieved. Cost recoupment will occur once the cumulative VPFs and other cash receipts collected by Phase 2 DC have equaled the total of all cash outflows, including the purchase price of all Systems, all financing costs, all "overhead and ongoing costs", as defined, and including service fees, subject to maximum agreed upon amounts during the three-year rollout period and thereafter. Further, if cost recoupment occurs before the end of the eighth contract year, the studios will pay us a one-time "cost recoupment bonus." Any other cash flows, net of expenses, received by Phase 2 DC following the achievement of cost recoupment are required to be returned to the distributors on a pro-rata basis. At this time, we cannot estimate the timing or probability of the achievement of cost recoupment. Beginning in December 2018, certain Phase 2 DC Systems will have reached the conclusion of their deployment payment period, subject to earlier achievement of cost recoupment. In accordance with existing agreements with distributors, VPF revenues will cease to be recognized on such Systems. Because the Phase II deployment installation period ended in December 2012, a majority of the VPF revenue associated with the Phase II systems will end by December 2022 or earlier if cost recoupment is achieved.

Alternative content fees ("ACFs") are earned pursuant to contracts with movie exhibitors, whereby amounts are payable to Phase 1 DC, CDF I and to Phase 2 DC, generally either a fixed amount or as a percentage of the applicable box office revenue derived from the exhibitor's showing of content other than feature movies, such as concerts and sporting events (typically referred to as "alternative content"). ACF revenue is recognized in the period in which the alternative content first opens for audience viewing.

Revenues earned in connection with up front exhibitor contributions are deferred and recognized over the expected cost recoupment period.

Services

Exhibitors who purchased and own Systems using their own financing in the Phase II Deployment paid us an upfront activation fee of approximately $2.0 thousand per screen (the "Exhibitor-Buyer Structure"). Upfront activation fees were recognized in the period in which these Systems were delivered and ready for content, as we had no further obligations to the customer after that time and collection was reasonably assured. In addition, we recognize activation fee revenue of between $1.0 thousand and $2.0 thousand on Phase 2 DC Systems and for Systems installed by CDF2 Holdings, a related party, (See Note 5 - Other Interests) upon installation and such fees are generally collected upfront upon installation. Our services segment manages and collects VPFs on behalf of exhibitors, for which it earns an administrative fee equal to 10% of the VPFs collected.

Our Services segment earns an administrative fee of approximately 5% of VPFs collected and, in addition, earns an incentive service fee equal to 2.5% of the VPFs earned by Phase 1 DC. This administrative fee is recognized in the period in which the billing of VPFs occurs, as performance obligations have been substantially met at that time.

Content & Entertainment

CEG earns fees for the distribution of content in the home entertainment markets via several distribution channels, including digital, VOD, and physical goods (e.g. DVD and Blu-ray Discs). Fees earned are typically based on the gross amounts billed to our customers less the amounts owed to the media studios or content producers under distribution agreements, and gross media sales of owned or licensed content. Depending upon the nature of the agreements with the platform and content providers, the fee rate that we earn varies. Generally, revenues are recognized when content is available for subscription on the digital platform, at the time of shipment for physical goods, or point-of-sale for transactional and VOD services. Reserves for sales returns and other allowances are recorded based upon historical experience. If actual future returns and allowances differ from past experience, adjustments to our allowances may be required. Sales returns and allowances are reported as a reduction of revenues.

CEG also has contracts for the theatrical distribution of third party feature movies and alternative content. CEG's distribution fee revenue and CEG's participation in box office receipts is recognized at the time a feature movie and alternative content are viewed. CEG has the right to receive or bill a portion of the theatrical distribution fee in advance of the exhibition date, and therefore such amount is recorded as a receivable at the time of execution, and all related distribution revenue is deferred until the third party feature movies' or alternative content's theatrical release date.

Revenue is deferred in cases where a portion or the entire contract amount cannot be recognized as revenue due to non-delivery of services. Such amounts are classified as deferred revenue and are recognized as earned revenue in accordance with our revenue recognition policies described above.

DIRECT OPERATING COSTS

Direct operating costs consist of operating costs such as cost of goods sold, fulfillment expenses, shipping costs, property taxes and insurance on Systems, royalty expenses, marketing and direct personnel costs.

ADVERTISING

Advertising costs are expensed as incurred and are included in selling, general and administrative expenses. For the fiscal years ended March 31, 2016 and 2015, we recorded advertising costs of $0.3 million and $0.1 million, respectively.

STOCK-BASED COMPENSATION

Employee and director stock-based compensation expense from continuing operations related to our stock-based awards was as follows:

	For the Fiscal Year Ended March 31,	
(In thousands)	2016	2015
Direct operating	$16	$17
Selling, general and administrative	1,816	2,134
Total stock-based compensation expense	$1,832	$2,151

The weighted-average grant-date fair value of options granted during the fiscal years ended March 31, 2016 and 2015 was $7.94 and $20.40, respectively. There were 2,500 and 14,100 stock options exercised during the fiscal years ended March 31, 2016 and 2015, respectively.

We estimated the fair value of stock options at the date of each grant using a Black-Scholes option valuation model with the following assumptions:

	For the Fiscal Year Ended March 31,	
Assumptions for Option Grants	2016	2015
Range of risk-free interest rates	1.4% - 1.7%	1.4% - 1.8%
Dividend yield	—	—
Expected life (years)	5	5
Range of expected volatilities	70.6 - 72.5%	70.4% - 72.1%

The risk-free interest rate used in the Black-Scholes option-pricing model for options granted under our stock option plan awards is the historical yield on U.S. Treasury securities with equivalent remaining lives. We do not currently anticipate paying any cash dividends on Class A common stock in the foreseeable future. As a result, an expected dividend yield of zero is used in the Black-Scholes option-pricing model. We estimate the expected life of options granted under our stock option plans using both exercise behavior and post-vesting termination behavior, as well as consideration of outstanding options. We estimate expected volatility for options granted under our stock option plans based on a measure of our Class A common stock's historical volatility in the trading market.

NET LOSS PER SHARE ATTRIBUTABLE TO COMMON SHAREHOLDERS

Basic and diluted net loss per common share has been calculated as follows:

	Net loss attributable to common shareholders
Basic and diluted net loss per common share attributable to common shareholders =	Weighted average number of common stock shares outstanding during the period

Stock issued and treasury stock repurchased during the period are weighted for the portion of the period that they are outstanding. The shares to be repurchased in connection with the forward stock purchase transaction discussed in Note 7 - Stockholders' Deficit are considered repurchased for the purposes of calculating net loss per share and therefore the calculation of weighted average shares outstanding as of March 31, 2016 excludes 1,179,138 shares that will be repurchased as a result of the forward stock purchase transaction.

Loss per share from continuing operations is calculated similarly to basic and diluted loss per common share attributable to common shareholders, except that it uses loss from continuing operations in the numerator and takes into account the net loss attributable to noncontrolling interest.

Shares issued and any shares that are reacquired during the period are weighted for the portion of the period that they are outstanding.

We incurred net losses for the fiscal years ended March 31, 2016 and 2015 and therefore the impact of potentially dilutive common shares from outstanding stock options and warrants totaling 2,710,866 shares and 2,869,605 shares, were excluded from the computation of net loss per share for the fiscal years ended March 31, 2016 and 2015, respectively, as their impact would have been anti-dilutive.

COMPREHENSIVE LOSS

As of March 31, 2016 and 2015, our comprehensive loss consisted of net loss and foreign currency translation adjustments.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued new accounting guidance on revenue recognition. The new standard provides for a single five-step model to be applied to all revenue contracts with customers as well as requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. The guidance will be effective during our fiscal year ending March 31, 2019 with early adoption permitted. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In June 2014, the FASB issued an accounting standards update, which provides additional guidance on how to account for share-based payments where the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite period is treated as a performance condition. The guidance will be effective during our fiscal year ending March 31, 2017. We are currently evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements. The standards update may be applied (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In August 2014, the FASB amended accounting guidance pertaining to going concern considerations by company management. The amendments in this update state that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The guidance will be effective during our fiscal year ending March 31, 2018. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued an accounting standards update, which amended accounting guidance on consolidation. The amendments affect reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The update will be effective during our fiscal year ending March 31, 2017. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In April 2015, the FASB issued new guidance related to the customer’s accounting for fees paid in a cloud computing arrangement, which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In July 2015, the FASB issued an accounting standards update that requires an entity to measure inventory balances at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments in this update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is currently evaluating the impact of the new guidance to the consolidated financial statements.

In September 2015, the FASB issued new guidance with respect to Business Combinations. The new guidance requires the acquirer in a Business Combination to recognize provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The new guidance is effective for public entities for which fiscal years begin after December 15, 2016, and interim periods within the fiscal years beginning after December 31, 2017. The accounting standard must be applied prospectively to adjustments to provisional amounts that occur after the effective date, with early adoption permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued new guidance related to the balance sheet classification of income taxes. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. We do not believe the adoption of the new financial instruments standard will have a material impact on our consolidated financial statements.

In January 2016, the FASB issued new guidance related to financial instruments, which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The standard will be effective beginning in the first quarter of our 2019 fiscal year and early adoption is not permitted. We do not believe the adoption of the new financial instruments standard will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued new guidance related to the accounting for leases. The new standard will replace all current U.S. GAAP guidance on this topic. The new standard, amongst other things, requires a lessee to classify a lease as either a finance or operating lease in which lessees will need to recognize a right-of-use asset and a lease liability for their leases. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. Classification will be based on criteria that are largely similar to those applied in current lease accounting. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and will require application of the new guidance at the beginning of the earliest comparative period presented. We are evaluating the impact of this new accounting guidance on our consolidated financial statements.

In March 2016, the FASB issued new guidance in an effort to simplify accounting for share-based payments. The new standard, amongst other things:

- will require that all excess tax benefits and tax deficiencies be recorded as income tax expense or benefit in the statement of operations and that the tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur;
- will require excess tax benefits from share-based payments to be reported as operating activities on the statement of cash flows; and
- permits an accounting policy election to either estimate the number of awards that are expected to vest using an estimated forfeiture rate, as currently required, or account for forfeitures when they occur.

The new standard is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. We do not expect the impact of this new accounting guidance to have a material impact on our consolidated financial statements.

3. DISCONTINUED OPERATIONS

On September 23, 2014, we completed the sale of Hollywood Software, Inc. d/b/a Cinedigm Software to a third party for cash consideration of $3.0 million and recognized a loss on sale of $3.3 million for the year ended March 31, 2015. There is no tax provision or benefit related to the discontinued operation.

The results of Software have been reclassified as discontinued operations for the fiscal year ended March 31, 2015. Income from discontinued operations for the period was as follows:

(In thousands)	For the Fiscal Year Ended March 31, 2015
Revenues	$1,968
Costs and Expenses:	
Direct operating	326
Selling, general and administrative	1,435
Research and development	14
Total operating expenses	1,775
Income from operations	193
Other expense, net	(93)
Income from discontinued operations	$100

4. CONSOLIDATED BALANCE SHEET COMPONENTS

ACCOUNTS RECEIVABLE

Accounts receivable, net consisted of the following:

	As of March 31,	
(In thousands)	2016	2015
Trade receivables	$54,424	$60,188
Allowance for doubtful accounts	(1,526)	(597)
Total accounts receivable, net	$52,898	$59,591

PREPAID AND OTHER CURRENT ASSETS

Prepaid and other current assets consisted of the following:

	As of March 31,	
(In thousands)	2016	2015
Non-trade accounts receivable, net	$3,805	$4,271
Advances	9,775	12,551
Due from producers	1,485	1,580
Prepaid insurance	60	207
Other prepaid expenses	747	1,469
Total prepaid and other current assets	$15,872	$20,078

PROPERTY AND EQUIPMENT

Property and equipment, net consisted of the following:

	As of March 31,	
(In thousands)	2016	2015
Leasehold improvements	$824	$821
Computer equipment and software	9,400	9,590
Digital cinema projection systems	360,651	360,744

Machinery and equipment	592	546
Furniture and fixtures	382	380
	371,849	372,081
Less - accumulated depreciation and amortization	(310,109)	(273,520)
Total property and equipment, net	$61,740	$98,561

Total depreciation and amortization of property and equipment was $37.3 million and $37.5 million for the fiscal years ended March 31, 2016 and 2015, respectively. Amortization of capital leases included in depreciation and amortization of property and equipment was $0.7 million and $0.8 million for the fiscal years ended March 31, 2016 and 2015, respectively.

INTANGIBLE ASSETS

Intangible assets, net consisted of the following:

	As of March 31, 2016			
(In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Amount	Useful Life (years)
Trademarks	$112	$ (99)	$13	3
Customer relationships and contracts	21,968	(7,048)	14,920	3-15
Theatre relationships	550	(344)	206	10-12
Content library	19,767	(9,101)	10,666	5-6
Favorable lease agreement	1,193	(1,058)	135	4
	$43,590	$ (17,650)	$25,940	

(In thousands)	As of March 31, 2015 Gross Carrying Amount	Accumulated Amortization	Net Amount	Useful Life (years)
Trademarks	$105	$ (92)	$13	3
Customer relationships and contracts	21,968	(4,942)	17,026	3-15
Theatre relationships	550	(298)	252	10-12
Covenants not to compete	508	(508)	—	3-5
Content library	19,767	(5,679)	14,088	5-6
Favorable lease agreement	1,193	(788)	405	4
	$44,091	$ (12,307)	$31,784	

Amortization expense related to intangible assets was $5.9 million and $5.9 million for the fiscal years ended March 31, 2016 and 2015 , respectively. We did not record any impairment of intangible assets from continuing operations during the fiscal years ended March 31, 2016 and 2015.

Based on identified intangible assets that are subject to amortization as of March 31, 2016, we expect future amortization expense for each period to be as follows (dollars in thousands):

Fiscal years ending March 31,	
2017	$5,663
2018	$5,528
2019	$5,528
2020	$2,505
2021	$2,106

ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following:

	As of March 31,	
(In thousands)	2016	2015
Accounts payable	$30,866	$30,903
Participations and royalties payable	27,463	37,766
Accrued compensation and benefits	2,580	1,212
Accrued taxes payable	347	224
Interest payable	1,737	208
Accrued restructuring and transition expenses	505	—
Accrued other expenses	5,019	6,834
Total accounts payable and accrued expenses	$68,517	$77,147

5. OTHER INTERESTS

Investment in CDF2 Holdings

We indirectly own 100% of the common equity of CDF2 Holdings, LLC ("CDF2 Holdings"), which was created for the purpose of capitalizing on the conversion of the exhibition industry from film to digital technology. CDF2 Holdings assists its customers in procuring the equipment necessary to convert their Systems to digital technology by providing financing, equipment, installation and related ongoing services.

CDF2 Holdings is a Variable Interest Entity (“VIE”), as defined in Accounting Standards Codification Topic 810 ("ASC 810"), “Consolidation." ASC 810 requires the consolidation of VIEs by an entity that has a controlling financial interest in the VIE which entity is thereby defined as the primary beneficiary of the VIE. To be a primary beneficiary, an entity must have the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, among other factors. Although we indirectly, wholly own CDF2 Holdings, we, a third party that also has a variable interest in CDF2 Holdings, and an independent third party manager must mutually approve all business activities and transactions that significantly impact CDF2 Holdings' economic performance. We have therefore assessed our variable interests in CDF2 Holdings and determined that we are not the primary beneficiary of CDF2 Holdings. As a result, CDF2 Holdings' financial position and results of operations are not consolidated in our financial position and results of operations. In completing our assessment, we identified the activities that we consider most significant to the economic performance of CDF2 Holdings and determined that we do not have the power to direct those activities, and therefore we account for our investment in CDF2 Holdings under the equity method of accounting.

As of March 31, 2016 and 2015, our maximum exposure to loss, as it relates to the non-consolidated CDF2 Holdings entity, represents accounts receivable for service fees under a master service agreement with CDF2 Holdings. Such accounts receivable were $0.4 million and $0.3 million as of March 31, 2016 and 2015, respectively, which are included within our accounts receivable, net on the accompanying Consolidated Balance Sheets.

During the fiscal years ended March 31, 2016 and 2015, we received $1.2 million and $1.2 million, respectively, in aggregate revenues through digital cinema servicing fees from CDF2 Holdings, which are included in our revenues on the accompanying Consolidated Statements of Operations.

Total Stockholder's Deficit of CDF2 Holdings at March 31, 2016 and 2015 was $11.9 million and $6.7 million, respectively. We have no obligation to fund the operating loss or the stockholder's deficit beyond our initial investment of $2.0 million and accordingly, we have recorded our investment in CDF2 Holdings on our Consolidated Balance Sheets at $0 as of March 31, 2016 and 2015.

Majority Interest in CONtv

In June 2014, we and Wizard World, Inc. ("Wizard World") formed CON TV, LLC (“CONtv”) to fund, design, create, launch, and operate a worldwide digital network that creates original content, and sells and distributes on-demand digital content via the Internet and other consumer digital distribution platforms, such as gaming consoles, set-top boxes, handsets, and tablets.

In November 2015, we entered into an Amended and Restated Operating Agreement with Wizard World (the noncontrolling interest partner) and other non-voting equity holders. The agreement restructured our business relationship with Wizard World with respect to the ownership and operation of CONtv, and was retroactively effective to July 1, 2015. Pursuant to the terms of the Amended and Restated Operating Agreement, we attained a majority interest in CONtv by increasing our ownership percentage to 85.0% from 47.5%. In connection with increasing our ownership percentage, we reclassified certain capital contributions made by Wizard World to additional paid-in capital, to the extent that such capital contributions were in excess of its amended ownership percentage. In addition, we retroactively reduced the loss attributable to the noncontrolling interest partner to July 1, 2015 in accordance with the Amended and Restated Operating Agreement.

During the year ended March 31, 2016 and 2015, we made capital contributions of $1.4 million and $0.9 million, respectively, to CONtv. Wizard World Inc.'s share of stockholders' deficit in CONtv is reflected as a noncontrolling interest in our Condensed Consolidated Balance Sheets and was $1.2 million and $0.2 million as of March 31, 2016 and 2015, respectively. The noncontrolling interest's share of net loss was $0.8 million and $0.9 million for the years ended March 31, 2016 and 2015, respectively.

6. NOTES PAYABLE

Notes payable consisted of the following:

(In thousands)	As of March 31, 2016		As of March 31, 2015	
	Current Portion	Long Term Portion	Current Portion	Long Term Portion
2013 Term Loans, net of debt discount	$21,188	$9,738	$25,125	$36,418
Prospect Loan	—	66,543	—	67,967
KBC Facilities	7,646	10,998	7,649	19,361
P2 Vendor Note	161	310	125	393
P2 Exhibitor Notes	79	107	74	186
Total non-recourse notes payable	29,074	87,696	32,973	124,325
Less: Unamortized debt issuance costs	—	(4,458)	—	(5,938)
Total non-recourse notes payable, less unamortized debt issuance costs	$29,074	$83,238	$32,973	$118,387
5.5% Convertible Notes Due April 2035	$—	$64,000	$—	$—
Cinedigm Term Loans	—	$—	—	17,965
Cinedigm Revolving Loans	—	21,927	24,294	—
2013 Notes	—	4,079	—	3,785
Total recourse notes payable	$—	$90,006	$24,294	$21,750
Less: Unamortized debt issuance costs	—	(3,068)	—	(750)
Total recourse notes payable, less unamortized debt issuance costs	$—	$86,938	$24,294	$21,000
Total notes payable	$29,074	$170,176	$57,267	$139,387

Non-recourse debt is generally defined as debt whereby the lenders' sole recourse, with respect to defaults, is limited to the value of the asset, which is collateral for the debt. Certain of our subsidiaries are liable with respect to, and their assets serve as collateral for, certain indebtedness for which our assets and the assets of our other subsidiaries that are not parties to the transaction are generally not liable. We have referred to this indebtedness as "non-recourse debt" because the recourse of the lenders is limited to the assets of specific subsidiaries. Such indebtedness includes the Prospect Loan, the KBC Facilities, the 2013 Term Loans, the P2 Vendor Note and the P2 Exhibitor Note.

2013 Term Loans

In February 2013, our CDF I subsidiary entered into an amended and restated credit agreement (the "2013 Credit Agreement") with Société Générale and other lenders. Under the terms of the 2013 Credit Agreement, CDF I may borrow an aggregate principal amount of $130.0 million, $5.0 million of which was allowed to be assigned to an affiliate of CDF I.

Under the 2013 Credit Agreement, each of the 2013 Term loans bear interest, at the option of CDF I, based on a base rate (generally, the bank prime rate) or the one-month LIBOR rate set at a minimum of 1.00%, plus a margin of 1.75% (in the case of base rate loans) or, 2.75% (in the case of LIBOR rate loans). The 2013 Term Loans mature and must be paid in full by February 28, 2018. In addition, CDF I may prepay the 2013 Term Loans, in whole or in part, subject to paying certain breakage costs, if applicable. The one-month LIBOR rate at March 31, 2016 was 0.43%.

The 2013 Credit Agreement also requires each of CDF I's existing and future direct and indirect domestic subsidiaries (the "Guarantors") to guarantee the obligations under the 2013 Credit Agreement with a first priority perfected security interest in all of the collective assets of CDF I and the Guarantors, including real estate owned or leased, and all capital stock or other equity interests in our C/AIX subsidiary, the direct holder of CDF I's equity. The 2013 Credit Agreement contains customary representations, warranties, affirmative covenants, negative covenants and events of default.

Collections of CDF I accounts receivable are deposited into accounts designated to pay certain operating expenses, principal, interest, fees, costs and expenses relating to the 2013 Credit Agreement. Amounts designated for these purposes totaled $6.1 million and $3.9 million as of March 31, 2016 and 2015, respectively, and are included in cash and cash equivalents on our Consolidated Balance Sheets. We also maintain a debt service fund under the 2013 Credit Agreement for future principal and interest payments. As of March 31, 2016 and 2015, the debt service fund had a balance of $5.8 million, which is classified as restricted cash on our Consolidated Balance Sheets.

The balance of the 2013 Term Loans, net of the original issue discount, at March 31, 2016 was as follows:

(In thousands)	As of March 31, 2016	2015
2013 Term Loans, at issuance, net	$125,087	$125,087
Payments to date	(94,043)	(63,348)
Discount on 2013 Term Loans	(118)	(196)
2013 Term Loans, net	30,926	61,543
Less current portion	(21,188)	(25,125)
Total long term portion	$9,738	$36,418

Prospect Loan

In February 2013, our DC Holdings, AccessDM and Phase 2 DC subsidiaries entered into a term loan agreement (the “Prospect Loan”) with Prospect Capital Corporation (“Prospect”), pursuant to which DC Holdings borrowed $70.0 million. The Prospect Loan bears interest at LIBOR plus 9.0% (with a 2.0% LIBOR floor), which is payable in cash, and at an additional 2.50% to be accrued as an increase to the aggregate principal amount of the Prospect Loan until the 2013 Credit Agreement is paid off, at which time all accrued interest will be payable in cash.

Collections of DC Holdings accounts receivable are deposited into accounts designated to pay certain operating expenses, principal, interest, fees, costs and expenses relating to the Prospect Loan. On a quarterly basis, if funds remain after the payment of all such amounts, they are applied to prepay the Prospect Loan. Amounts designated for these purposes, included in cash and cash equivalents on the Consolidated Balance Sheets, totaled $8.7 million and $6.5 million as of March 31, 2016 and 2015, respectively. We also maintain a debt service fund under the Prospect Loan for future principal and interest payments. As of March 31, 2016 and 2015, the debt service fund had a balance of $1.0 million, which is classified as restricted cash on the Consolidated Balance Sheets.

The Prospect Loan matures on March 31, 2021 and may be accelerated upon a change in control (as defined in the agreement) or other events of default as set forth therein and would be subject to mandatory acceleration upon insolvency of DC Holdings. We are permitted to pay the full outstanding balance of the Prospect Loan at any time after the second anniversary of the initial borrowing, subject to the following prepayment penalties:

- 5.0% of the principal amount prepaid between the second and third anniversaries of issuance;
- 4.0% of the principal amount prepaid between the third and fourth anniversaries of issuance;
- 3.0% of the principal amount prepaid between the fourth and fifth anniversaries of issuance;
- 2.0% of the principal amount prepaid between the fifth and sixth anniversary of issuance;
- 1.0% of the principal amount prepaid between the sixth and seventh anniversaries of issuance; and
- No penalty if the balance of the Prospect Loan, including accrued interest, is prepaid thereafter.

The Prospect Loan is secured by, among other things, a first priority pledge of the stock of CDF2 Holdings, our wholly owned unconsolidated subsidiary, the stock of AccessDM, owned by DC Holdings, and the stock of our Phase 2 DC subsidiary, and is also guaranteed by AccessDM and Phase 2 DC. We provide limited financial support to the Prospect Loan not to exceed $1.5 million per year in the event financial performance does not meet certain defined benchmarks.

The Prospect Loan contains customary representations, warranties, affirmative covenants, negative covenants and events of default. The following table summarizes the activity related to the Prospect Loan:

(In thousands)	As of March 31, 2016	2015
Prospect Loan, at issuance	$70,000	$70,000

PIK Interest	4,778	3,640
Payments to date	(8,235)	(5,673)
Prospect Loan, net	$66,543	$67,967
Less current portion	—	—
Total long term portion	$66,543	$67,967

KBC Facilities

F-24

In December 2008, we began entering into multiple credit facilities to fund the purchase of Systems to be installed in movie theatres as part of our Phase II Deployment. There were no draws on the KBC Facilities during the fiscal year ended March 31, 2016. The following table presents a summary of the KBC Facilities (dollar amounts in thousands):

Facility[1]	Credit Facility	Interest Rate[2]	Maturity Date	Outstanding Principal Balance March 31, 2016	Outstanding Principal Balance March 31, 2015
1	22,336	3.75 %	September 2018	7,180	10,371
2	13,312	3.75 %	September 2018	4,034	6,656
3	11,425	3.75 %	March 2019	4,896	6,528
4	6,450	3.75 %	December 2018	2,534	3,455
	$53,523			$18,644	$27,010

1. For each facility, principal is to be repaid in twenty-eight quarterly installments.
2. Each of the facilities bears interest at the three-month LIBOR rate, which was 0.63% at March 31, 2016, plus the interest rate noted above.

5.5% Convertible Notes Due April 2035

On April 29, 2015, we issued $64.0 million aggregate principal amount of unsecured senior convertible notes payable (the "Convertible Notes") that bear interest at a rate of 5.5% per year, payable semiannually. The Convertible Notes will mature on April 15, 2035, unless earlier repurchased , redeemed or converted and are convertible at the option of the holders at any time until the close of business on the business day immediately preceding the maturity date. Upon conversion, we will deliver to holders in respect of each $1,000 principal amount of Convertible Notes being converted a number of shares of our Class A common stock equal to the conversion rate, together with a cash payment in lieu of delivering any fractional share of Class A common stock. The conversion rate applicable to the Convertible Notes on the offering date was 82.45723 shares of Class A common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $12.10 per share of Class A common stock), which is subject to adjustment if certain events occur. Holders of the Convertible Notes may require us to repurchase all or a portion of the Convertible Notes on April 20, 2020, April 20, 2025 and April 20, 2030 and upon the occurrence of certain fundamental changes at a repurchase price in cash equal to 100% of the principal amount of the Convertible Notes to be repurchased plus accrued and unpaid interest, if any. The Convertible Notes will be redeemable by us at our option on or after April 20, 2018 upon the satisfaction of a sale price condition with respect to our Class A common stock and on or after April 20, 2020 without regard to the sale price condition, in each case, at a redemption price in cash equal to 100% of the principal amount of the notes to be repurchased plus accrued and unpaid interest, if any.

The net proceeds from the Convertible Note offering was $60.9 million, after deducting offering expenses. We used $18.6 million of the net proceeds from the offering to repay borrowings under and terminate one of our term loans under our 2013 Credit Agreement, of which $18.2 million was used to pay the remaining principal balance. Concurrently with the closing of the Convertible Notes transaction, we repurchased approximately 272,100 shares of our Class A common stock from certain purchasers of Convertible Notes in privately negotiated transactions for $2.7 million. In addition, $11.4 million of the net proceeds was used to fund the cost of repurchasing approximately 1,179,138 shares of our Class A common stock pursuant to the forward stock purchase agreement described in Note 7 - Stockholders' Deficit. We recorded interest expense of $3.2 million for the year ended March 31, 2016, related to the Convertible Notes.

We recorded debt issuance costs of $3.7 million related to the issuance of the Convertible Notes during the year ended March 31, 2016.

Cinedigm Credit Agreement

On October 17, 2013, we entered into a credit agreement (the “Cinedigm Credit Agreement”) with Société Générale. Under the Cinedigm Credit Agreement, as amended in February 2015 and April 2015, we were permitted to borrow an aggregate principal amount of up to $55.0 million, including term loans of $25.0 million (the “Cinedigm Term Loans”) and revolving loans of up to $30.0 million (the “Cinedigm Revolving Loans”). Interest under the Cinedigm Term Loans was charged at a base rate plus 5.0%, or the Eurodollar rate plus 6.0% until the Cinedigm Term Loan was repaid on April 29, 2015 in connection with the Convertible Notes offering. Until amended on April 29, 2015, as described below, interest on the Cinedigm Revolving Loans was calculated at a base rate of 6.25% or the Eurodollar rate of 1.0% plus 4.0%, with the base rate equal to the highest of (a) the rate quoted by the Wall Street Journal as the "base rate on corporate loans by at least 75% of the nation's largest banks," (b) 0.50% plus the federal funds rate, and (c) the Eurodollar rate plus 4.0%.

We repaid the entire outstanding balance of the Cinedigm Term Loans and amended the terms of the Cinedigm Revolving Loans in connection with our issuance of the Convertible Notes. In connection with the repayment of the Cinedigm Term Loans, we wrote-off certain unamortized debt issuance costs and the discount that remained on the balance of the note payable. As a result, we recorded $0.9 million as a loss on extinguishment of debt for the year ended March 31, 2016.

The April 2015 amendment to the Cinedigm Revolving Loans extended the term of the agreement to March 31, 2018, provided for the release of the equity interests in the subsidiaries that we had previously pledged as collateral, changed the interest rate and replaced all financial covenants with a single debt service coverage ratio test commencing at June 30, 2016 and a $5.0 million minimum liquidity covenant. The Cinedigm Revolving Loans, as amended, bear interest at Base Rate (as defined in the amendment) plus 3.0% or LIBOR plus 4.0%, at our election, but in no event may the elected Base Rate or LIBOR rate be less than 1.0%. Availability under the Cinedigm Revolving Loans was $30.0 million, of which we borrowed $21.9 million as of March 31, 2016. We are permitted to repay the Cinedigm Revolving Loans, at our option, in whole or in part.

Under the amended terms of the Cinedigm Credit Agreement, we are required to maintain a debt service reserve account for the aggregate amount of six months of scheduled interest and principal payments due on the Cinedigm Revolving Loans and Convertible Notes. As a result, the consolidated condensed balance sheet as of March 31, 2016 reflects $2.2 million of restricted cash related to such debt service reserve account. No such debt service account was required to be maintained as of March 31, 2015.

2013 Notes

In October 2013, we entered into securities purchase agreements with certain investors, pursuant to which we sold notes in the aggregate principal amount of $5.0 million (the "2013 Notes") and warrants to purchase an aggregate of 150,000 shares of Class A Common Stock (the "2013 Warrants") to such investors, of which, $0.3 million of said notes were purchased by a member of the board of directors. The proceeds of the sales of the 2013 Notes and 2013 Warrants were used for working capital and general corporate purposes, including financing, in part, the GVE Acquisition. We allocated a proportional value of $1.6 million to the 2013 Warrants using a Black-Scholes option valuation model with the following assumptions:

Risk free interest rate	1.38	%
Dividend yield	—	
Expected life (years)	5	
Expected volatility	76.25	%

We have treated the proportional value of the 2013 Warrants as a debt discount. The debt discount of the 2013 Notes is being amortized through the maturity of the 2013 Notes as interest expense.

The principal amount outstanding under the 2013 Notes is due on October 21, 2018. The 2013 Notes bear interest at 9.0% per annum, payable in quarterly installments over the term of the 2013 Notes. The 2013 Notes may be redeemed at any time on or after October 21, 2015, subject to certain premiums.

At March 31, 2016, we were in compliance with all of our debt covenants.

The aggregate principal repayments on our notes payable, including anticipated PIK interest, are scheduled to be as follows (dollars in thousands):

Fiscal years ending March 31,	
2016	$29,074
2017	40,488
2018	7,710
2019	—
2020	66,543
Thereafter	64,000
	$207,815

7. STOCKHOLDERS' DEFICIT

COMMON STOCK

During the year ended March 31, 2016, we issued shares of Class A common stock as payment for services rendered by our Board of Directors and certain other third-party advisory services, payment of preferred stock dividends and the exercise of employee stock options.

Shares Authorized

In September 2014, we increased the number of shares of Class A Common Stock authorized for issuance by 9,124,100 shares and designated the additional shares as Class A Common Stock. As of March 31, 2016 and 2015, there were 21,000,000 shares of Class A Common Stock and 1,241,000 shares of Class B Common Stock authorized. None of the shares of Class B Common Stock remain available for issuance.

Reverse Stock Split

In May 2016, we effected a 1-for-10 reverse stock split of our Class A common stock, whereby each 10 shares of our Class A common stock and common stock equivalents were converted into 1 share of Class A common stock.

The reverse stock split affected all issued and outstanding shares of our Class A common stock, as well as common stock underlying stock options and warrants outstanding immediately prior to its effectiveness. The reverse stock split proportionally reduced the total number of shares of Class A common stock outstanding and the number of shares of Class A common stock authorized. No fractional shares were issued in connection with the reverse stock split. Fractional shares resulting from the reverse stock split were settled in cash.

PREFERRED STOCK

Cumulative dividends in arrears on the preferred stock at March 31, 2016 and 2015 were $0.1 million. In April 2016, we paid preferred stock dividends accrued at March 31, 2016 in the form of 39,325 shares of our Class A Common Stock.

TREASURY STOCK

In connection with the offering of Convertible Notes, on April 29, 2015, we repurchased 272,100 shares of our Class A common stock from certain purchasers of Convertible Notes in privately negotiated transactions for $2.7 million, which is reflected as treasury stock in our Consolidated Balance Sheet as of March 31, 2016. In addition, we entered into a privately negotiated forward stock purchase transaction with a financial institution, which is one of the lenders under our credit agreement (the "Forward Counterparty"), pursuant to which we paid $11.4 million to purchase 1,179,138 shares of our Class A common stock for settlement that may be settled at any time prior to the fifth year anniversary of the issuance date of the notes. The payment for the forward contract has been reflected as a reduction of Additional Paid-in Capital on our Consolidated Balance Sheet until such time that the forward contract is settled and the shares are legally delivered to and owned by us. Upon settlement of the forward contract and delivery of the stock, we will reclassify such amount to treasury stock.

CINEDIGM'S EQUITY INCENTIVE PLAN

Stock Options

Awards issued under our equity incentive plan (the "Plan") may be in any of the following forms (or a combination thereof) (i) stock option awards; (ii) stock appreciation rights; (iii) stock or restricted stock or restricted stock units; or (iv) performance awards. The Plan provides for the granting of incentive stock options (“ISOs”) with exercise prices not less than the fair market value of our Class A Common Stock on the date of grant. ISOs granted to shareholders having more than 10% of the total combined voting power of the Company must have exercise prices of at least 110% of the fair market value of our Class A Common Stock on the date of grant. ISOs and non-statutory stock options granted under the Plan are subject to vesting provisions, and exercise is subject to the continuous service of the participant. The exercise prices and vesting periods (if any) for non-statutory options are set at the discretion of our compensation committee. Upon a change of control of the Company, all stock options (incentive and non-statutory) that have not previously vested will vest immediately and become fully exercisable. In connection with the grants of stock options under the Plan, we and the participants have executed stock option agreements setting forth the terms of the grants.

The Plan provides for the issuance of up to 1,430,000 shares of Class A Common Stock to employees, outside directors and consultants.

We account for share-based employee compensation plans under the fair value recognition and measurement provisions of GAAP. Those provisions require all share-based payments to employees, including grants of stock-based compensation to be measured based on the grant date fair value of the awards, with the resulting expense generally recognized on a straight-line basis in our consolidated statements of operations over the period during which the employee is required to perform service in exchange for the award. The majority of our awards are earned over a service period of four years.

Share-based compensation expense is recorded net of estimated forfeitures in our consolidated statements of income and as such, only those share-based awards that we expect to vest are recorded. We estimate the forfeiture rate based on historical forfeitures of equity awards and adjust the rate to reflect changes in facts and circumstances, if any.

The following table summarizes the activity of the Plan related to shares issuable pursuant to outstanding options:

	Shares Under Option	Weighted Average Exercise Price Per Share
Balance at March 31, 2014	607,299	$ 17.40
Granted	86,163	15.10
Exercised	(14,100)	14.10
Canceled	(88,494)	27.40
Balance at March 31, 2015	590,868	17.40
Granted	18,500	7.94
Exercised	(2,500)	15.10
Canceled	(244,596)	17.59
Balance at March 31, 2016	362,272	16.50

An analysis of all options outstanding under the Plan as of March 31, 2016 is as follows:

Range of Prices	Options Outstanding	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Aggregate Intrinsic Value (In thousands)
$5.40 - $8.90	6,500	9.5	$ 6.03	$ —
$9.00 - $13.70	26,500	5.8	11.93	—
$14.00 - $23.50	290,018	7.2	14.92	—
$24.40 - $50.00	34,500	7.6	27.42	—
$51.60 - $93.60	3,900	1.3	67.17	—
$102.50 - $102.50	854	0.5	102.50	—
	362,272			$ —

An analysis of all options exercisable under the Plan as of March 31, 2016 is presented below:

Options Weighted Weighted

Exercisable	Average Remaining Life in Years	Average Exercise Price	Aggregate Intrinsic Value (In thousands)
221,805	6.51	$ 16.74	$ —

OPTIONS GRANTED OUTSIDE CINEDIGM’S EQUITY INCENTIVE PLAN

In October 2013, we issued options outside of the Plan to 10 individuals that became employees in connection with an acquisition. The employees received options to purchase an aggregate of 62,000 shares of our Class A Common Stock at an exercise price of $17.50 per share. The options vest and become exercisable in 25% increments on the first four anniversaries of the date of grant, until fully vested after four years, and expire ten years from the date of grant, if unexercised. As of March 31, 2016, there were 47,750 of such options outstanding, of which 24,500 had vested and were exercisable. Each of the options has a remaining contractual life of 7.6 years at March 31, 2016.

In December 2010, we issued options to purchase 450,000 shares of Class A Common Stock outside of the Plan as part of our Chief Executive Officer's initial employment agreement with the Company. Such options have exercise prices per share between $15.00 and $50.00, all of which were vested as of December 2013 and will expire in December 2020. As of March 31, 2016, all such options remained outstanding.

WARRANTS

The following table presents information about outstanding warrants to purchase shares of our Class A common stock as of March 31, 2016. All of the outstanding warrants are fully vested and exercisable.

Recipient	Amount outstanding	Expiration	Exercise price per share
Sageview Capital, L.P	1,673,282	August 2016	$13.10
Strategic management service provider	52,500	July 2021	$17.20 - $30.00
Warrants issued to creditors in connection with the 2013 Notes (the "2013 Warrants")	125,063	October 2018	$18.50

Outstanding warrants held by Sageview Capital, L.P. ("Sageview") contain customary provisions for cashless exercises and anti-dilution adjustments. In addition, the warrants' expiration date may be extended in limited circumstances. On April 29, 2015, the number of shares underlying the warrants issued to Sageview and their related exercise price were adjusted from 1,600,000 and $13.70 to 1,673,282 and $13.10, respectively, to give effect to an anti-dilution adjustment that resulted from the issuance of the Convertible Notes.

Outstanding warrants held by the strategic management service provider were issued in connection with a consulting management services agreement ("MSA"). The warrants may be terminated with 90 days' notice in the event of termination of the MSA.

The 2013 Warrants and related 2013 Notes are subject to certain transfer restrictions.

8. COMMITMENTS AND CONTINGENCIES

LITIGATION

Gaiam Dispute
Since 2014, Gaiam and we have been engaged in various legal disputes relating to Gaiam's sales of its entertainment media distribution business to Cinedigm. In a settlement agreement made effective as of September 29, 2015, Gaiam and we agreed to the following; (1) a mutual release of all claims, with only one exception (described immediately below), that the parties held against each other; (2) the commencement of a further arbitration to resolve our single preserved claim that we did not receive all of the cash collected by Gaiam on our behalf during the transition period following the sale (the "Cash Reconciliation Claim"); and (3) Gaiam would pay $2.3 million to us, which we recorded as income in our second fiscal quarter. In a further settlement agreement executed in January 2016 and made effective

as of December 31, 2015, Gaiam and we agreed to resolve the Cash Reconciliation Claim in exchange for a further payment to us by Gaiam in the amount of $1.6 million, which was recorded in our fourth fiscal quarter.

As a result, all legal disputes between the parties have now been finally and fully settled. The parties' settlements do not constitute an admission by either party of any liability or wrongdoing whatsoever.

We are subject to certain legal proceedings in the ordinary course of business. We do not expect any such items to have a significant impact on our financial position and results of operations and liquidity.

LEASES

We have capital lease obligations covering a facility and computer equipment with an aggregate principal amount of $4.2 million as of March 31, 2016. In May 2011, we completed the sale of certain assets and liabilities of the Pavilion Theatre and ceased to operate it at that time. We have remained the primary obligor on the Pavilion capital lease and therefore, the capital lease obligation and the related assets under the capital lease continue to be reflected on our Consolidated Balance Sheets as of March 31, 2016 and 2015. We have entered into a sub-lease agreement with the unrelated third party purchaser who makes all payments related to the lease and as such, we have no continuing involvement in the operation of the Pavilion Theatre.
We operate from leased properties under non-cancelable operating lease agreements, certain of which contain escalating lease clauses. As of March 31, 2016, obligations under non-cancelable operating leases are due as follows (dollars in thousands):

Fiscal years ending March 31,	
2017	$1,413
2018	1,405
2019	1,279
2020	1,330
2021	1,384
Thereafter	600
	$7,411

Rent expense, included in selling, general and administrative expenses in our Consolidated Statements of Operations, was $1.8 million and $1.6 million for the fiscal years ended March 31, 2016 and 2015, respectively.

9. SUPPLEMENTAL CASH FLOW INFORMATION

	For the Fiscal Year Ended March 31,			
(In thousands)	2016		2015	
Cash interest paid	$	15,045	$	24,069
Accrued dividends on preferred stock	$	89	$	89
Issuance of Class A Common Stock for payment of preferred stock dividends	$	356	$	267

10. SEGMENT INFORMATION

We operate in four reportable segments: Phase I Deployment, Phase II Deployment, Services and Content & Entertainment, or CEG. Our segments were determined based on the economic characteristics of our products and services, our internal organizational structure, the manner in which our operations are managed and the criteria used by our Chief Operating Decision Maker to evaluate performance, which is generally the segment's income (loss) from continuing operations before interest, taxes, depreciation and amortization.

Operations of:	Products and services provided:
Phase I Deployment	Financing vehicles and administrators for 3,724 Systems installed nationwide in Phase 1 DC's deployment to theatrical exhibitors. We retain ownership of the Systems and the residual cash flows related to the Systems after the repayment of all non-recourse debt at the expiration of exhibitor, master license agreements. As of March 31, 2016, we are no longer earning VPF revenues from certain major studios on 101 of such systems.
Phase II Deployment	Financing vehicles and administrators for our 8,904 Systems installed domestically and internationally, for which we retain no ownership of the residual cash flows and digital cinema equipment after the completion of cost recoupment and at the expiration of the exhibitor master license agreements.
Services	Provides monitoring, collection, verification and other management services to our Phase I Deployment, Phase II Deployment, CDF2 Holdings, as well as to exhibitors who purchase their own equipment. Services also collects and disburses VPFs from motion picture studios, distributors and ACFs from alternative content providers, movie exhibitors and theatrical exhibitors.
Content & Entertainment	Leading distributor of independent content, and collaborates with producers and other content owners to market, source, curate and distribute independent content to targeted and profitable audiences in theatres and homes, and via mobile and emerging platforms.

One customer represented approximately 20.6% of our consolidated revenues for the fiscal year ended March 31, 2016.

The following tables present certain financial information related to our reportable segments:

	As of March 31, 2016					
(In thousands)	Intangible Assets, net	Goodwill	Total Assets	Notes Payable, Non-Recourse	Notes Payable	Capital Leases
Phase I Deployment	$206	$ —	$48,292	$ 93,372	$—	$—
Phase II Deployment	—	—	53,727	18,940	—	—
Services	—	—	1,064	—	—	—
Content & Entertainment	25,721	8,701	87,344	—	—	30
Corporate	13	—	18,971	—	86,938	4,195
Total	$25,940	$ 8,701	$209,398	$ 112,312	$86,938	$4,225

	As of March 31, 2015					
(In thousands)	Intangible Assets, net	Goodwill	Total Assets	Notes Payable, Non-Recourse	Notes Payable	Capital Leases
Phase I Deployment	$252	$—	$74,595	$ 123,722	$—	$—
Phase II Deployment	—	—	61,350	27,638	—	—
Services	—	—	1,084	—	—	—
Content & Entertainment	31,520	26,701	122,610	—	—	84
Corporate	12	—	13,378	—	45,294	5,411
Total	$31,784	$26,701	$273,017	$ 151,360	$45,294	$5,495

	Statements of Operations For the Fiscal Year Ended March 31, 2016					
	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Revenues	$36,488	$12,257	$11,782	$ 43,922	$—	$ 104,449
Direct operating (exclusive of depreciation and amortization shown below)	1,108	315	10	29,908	—	31,341
Selling, general and administrative	661	121	914	20,659	11,012	33,367
Allocation of corporate overhead	—	—	1,616	5,410	(7,026)	—
Provision for doubtful accounts	241	98	—	450	—	789
Restructuring, transition and acquisitions expenses, net	—	—	—	216	914	1,130
Goodwill impairment	—	—	—	18,000	—	18,000
Litigation settlement recovery, net of expenses	—	—	—	(2,228)	—	(2,228)
Depreciation and amortization of property and equipment	28,446	7,523	—	330	1,045	37,344
Amortization of intangible assets	46	—	—	5,799	7	5,852
Total operating expenses	30,502	8,057	2,540	78,544	5,952	125,595
Income (loss) from operations	$5,986	$4,200	$9,242	$ (34,622)	$(5,952)	$ (21,146)

The following employee and director stock-based compensation expense related to our stock-based awards is included in the above amounts as follows:

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Direct operating	$ —	$ —	$ 10	$ 6	$ —	$ 16
Selling, general and administrative	—	—	1	258	1,557	1,816
Total stock-based compensation	$ —	$ —	$ 11	$ 264	$ 1,557	$ 1,832

	Statements of Operations For the Fiscal Year Ended March 31, 2015					
	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Revenues	$36,161	$12,347	$11,876	$ 45,100	$—	$ 105,484
Direct operating (exclusive of depreciation and amortization shown below)	970	485	58	28,596	—	30,109
Selling, general and administrative	464	130	744	17,454	12,328	31,120
Allocation of corporate overhead	—	—	1,853	5,409	(7,262)	—
(Benefit) provision for doubtful accounts	(204)	(23)	21	—	—	(206)
Restructuring, transition and acquisitions expenses, net	61	—	—	1,662	915	2,638
Goodwill impairment	—	—	—	6,000	—	6,000
Litigation settlement recovery, net of expenses	—	—	—	1,282	—	1,282
Depreciation and amortization of property and equipment	28,550	7,523	177	219	1,050	37,519
Amortization of intangible assets	46	—	—	5,813	5	5,864
Total operating expenses	29,887	8,115	2,853	66,435	7,036	114,326
Income (loss) from operations	$6,274	$4,232	$9,023	$ (21,335)	$(7,036)	$ (8,842)

The following employee and director stock-based compensation expense related to our stock-based awards is included in the above amounts as follows:

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Direct operating	$ —	$ —	$ 7	$ 10	$ —	$ 17
Selling, general and administrative	—	—	11	291	1,832	2,134
Total stock-based compensation	$ —	$ —	$ 18	$ 301	$ 1,832	$ 2,151

The following table presents the results of our operating segments for the three months ended March 31, 2016:

	Statements of Operations For the Three Months Ended March 31, 2016 (Unaudited)					
	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Revenues	$8,632	$3,005	$2,884	$ 8,688	$ —	$ 23,209
Direct operating (exclusive of depreciation and amortization shown below)	209	58	2	6,880	—	7,149
Selling, general and administrative	205	37	265	6,259	664	7,430
Allocation of corporate overhead	—	—	404	1,352	(1,756)	—
Provision for doubtful accounts	—	—	—	450	—	450
Restructuring, transition and acquisitions expenses, net	—	—	—	114	244	358
Goodwill impairment	—	—	—	—	—	—
	—	—	—	(1,593)	—	(1,593)
Depreciation and amortization of property and equipment	6,968	1,880	—	91	193	9,132
Amortization of intangible assets	15	—	—	1,450	2	1,467
Total operating expenses	7,397	1,975	671	15,003	(653)	24,393
Income (loss) from operations	$1,235	$1,030	$2,213	$ (6,315)	$ 653	$ (1,184)

The following employee and director stock-based compensation expense related to our stock-based awards is included in the above amounts as follows:

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Direct operating	$ —	$ —	$ 2	$ 1	$ —	$ 3
Selling, general and administrative	—	—	—	56	350	406
Total stock-based compensation	$ —	$ —	$ 2	$ 57	$ 350	$ 409

11.RESTRUCTURING, TRANSITION AND ACQUISITION EXPENSES

GVE Acquisition Restructuring and Transition

In connection with our acquisition GVE in fiscal 2014, we completed strategic assessments of our Content & Entertainment business in order to realign resources and shift our focus toward owning and distributing original content. As a result, we recorded $2.6 million of restructuring, transition and acquisitions expenses for the year ended March 31, 2015, primarily related to the integration of GVE, workforce reduction, severance and employee-related expenses, professional fees, relocation expenses and other internal expenses directly related to the acquisition.

2016 Workforce Reduction

During the year ended March 31, 2016, we completed a strategic assessment of resource requirements within our Content & Entertainment and Corporate reporting segments to better align our cost structure with anticipated revenues. As a result of that assessment, we recorded restructuring, transition and acquisition expenses of $1.1 million for the year ended March 31, 2016.

The following table presents a roll forward of restructuring, transition and acquisition expenses and related liability balances:

(In thousands)	
Amount accrued as of March 31, 2014	$1,019
Costs incurred	2,638
Amounts paid/adjustments	(3,657)
Amount accrued as of March 31, 2015	—
Costs incurred	1,130
Amounts paid/adjustments	(625)
Amount accrued as of March 31, 2016	$505

12.INCOME TAXES

The following table presents the components of income tax expense for the fiscal year ended March 31, 2016. No income tax expense was recorded during the fiscal year ended March 31, 2015.

(In thousands)	For the Fiscal Year Ended March 31, 2016
Federal:	
Current	$ 140
Deferred	—
Total federal	140
State:	
Current	205
Deferred	—

Total state	205
Income tax expense	$ 345

Net deferred taxes consisted of the following:

	As of March 31,	
(In thousands)	2016	2015
Deferred tax assets:		
Net operating loss carryforwards	$99,524	$103,312
Stock based compensation	4,432	4,144
Intangibles	8,005	1,710
Revenue deferral	46	46
Interest rate derivatives	199	234
Capital loss carryforwards	7,951	8,604
Other	2,224	1,955
Total deferred tax assets before valuation allowance	122,381	120,005
Less: Valuation allowance	(104,285)	(88,320)
Total deferred tax assets after valuation allowance	$18,096	$31,685
Deferred tax liabilities:		
Depreciation and amortization	$(17,414)	$(27,840)
Intangibles	(682)	(3,845)
Total deferred tax liabilities	(18,096)	(31,685)
Net deferred tax	$—	$—

We have provided a valuation allowance equal to our net deferred tax assets for the fiscal years ended March 31, 2016 and 2015. We are required to recognize all or a portion of our deferred tax assets if we believe that it is more likely than not that such assets will be realized, given the weight of all available evidence. We assess the realizability of the deferred tax assets at each interim and annual balance sheet date. In assessing the need for a valuation allowance, we considered both positive and negative evidence, including recent financial performance, projections of future taxable income and scheduled reversals of deferred tax liabilities. We increased the valuation allowance by $16.0 million and $14.0 million during the fiscal years ended March 31, 2016 and 2015, respectively. We will continue to assess the realizability of the deferred tax assets at each interim and annual balance sheet date based upon actual and forecasted operating results.

At March 31, 2016, we had Federal and state net operating loss carryforwards of approximately $259.0 million available in the United States of America ("US") and approximately $0.5 thousand in Australia to reduce future taxable income. The US federal and state net operating loss carryforwards will begin to expire in 2020. The Australian net operating loss carryforward does not expire.

Under the provisions of the Internal Revenue Code, certain substantial changes in our ownership may result in a limitation on the amount of net operating losses that may be utilized in future years. As of March 31, 2016, approximately $16.0 million of net operating losses from periods prior to March 2006 are subject to an annual Section 382 limitation of approximately $9.4 million. Net operating losses of approximately $246.8 million, which were generated since March 2006 are currently not subject to an annual limitation under Section 382. Future significant ownership changes could cause a portion or all of these net operating losses to expire before utilization.

The differences between the United States statutory federal tax rate and our effective tax rate are as follows:

	For the fiscal years ended March 31,	
	2016	2015
Provision at the U.S. statutory federal tax rate	34.0 %	34.0 %

State income taxes, net of federal benefit	5.6 %	(0.1)%
Change in valuation allowance	(40.3)%	(44.7)%
Non-deductible equity compensation	(0.7)%	(1.9)%
Sale of subsidiary	— %	10.8 %
Other	0.5 %	1.9 %
Income tax expense	(0.9)%	— %

Since April 1, 2007, we have applied accounting principles that clarify the accounting and disclosure for uncertainty in income taxes. As of March 31, 2016 and 2015, we did not have any uncertainties in income taxes.

13. SUBSEQUENT EVENTS

In May 2016, we entered into an agreement with Société Générale (as Administrative Agent), which amended certain terms of the Cinedigm Credit Agreement (the "May 2016 Amendment") primarily to increase the Company's cash available for operations through September 30, 2016 by approximately $6.2 million, and by approximately $2.0 million thereafter. The May 2016 Amendment also reduced the maximum principal amount available under the Cinedigm Credit Agreement from $30.0 million to $22.0 million, reflecting current utilization.

On July 14, 2016, Cinedigm Corp. entered into certain financing transactions including: (i) the issuance of $2.0 million principal amount of loans, due 2019, secured on a second lien basis (the "Loans"), and shares of the Company's Class A common stock, par value $0.001 per share (the "Common Stock"), and (ii) an amendment to the Cinedigm Credit Agreement that, among other things, lowered the minimum liquidity requirement to $800,000 and permit the Loans, and (iii) an amendment to the Settlement Agreement dated as of July 30, 2015 among the Company and certain stockholders party thereto (collectively, the "Transactions") to amend board representation rights of the parties. The Transactions, described more fully below, were consummated on July 14, 2016.

On July 14, 2016, the Company entered into a Second Lien Loan Agreement (the "Loan Agreement") with certain lenders (the "Lenders") for Loans in the aggregate principal amount of $2.0 million. The maturity date of the Loans is June 30, 2019. The Loans bear interest at 12.75%, payable 7.5% in cash and 5.25% in cash or in kind at the Company's option, and the Lender received an aggregate of 196,000 shares (the "Lender Shares") of Common Stock. In addition, the lead Lender received a fee of 210,000 shares of Common Stock (the "Loan Fee Shares" and together with the Lender Shares, the "Loan Shares") and warrants to purchase 200,000 shares of Class A common stock (the "Warrants"). Under the Loan Agreement, subsequent Lenders may make additional Loans, up to an aggregate of $9.0 million principal amount of all Loans. The Company also received from the lead lender a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $500,000 of Loans, in both cases within the following 45 days. The Loans may be prepaid without premium or penalty and contain customary covenants, representations and warranties.

The obligations under the Loans are guaranteed by certain of the Company's existing and future subsidiaries, including ADM Cinedigm Corp., Vistachiara Productions Inc., Vistachiara Entertainment, Inc., Cinedigm Entertainment Corp., Cinedigm Entertainment Holdings, LLC, Cinedigm Home Entertainment, LLC, Docurama, LLC, Dove Family Channel, LLC, Cinedigm OTT Holdings, LLC and Cinedigm Productions, LLC (collectively, the "Guarantors"), and the Company and each Guarantor pledged substantially all of their assets (other than, on the part of the Company, its assets related to its digital cinema deployment business) to secure payment on the Loans. Accordingly, the Company and each of the Guarantors entered into a guaranty agreement (the "Second Lien Guaranty Agreement") and a security agreement (the "Second Lien Security Agreement") pursuant to which each Guarantor guaranteed the obligations of the Company under the Loans and the Company and each Guarantor pledged the assets described above to secure such obligations. The proceeds of the Loans will be used for the payment of fees and expenses incurred in connection with the Loans and the other Transactions, and for working capital and general corporate purposes. The Company also agreed to enter into a rights agreement with the lenders pursuant to which the Company will register the resale of the Loan Shares.

In connection with the Loans and pursuant to the Settlement Agreement Amendment (defined below), the lead Lender, Ronald L. Chez, is entitled to be appointed to the Company's board of directors and to be nominated and recommended for election to the Board of Directors for the period of time until Mr. Chez's beneficial ownership of Cinedigm securities drops below 5%.

On July 14, 2016, the Company and the lenders under the Credit Agreement entered into an amendment to the Credit Agreement ("Amendment No. 4"), which, among other things, lowered the minimum liquidity requirement to $800,000 and permit the consummation of the other Transactions. In addition, certain of the Guarantors entered into a Guaranty

Supplement dated as of July 14, 2016 among them and the Administrative Agent (the "Guaranty Supplement"), a Second Amended and Restated Security Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the "Amended and Restated Security Agreement"), and a Pledge Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the "Pledge Agreement"), pursuant to which documents certain of the Guarantors guaranteed the Company's obligations under the Credit Agreement and the Guarantors pledged the assets described above to secure such obligations.

On July 14, 2016, the Company entered into an amendment (the "Settlement Agreement Amendment") to the Settlement Agreement (the "Settlement Agreement") dated as of July 30, 2015 among the Company and Ronald L. Chez, the Chez Family Foundation, Sabra Investments, LP, Sabra Capital Partners, LLC, and Zvi Rhine (the "Group") pursuant to which (i) the Company issued 155,000 shares of Common Stock to Mr. Chez as a fee for his service as Strategic Advisor in excess of what was contemplated by the Settlement Agreement, (ii) Mr. Chez's role as Strategic Advisor to the Company was terminated, (iii) Mr. Chez was appointed to the Board of Directors and will be nominated and recommended for election to the Board of Directors for the period of time until Mr. Chez's beneficial ownership of Cinedigm securities drops below 5%, and (iv) the rights of the Group to nominate designees for election to the Board of Directors were terminated.

PART II. OTHER INFORMATION

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Definition and Limitations of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures at March 31, 2016, the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, at March 31, 2016, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized, and reported on a timely basis, and (ii) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures due to the material weakness identified in our internal control over financial reporting as of March 31, 2016.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation, management has concluded that our internal control over financial reporting was not effective as of March 31, 2016.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. These limitations include the possibility of human error, the circumvention or overriding of the controls and procedures and reasonable resource constraints. In addition, because we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, our system of controls may not achieve its desired purpose under all possible future conditions. Accordingly, our disclosure controls and procedures provide reasonable assurance, but not absolute assurance, of achieving their objectives.

A material weakness is a control deficiency (within the meaning of Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 5) or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

The Company's management assessed the effectiveness of our internal control over financial reporting as of March 31, 2016. Management's assessment identified the following material weakness in the Company's internal control over financial reporting: inadequate internal control over financial reporting due to lack of sufficient accounting personnel and resources to adequately and timely prepare and complete the year-end financial reporting processes and disclosures.

The Remediation Plan

The Company has initiated the following remediation steps to address the material weakness described above:

- we will continue to focus on improving the skill sets of our accounting and finance function, through education and training;
- we will continue to consider the engagement of qualified professional consultants to assist us in cases where we do not have sufficient internal resources, with management reviewing both the inputs and outputs of the services;
- when practicable, we will consider the hiring of additional accounting and finance staff with the commensurate knowledge, experience and training necessary to complement the current staff in the financial reporting functions; and
- We will further develop our financial statement closing and reporting practices to include additional levels of checks and balances in our procedures and timely review.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended March 31, 2016, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors

Christopher J. McGurk, 59, has been the Company's Chief Executive Officer and Chairman of the Board since January 2011. Mr. McGurk was the founder and Chief Executive Officer of Overture Films from 2006 until 2010 and also the Chief Executive Officer of Anchor Bay Entertainment, which distributed Overture Films' products to the home entertainment industry. From 1999 to 2005, Mr. McGurk was Vice Chairman of the Board and Chief Operating Officer of Metro-Goldwyn-Mayer Inc. ("MGM"), acting as the company's lead operating executive until MGM was sold for approximately $5 billion to a consortium of investors. Mr. McGurk joined MGM from Universal Pictures, where he served in various executive capacities, including President and Chief Operating Officer, from 1996 to 1999. From 1988 to 1996, Mr. McGurk served in several senior executive roles at The Walt Disney Studios, including Studios Chief Financial Officer and President of The Walt Disney Motion Picture Group. Mr. McGurk has previously served on the boards of BRE Properties, Inc., DivX Inc., DIC Entertainment, Pricegrabber.com, LLC and MGM Studios, Inc. Mr. McGurk's extensive career in various sectors of the theatrical production and exhibition industry will provide the Company with the benefits of his knowledge of and experience in this field, as well as his wide-spread contacts within the industry.

Peter C. Brown, 57, has been a member of the Board since September 2010. He is Chairman of Grassmere Partners, LLC, a private investment firm, which he founded in 2009. Prior to founding Grassmere Partners, Mr. Brown served as Chairman of the Board, Chief Executive Officer and President of AMC Entertainment Inc. ("AMC"), one of the world's leading theatrical exhibition companies, from July 1999 until his retirement in February 2009. He joined AMC in 1990 and served as AMC's President from January 1997 to July 1999 and Senior Vice President and Chief Financial Officer from 1991 to 1997. Mr. Brown currently serves on the board of EPR Properties (NYSE: EPR), a specialty real estate investment trust (REIT). Mr. Brown also serves as a director of CenturyLink (NYSE: CTL), a global leader in communications, hosting, cloud and IT services. Past additional public company boards include: National CineMedia, Inc., Midway Games, Inc., LabOne, Inc., and Protection One, Inc. Mr. Brown's extensive experience in the theatrical exhibition and entertainment industry and other public company boards provides the Board with valuable knowledge and insight relevant to the Company's business.

Patrick W. O'Brien, 69, has been a member of the Board since July 2015. He currently serves as the Managing Director & Principal of Granville Wolcott Advisors, a company he formed in 2009 which provides business consulting, due diligence and asset management services for public and private clients. From 2005 to 2009, Mr. O'Brien was a Vice President - Asset Management for Bental-Kennedy Associates Real Estate Counsel where he represented pension fund ownership interests in hotel real estate investments nationwide. Mr. O'Brien also serves on the board of directors of Merriman Holdings, Inc. During the past five years, Mr. O'Brien served on the boards of Ironclad Performance Wear, Inc. Mr. O'Brien joined the Board as a designee of Ronald L. Chez pursuant to the Settlement Agreement dated as of July 30, 2015 among the Company and certain stockholders party thereto. He brings to the Board his seasoned executive and business expertise in private and public companies with an emphasis on financial analysis and business development.

Martin B. O'Connor II, 56, has been a member of the Board since March 2010. Mr. O'Connor is the Managing Partner of the law firm of O'Connor, Morss & O'Connor, P.C., where he has practiced law since 1989. He focuses on advising his clients and their business interests regarding strategic planning, ownership and wealth management issues, as well as advising their family offices. His varied professional experiences have resulted in a practice representing individuals and entities in the financial, real estate, entertainment, sport and agricultural sectors. During the past five years, Mr. O'Connor served as a director of Rentrak Corporation and Digital Cinema Destinations Corp. He brings to the Board a varied range of legal and professional experience and working relationships with global brands.

Zvi M. Rhine, 36, has been a member of the Board since July 2015. He is the principal and managing member of Sabra Capital Partners which he founded in 2012, a multi-strategy hedge fund that focuses on event-driven, value and special situations investments primarily in North America. He was previously Vice President at The Hilco Organization from 2009 to 2012 and has also served in various roles at Boone Capital, Banc of America Securities and Piper Jaffray. Mr. Rhine also serves as the CFO and a director of Global Healthcare Real Estate Investment Trust. Mr. Rhine brings to the Board extensive experience in the securities industry.

Blair M. Westlake, 61, has been a member of the Board since July 2016. Mr. Westlake is currently a Principal at MediaSquareup, which he joined in 2014. Prior to that, he was Corporate Vice President of Microsoft's Media & Entertainment Group from 2004 to 2014. He has also served as Corporate Executive Vice President at Gemstar-TV Guide and in various executive roles at Universal

Studios, where he was also Chairman of Universal Television & Networks Group for 18 years. Mr. Westlake brings to the Board extensive media industry experience, including with respect to licensing of movies and television content.

Executive Officers

The Company's executive officers are Christopher J. McGurk, Chief Executive Officer and Chairman of the Board, Jeffrey S. Edell, Chief Financial Officer, Gary S. Loffredo, President of Digital Cinema, General Counsel, Secretary, and William S. Sondheim, President of Cinedigm Entertainment Corp. Biographical information for Mr. McGurk is included above.

Jeffrey S. Edell, 58, joined the Company in June 2014 as Chief Financial Officer. Prior to this appointment, Mr. Edell was Principal Owner of Edell Ventures, a company he founded in 2009 to invest in and provide strategic support to innovators in the social media and entertainment arenas. Previously, Edell was President of DIC Entertainment, a publicly-listed entertainment company and the largest independent producer of kid-centric content in the world. Before that, Mr. Edell was Chairman of Intermix Media, the parent company of the social networking company MySpace, and CEO and President of Soundelux. Edell also obtained extensive financial, audit and reporting experience while working at KPMG, The Transamerica Group and DF & Co.

Gary S. Loffredo, 51, has been the Company's President of Digital Cinema, General Counsel and Secretary since October 2011. He had previously served as Senior Vice President -- Business Affairs, General Counsel and Secretary since 2000 and as Interim Co-Chief Executive Officer from June 2010 through December 2010, and was a member of the Board from September 2000 - October 2015. From March 1999 to August 2000, he had been Vice President, General Counsel and Secretary of Cablevision Cinemas d/b/a Clearview Cinemas. At Cablevision Cinemas, Mr. Loffredo was responsible for all aspects of the legal function, including negotiating and drafting commercial agreements, with emphases on real estate, construction and lease contracts. He was also significantly involved in the business evaluation of Cablevision Cinemas' transactional work, including site selection and analysis, negotiation and new theater construction oversight. Mr. Loffredo was an attorney at the law firm of Kelley Drye & Warren LLP from September 1992 to February 1999. Having been with the Company since its inception and with Clearview Cinemas prior thereto, Mr. Loffredo has over a decade of experience in the cinema exhibition industry, both on the movie theatre and studio sides, as well as legal training and general business experience, which skills and understanding are beneficial to the Company.

William S. Sondheim, 55, joined the Company in October 2013 and is President of Cinedigm Entertainment Corp., our Content and Entertainment division. From 2010 to October 2013, Mr. Sondheim was the President of Gaiam Inc. ("Gaiam"), a provider of information, goods and services to customers who value the environment, a sustainable economy, healthy lifestyles, alternative healthcare and personal development. He previously served as Gaiam's President of Entertainment and Worldwide Distribution since April 2007. From 2005 until 2007, Mr. Sondheim was in charge of Global Dual Disc music format for Sony BMG, a recorded music company. Prior to 2005, Mr. Sondheim served as President of Retail at GoodTimes Entertainment, a home video company, and President of PolyGram Video at PolyGram Filmed Entertainment, a video distributor.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's directors, executive officers and persons who beneficially own more than 10% of its Class A common stock to file reports of ownership and changes in ownership with the Commission and to furnish the Company with copies of all such reports they file. Based on the Company's review of the copies of such forms received by it, or written representations from certain reporting persons, the Company believes that none of its directors, executive officers or persons who beneficially own more than 10% of the Company's Class A common stock failed to comply with Section 16(a) reporting requirements in the Company's Last Fiscal Year.

Code of Business Conduct and Ethics

We have adopted a code of ethics applicable to all members of the Board, executive officers and employees. Such code of ethics is available on our Internet website, www.cinedigm.com. We intend to disclose any amendment to, or waiver of, a provision of our code of ethics by filing a Form 8-K with the SEC.

Shareholder Communications

The Board currently does not provide a formal process for stockholders to send communications to the Board. In the opinion of the Board, it is appropriate for the Company not to have such a process in place because the Board believes there is currently not a need for a formal policy due to, among other things, the limited number of stockholders of the Company. While the Board will, from time to time, review the need for a formal policy, at the present time, stockholders who wish to contact the Board may do so by submitting any communications to the Company's Secretary, Mr. Loffredo, 902 Broadway, 9th Floor, New York, New York

10010, with an instruction to forward the communication to a particular director or the Board as a whole. Mr. Loffredo will receive the correspondence and forward it to any individual director or directors to whom the communication is directed.

MATTERS RELATING TO OUR GOVERNANCE

Board of Directors

The Board oversees the Company's risk management including understanding the risks the Company faces and what steps management is taking to manage those risks, as well as understanding what level of risk is appropriate for the Company. The Board's role in the Company's risk oversight process includes receiving regular updates from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, human resources, employment, and strategic risks.

The Company's leadership structure currently consists of the combined role of Chairman of the Board and Chief Executive Officer and a separate Lead Independent Director. Mr. Westlake currently serves as our Lead Independent Director. The Lead Independent Director's responsibilities include presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, serving as a liaison between the Chairman and the independent directors, reviewing information sent to the Board, consulting with the Nominating Committee with regard to the membership and performance evaluations of the Board and Board committee members, calling meetings of and setting agendas for the independent directors, and serving as liaison for communications with stockholders. In 2015, the Board determined to split the roles of Chairman of the Board and Chief Executive Officer, but has not yet elected a new Chairman from among the independent directors. The non-executive Chairman's responsibilities will include those described above for the current Lead Independent Director. The election of a non-employee Chairman will not otherwise affect service by Mr. McGurk and Mr. Westlake as Directors.

The Board intends to meet at least quarterly and the independent directors serving on the Board intend to meet in executive session (i.e., without the presence of any non-independent directors and management) immediately following regularly scheduled Board meetings. During the fiscal year ended March 31, 2016 (the "Last Fiscal Year"), the Board held four (4) meetings and the Board members acted two (2) times by unanimous written consent in lieu of holding a meeting. Each current member of the Board, who was then serving, attended at least 75% of the total number of meetings of the Board and of the committees of the Board on which they served in the Last Fiscal Year. No individual may be nominated for election to the Board after his or her 73rd birthday. Messrs. Brown, O'Brien, O'Connor, Rhine and Westlake are considered "independent" under the rules of the SEC and Nasdaq.

The Company does not currently have a policy in place regarding attendance by Board members at the Company's annual meetings. However, each of the current directors, who was then serving, attended the 2015 Annual Meeting of Stockholders.

The Board has three standing committees, consisting of an Audit Committee, a Compensation Committee and a Nominating Committee.

Audit Committee

The Audit Committee consists of Messrs. Brown, Rhine, O'Connor and Westlake. Mr. Rhine is the Chairman of the Audit Committee. The Audit Committee held five (5) meetings in the Last Fiscal Year. The Audit Committee has met with the Company's management and the Company's independent registered public accounting firm to review and help ensure the adequacy of its internal controls and to review the results and scope of the auditors' engagement and other financial reporting and control matters. Mr. Rhine is financially literate, and Mr. Rhine is financially sophisticated, as those terms are defined under the rules of Nasdaq. Mr. Rhine is also a financial expert, as such term is defined under the Sarbanes-Oxley Act of 2002. Messrs. Brown, Rhine, O'Connor and Westlake are considered "independent" under the rules of the SEC and Nasdaq.

The Audit Committee has adopted a formal written charter (the "Audit Charter"). The Audit Committee is responsible for ensuring that the Company has adequate internal controls and is required to meet with the Company's auditors to review these internal controls and to discuss other financial reporting matters. The Audit Committee is also responsible for the appointment, compensation and oversight of the auditors. Additionally, the Audit Committee is responsible for the review and oversight of all related party transactions and other potential conflict of interest situations between the Company and its officers, directors, employees and principal stockholders. The Audit Charter is available on the Company's Internet website at www.cinedigm.com.

Compensation Committee

The Compensation Committee consists of Messrs. Brown, O'Brien and Westlake. Mr. O'Brien is the Chairman of the Compensation Committee. The Compensation Committee met five (5) times during the Last Fiscal Year. The Compensation Committee approves the compensation package of the Company's Chief Executive Officer and, based on recommendations by the Company's Chief Executive Officer, approves the levels of compensation and benefits payable to the Company's other executive officers, reviews general policy matters relating to employee compensation and benefits and recommends to the entire Board, for its approval, stock option and other equity-based award grants to its executive officers, employees and consultants and discretionary bonuses to its executive officers and employees. The Compensation Committee has the authority to appoint and delegate to a sub-committee the authority to make grants and administer bonus and compensation plans and programs. Messrs. Brown, O'Brien and Westlake are considered "independent" under the rules of the SEC and the Nasdaq.

The Compensation Committee has adopted a formal written charter (the "Compensation Charter"). The Compensation Charter sets forth the duties, authorities and responsibilities of the Compensation Committee. The Compensation Charter is available on the Company's Internet website at www.cinedigm.com.

The Compensation Committee, when determining executive compensation (including under the executive compensation program, as discussed below under the heading Compensation Discussion and Analysis), evaluates the potential risks associated with the compensation policies and practices. The Compensation Committee believes that the Company's compensation programs are designed with an appropriate balance of risk and reward in relation to the Company's overall compensation philosophy and do not encourage excessive or unnecessary risk-taking behavior. In general, the Company compensates its executives in a combination of cash and stock options. The stock options contain vesting provisions, typically of proportional annual vesting over a three- or four-year period which encourages the executives, on a long-term basis, to strive to enhance the value of such compensation as measured by the trading price of the Class A Common Stock. The Compensation Committee does not believe that this type of compensation encourages excessive or unnecessary risk-taking behavior. As a result, we do not believe that risks relating to our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on the Company. The Company intends to recapture compensation as required under the Sarbanes-Oxley Act. However, there have been no instances where it needed to recapture any compensation.

During the Last Fiscal Year, the Compensation Committee engaged Aon Hewitt, a compensation consulting firm. The consultant met with the Compensation Committee multiple times during the Last Fiscal Year and provided guidance for cash and equity bonus compensation to executive officers and directors, which the Compensation Committee considered in reaching its determinations of such compensation. In addition, the consultant was available to respond to specific inquiries throughout the year.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee currently consists of Messrs. Brown, O'Brien and Westlake. Mr. O'Brien is the Chairman of the Compensation Committee. None of such members was, at any time during the Last Fiscal Year or at any previous time, an officer or employee of the Company.

None of the Company's directors or executive officers serves as a member of the board of directors or compensation committee of any other entity that has one or more of its executive officers serving as a member of the Company's board of directors. No member of the Compensation Committee had any relationship with us requiring disclosure under Item 404 of Securities and Exchange Commission Regulation S-K.

Nominating Committee

The Nominating Committee consists of Messrs. Rhine, O'Brien, O'Connor and Westlake. Mr. O'Connor is the Chairman of the Nominating Committee. The Nominating Committee held four (4) meetings during the Last Fiscal Year. The Nominating Committee evaluates and approves nominations for annual election to, and to fill any vacancies in, the Board and recommends to the Board the directors to serve on committees of the Board. The Nominating Committee also approves the compensation package of the Company's directors. Messrs. Rhine, O'Brien, O'Connor and Westlake are considered "independent" under the rules of the SEC and the Nasdaq.

The Nominating Committee has adopted a formal written charter (the "Nominating Charter"). The Nominating Charter sets forth the duties and responsibilities of the Nominating Committee and the general skills and characteristics that the Nominating Committee employs to determine the individuals to nominate for election to the Board. The Nominating Charter is available on the Company's Internet website at www.cinedigm.com.

The Nominating Committee will consider any candidates recommended by stockholders. In considering a candidate submitted by stockholders, the Nominating Committee will take into consideration the needs of the Board and the qualifications of the

candidate. Nevertheless, the Board may choose not to consider an unsolicited recommendation if no vacancy exists on the Board and/or the Board does not perceive a need to increase the size of the Board.
There are no specific minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended director nominee. However, the Nominating Committee believes that director candidates should, among other things, possess high degrees of integrity and honesty; have literacy in financial and business matters; have no material affiliations with direct competitors, suppliers or vendors of the Company; and preferably have experience in the Company's business and other relevant business fields (for example, finance, accounting, law and banking). The Nominating Committee considers diversity together with the other factors considered when evaluating candidates but does not have a specific policy in place with respect to diversity.
Members of the Nominating Committee meet in advance of each of the Company's annual meetings of stockholders to identify and evaluate the skills and characteristics of each director candidate for nomination for election as a director of the Company. The Nominating Committee reviews the candidates in accordance with the skills and qualifications set forth in the Nominating Charter and the rules of the Nasdaq. There are no differences in the manner in which the Nominating Committee evaluates director nominees based on whether or not the nominee is recommended by a stockholder.

Stock Ownership Guidelines

The Board has adopted stock ownership guidelines for its non-employee directors, pursuant to which the non-employee directors are required to acquire, within three (3) years, and maintain until separation from the Company, shares equal in value to a minimum of three (3) times the aggregate value of the annual cash and stock retainer (not including committee or per-meeting fees) payable to such director. Shares acquired as Board retainer fees and shares owned by an investment entity with which a non-employee director is affiliated may be counted toward the stock ownership requirement. All of the Company's non-employee directors are currently in compliance with the stock ownership guidelines.

ITEM 11. EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives and Compensation Program Overview

The following Compensation Discussion & Analysis ("CD&A") describes the philosophy, objectives and structure of our 2016 executive compensation program. This CD&A is intended to be read in conjunction with the tables beginning on page 51, which provide further historical compensation information for our following named executive officers ("NEOs"):

Name	Title
Christopher J. McGurk	Chairman and Chief Executive Officer
Jeffrey S. Edell	Chief Financial Officer
William Sondheim	President, Cinedigm Entertainment Corp.

Quick CD&A Reference Guide

Compensation Program Overview	Section I
Compensation Philosophy and Objectives	Section II
Competitive Positioning	Section III
Elements of Compensation	Section IV
Additional Compensation Practices and Policies	Section V

I. Compensation Program Overview

As the Company has evolved, so too has the compensation program. Going forward, the Company is focused on improving both shareholder returns and its cash position. To help achieve this goal, the compensation program is intended to reward the Chief

Executive Officer ("CEO") and other employees for achieving strategic goals and increasing shareholder value and includes a formal performance-based Management Annual Incentive Plan ("MAIP") based on predetermined, specific target award levels and performance metrics and goals. The MAIP is predicated on attaining goals that are critical to Cinedigm's future success and is designed to reward the level of collaboration across divisions and segments required to achieve corporate financial goals. No MAIP bonuses were paid to the NEOs for fiscal 2016.

The compensation program consists of base salary, annual incentives, and long-term equity compensation. In addition, all of our NEOs receive some modest personal benefits and perquisites. Retirement benefits are accumulated through the Company's 401(k) plan which is open to all employees. The Company does not provide supplemental retirement benefits for NEOs. Two of our named executive officers currently have employment agreements.

Mr. Edell received a $35,000 cash award to recognize his assumption of additional responsibilities upon the elimination of the COO role, formerly held by Adam Mizel. Mr. Mizel's employment with the Company was terminated in October 2015.

The Compensation Committee annually reviews the executive compensation elements and assesses the integrity of the compensation program as a whole to ensure that it continues to be aligned with the Company's compensation objectives and supports the attainment of Company goals. Periodically, the Company reviews competitive compensation levels, mix of pay, and practices to ensure all compensation program features continue to be in line with the market, while still reflecting the unique needs of our business model. Additionally, in response to business and talent needs, executive management brings compensation proposals to the Compensation Committee, which then reviews the proposal and either approves or denies them.

II. Compensation Philosophy and Objectives

Cinedigm's executive compensation philosophy is focused on enabling the Company to hire and retain qualified and motivated executives, while meeting its business needs and objectives. To be consistent with this philosophy, the executive compensation program has been designed around the following objectives:

- Provide competitive compensation levels to enable the recruitment and retention of highly qualified executives.
- Design incentive programs that strengthen the link between pay and corporate and business unit performance encouraging and rewarding excellence and contributions to support Cinedigm's success.
- Align the interests of executives with those of shareholders through grants of equity-based compensation that also provide opportunities for ongoing executive share ownership.

An overarching principle in delivering on these objectives is to ensure that compensation decisions are made in the Company's best financial interests such that incentive awards are both affordable and reasonable, taking into account Company performance and considering the interests of all stakeholders.

III. Pay Mix

The Company's pay philosophy has been evolving from an emphasis on fixed pay to one that believes a substantial portion of each executive's compensation should be at risk and dependent upon performance. While the Compensation Committee has not adopted a targeted mix of either long-term to short-term, fixed to variable, or equity and non-equity compensation, it has taken steps to increase the portion of variable compensation. Steps in this direction include the introduction of the Management Annual Incentive Plan and more regular equity grants.

IV. Competitive Positioning

Role of Consultant

The Compensation Committee has engaged Aon Hewitt to provide guidance with respect to executive compensation, including bonuses, incentives and compensation for new hires.

Competitive Assessment

The Compensation Committee has not defined a target pay positioning for the CEO or other Named Executive Officers, nor does it commit to providing a specific percentile or pay range. In the most recent competitive assessment analysis conducted in connection with establishing or renewing our NEO's employment arrangements, the CEO's total direct compensation (total cash compensation

plus long-term incentives and equity awards) was below the peer group median. The Compensation Committee viewed such positioning as reasonably appropriate because of Cinedigm's size relative to the peer group and its performance during the fiscal year.

The compensation for Mr. Edell was initially assessed in 2014 at the time of his initial employment agreement, and for Mr. Sondheim in 2013 (also at the time of his initial employment agreement); pay positioning for those roles is also conservative relative to the peer group median for the same reasons as noted in the CEO discussion above. It is the belief of the Compensation Committee that the available talent pool to fill these positions is broader than the pool for the CEO and therefore, that their pay levels, and potential opportunity for wealth creation through stock grants, are robust enough to retain and motivate them.

As the Company's performance improves and the business stabilizes, the competitiveness of Cinedigm's executive compensation for NEOs should also improve.

The Cinedigm executive compensation peer group includes 16 companies with median revenues of $332 million including similar, but smaller, media/entertainment businesses, some technology/software companies, and some similar, but larger, media/entertainment businesses. The companies in the Cinedigm peer group were used in the most recent competitive compensation assessment conducted.

Current Peer Group

Avid Technology	Harmonic Inc.	RealD
Demand Media Inc.	IMAX Corp.	Rentrack Corp.
Dial Global	Limelight Networks Inc.	Rovi Corp.
Digimarc Corp.	Lions Gate Entertainment	Seachange International
Digital River	National CineMedia	
Dts Inc.	Netflix Inc.	

V. Elements of Compensation

Compensation for executive officers is comprised primarily of three main components:

- base salary;
- annual incentive awards; and
- long-term incentive equity grants.

We believe that our compensation program encourages our employees to remain focused on both our short-term and long-term goal: our MAIP measures and rewards business and individual performance on an annual basis, while our equity awards typically vest in installments of three to four years and reward strong share price appreciation, encouraging our executives to focus on the long-term performance of our company.

Base Salary

Base salaries are fixed compensation with the primary function of aiding in attraction and retention. These salaries are reviewed periodically, as well as at the time of a promotion, change in responsibilities, or when employment arrangements and/or agreements are renewed. Any increases are based on an evaluation of the previous year's performance of the Company and the executive, the relative strategic importance of the position, market conditions, and competitive pay levels (though, as noted earlier, the Compensation Committee does not target a specific percentile or range). Mr. Edell received a base salary increase to $340,000 upon assumption of additional responsibilities after the elimination of the COO role, formerly held by Mr. Mizel. No other Named Executives received a salary increase during fiscal 2016.

Our NEO's salaries will remain at current levels throughout the new fiscal year, with no salary increases planned, unless an increase is determined as a result of the negotiated renewal of a Named Executive's employment arrangements.

Annual Incentive Awards

Commencing with the 2010 fiscal year, the Compensation Committee implemented a formal annual incentive plan. This plan was used for the 2016 fiscal year and covered 33 Cinedigm employees including the NEOs. The plan established threshold and maximum levels of incentive awards defined as a percentage of a participant's salary.

MAIP Potential Awards

Executive Officer	Threshold	Target (as a % of base salary)	Maximum
Chris McGurk	37.5%	75%	150%
Jeffrey Edell	25%	50%	100%
William S. Sondheim	17.5%	35%	70%

Payouts for the NEOs were determined based on achievement of consolidated adjusted EBITDA and other performance targets related to individual performance. Participants who were part of a specific business segment or division have a portion of their award determined by business segment or division's EBITDA performance as compared to EBITDA goals established at the beginning of the fiscal year. We do not disclose segment and division targets, or individual goals, as we believe that such disclosure would result in competitive harm. Based on our experience in the segments and divisions, we believe these targets were set sufficiently high to provide incentive to achieve a high level of performance. We believe it is difficult, although not unattainable, for the targets to be reached and, therefore, no more likely than unlikely that the targets will be reached. For Mr. McGurk and Mr. Edell 80% of their fiscal 2016 MAIP award is determined based on achievement of consolidated adjusted EBITDA and 20% based on individual performance. For Mr. Sondheim, 60% of his fiscal 2016 MAIP award is determined based on the achievement of consolidated adjusted EBITDA, 20% is based on achievement of division EBITDA, and 20% is based on individual performance.

Based on 2016 performance, each NEO earned none of their target MAIP award.

Long-Term Incentive Awards

The Compensation Committee annually considers long-term incentive awards, for which it has the authority to grant a variety of equity-based awards. The primary objective of such awards is to align the interests of executives with those of shareholders by increasing executive share ownership and fostering a long-term focus. In recent years, such awards have been made after fiscal year end in order to permit consideration of year-end performance.

Long-term incentive awards for the NEOs have historically consisted of stock options and, on occasion, RSUs. These grants were designed to aid in retention, provide a discretionary reward for performance, increase executive ownership, and focus NEOs on improving share price. Mr. Edell received an award of options to purchase 10,000 shares having an exercise price of $9.00 per share in June, 2015 pursuant to the terms of his existing employment agreement dated June 2014. With the elimination of the COO role in connection with Mr. Mizel's departure, Mr. Edell took on additional responsibilities. No other Named Executives received any long-term incentive awards during fiscal 2016.

No RSUs are currently outstanding for any Named Executives.

VI. Additional Compensation Policies and Practices

Mr. McGurk's Compensation Arrangements

Mr. McGurk joined Cinedigm in January 2011 as CEO and Chairman of the Board. Accordingly, Mr. McGurk's compensation package was created in line with the Company's current compensation philosophy of a base salary coupled with variable compensation including a large portion of equity-based compensation, through stock options, linked to stock price performance. When negotiating Mr. McGurk's employment agreement, the Company sought for salary and bonus amounts that were in line with peer group amounts and that would provide incentive for Mr. McGurk with a view toward increasing stockholder value. The Company determined that stock options would align Mr. McGurk's interests with stockholders and, further, that the escalating exercise price structure of the options (the options are grouped in three tranches which have exercise prices of $1.50, $3.00 and $5.00 per share, respectively) would provide a strong incentive for Mr. McGurk to improve stock performance. Mr. McGurk and the Company entered into a new employment agreement in August 2013, pursuant to which, among other things, Mr. McGurk received a bonus of $250,000 and a grant of stock options to purchase 1,500,000 shares of Class A Common Stock with a price of $1.40 per share and vesting in three equal annual installments.

In addition, Mr. McGurk is entitled to receive a retention bonus of $750,000, payable in three equal installments on March 31 of each of 2015, 2016 and 2017 in cash or shares of Class A Common Stock, or a combination thereof, at the Compensation Committee's discretion.
A summary of Mr. McGurk's compensation package is located under the heading "Employment agreements and arrangements between the Company and Named Executives" of this Item.
Employment Arrangements for other NEOs
The Company currently provides employment arrangements to Mr. McGurk and Mr Sondheim, for retention during periods of uncertainty and operational challenge. Additionally, the employment arrangements include non-compete and non-solicitation provisions. The provisions for severance benefits are at typical competitive levels. See "Employment agreements and arrangements between the Company and Named Executives" of this Item for a description of the material terms of Mr. McGurk's and Mr. Sondheim's employment arrangements.
Personal Benefits and Perquisites
In addition to the benefits provided to all employees and grandfathered benefits (provided to all employees hired before January 1, 2005), named executives are eligible for an annual physical and supplemental life insurance coverage of $200,000.
It is the Company's policy to provide minimal and modest perquisites to the named executives. With the new employment arrangements, most perquisites previously provided, including automobile allowances, have been eliminated.
Policy on Deductibility of Compensation
Section 162(m) of the Internal Revenue Code limits the deductibility of compensation in excess of $1 million paid to certain executive officers named in this proxy statement, unless certain requirements are met. No element of the Company's compensation, including the annual incentive awards and restricted stock, meets these requirements. Given the Company's net operating losses, Section 162(m) is not currently a material factor in designing compensation.
Recoupment ("Clawback") Policy
The Company intends to recapture compensation as currently required under the Sarbanes-Oxley Act and as may be required by the rules promulgated in response to Dodd-Frank. However, there have been no instances to date where it needed to recapture any compensation.
Additionally, we recognize that our compensation program will be subject to the forthcoming amendments to stock exchange listing standards required by Section 954 of the Dodd-Frank Act, which requires that stock exchange listing standards be amended to require issuers to adopt a policy providing for the recovery from any current or former executive officer of any incentive-based compensation (including stock options) awarded during the three-year period prior to an accounting restatement resulting from material noncompliance of the issuer with financial reporting requirements. We intend to adopt such a clawback policy which complies with all applicable standards when such rules become available.

Restriction on Speculative Transactions
The Company's Insider Trading and Disclosure Policy restricts employees and directors of the Company from engaging in speculative transactions in Company securities, including short sales, and discourages employees and directors of the Company from engaging in hedging transactions, including "cashless" collars, forward sales, and equity swaps, that may indirectly involve short sales. Pre-clearance by the Company is required for any such transaction.
COMPENSATION COMMITTEE REPORT
The following report does not constitute soliciting material and is not considered filed or incorporated by reference into any other filing by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.
The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis that precedes this Report as required by Item 402(b) of the SEC's Regulation S-K. Based on its review and discussions with management, the Compensation Committee recommended to the Board the inclusion of the Compensation Discussion and Analysis in this Proxy Statement.

49

The Compensation Discussion and Analysis discusses the philosophy, principles, and policies underlying the Company's compensation programs that were in effect during the Last Fiscal Year and which will be applicable going forward until amended.

Respectfully submitted,

The Compensation Committee of the Board of Directors

Patrick W. O'Brien, Chairman

Peter C. Brown

Blair M. Westlake

Named Executives

The following table sets forth certain information concerning compensation received by the Company's Named Executives, consisting of the Company's Chief Executive Officer and its two other most highly compensated individuals who were serving as executive officers at the end of the Last Fiscal Year, for services rendered in all capacities during the Last Fiscal Year.

SUMMARY COMPENSATION TABLE

Name and Principal Position(s)	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)(1)	Nonequity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Christopher J. McGurk	2016	600,000	250,000	__	__	__	27,288	877,288
Chief Executive Officer and Chairman	2015	600,000	250,000	__	__	__	31,009	881,009
	2014	600,000	250,000	__	1,253,322	—	29,231	2,132,553
Jefferey S. Edell	2016	307,917	63,769	—	49,725	—	2,001	423,412
Chief Financial Officer	2015	231,106	—	—	380,878	—	575	612,559
	2014		—	—	—			—
William Sondheim	2016	413,569	—	—	—	—	13,677	427,246
President, Cinedigm Entertainment Corp.	2015	412,380	—	—	—	—	26,442	438,822
Adam M. Mizel	2016	231,825	—	—	—	—	271,617	503,442
Former Chief Operating Officer	2015	425,000	—	—	—	—	234,755	659,755
	2014	400,000	150,000	—	548,738	—	30,869	1,129,607

(1) The amounts in this column reflect the grant date fair value for the fiscal years ended March 31, 2016, 2015 and 2014, in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in footnote 2 to the Company's audited financial statements for the fiscal year ended March 31, 2016, included in this Annual Report on Form 10-K (the "Form 10-K").

(2) The amounts in this column reflect amounts earned under annual incentive awards. See below for a description of the material terms of the annual incentive plan for each Named Executive.

(3) Includes life and disability insurance premiums paid by the Company and certain medical expenses paid by the Company for each Named Executive, for the fiscal year ended March 31, 2016: for Mr. McGurk $827 and $26,461, for Mr. Edell $791 and $1,210, for Mr. Sondheim $827 and $12,850, and for Mr. Mizel $482 and $15,045; for the fiscal year ended March 31, 2015: for Mr. McGurk $718 and $30,291, for Mr. Edell $575 and $0, for Mr. Sondheim $718 and $25,724, and for Mr. Mizel $718 and $29,450; for the fiscal year ended March 31, 2014: for Mr. McGurk, $718, $28,513 and for Mr. Mizel, $718 and $21,651. In addition, Mr. Mizel received certain severance and related expenses in the year ended March 31, 2016, certain relocation expenses in the year ended March 31, 2015 and auto expenses in the year ended March 31, 2014, in the amounts of $256,090, 204,587 and $8,500, respectively.

Employment agreements and arrangements between the Company and Named Executives

Christopher J. McGurk. On December 23, 2010, the Company entered into an employment agreement with Mr. McGurk (the "2010 McGurk Employment Agreement"), pursuant to which Mr. McGurk served as the Chief Executive Officer of the Company. The term of the 2010 McGurk Employment Agreement commenced on January 3, 2011 and was scheduled to terminate on March 31, 2014. Pursuant to the 2010 McGurk Employment Agreement, Mr. McGurk received an annual base salary of $600,000. In addition, Mr. McGurk received a bonus of $112,500, payable in shares of Class A Common Stock, on March 31, 2011, and was eligible for bonuses for each of the fiscal years ending March 31, 2012 through March 31, 2014, with the target bonus for such years of $450,000, which bonuses shall be based on Company performance with goals to be established annually by the Compensation Committee. If the Company terminates Mr. McGurk's employment without cause or he resigns with good reason (as these terms are defined in the 2010 McGurk Employment Agreement), the 2010 McGurk Employment Agreement provided that he was entitled to continued payment of his base salary (and earned bonus) through March 31, 2014, as well as the accelerated vesting of any unvested options granted to him under the 2010 McGurk Employment Agreement. However, if the Company terminated Mr. McGurk's employment without cause or he resigned with good reason following a change in control of the Company, the 2010 McGurk Employment Agreement provided that he was entitled to a lump sum payment equal to his base salary (and earned bonus) times the greater of (i) two or (ii) the number of months remaining under his employment term divided by 12, as well as the accelerated vesting of any unvested options granted to him under the 2010 McGurk Employment Agreement. Also pursuant to the 2010 McGurk Employment Agreement, Mr. McGurk received an inducement grant of non-statutory options to purchase 4,500,000 shares of Class A Common Stock, which options are grouped in three tranches, consisting of options for 1,500,000 shares having an exercise price of $1.50 per share, options for 2,500,000 shares having an exercise price of $3.00 per share and options for 500,000 shares having an exercise price of $5.00 per share. One-third of the options in each tranche vested on December 23 of each of 2011, 2012 and 2013 and all of the options have a term of ten (10) years.

On August 22, 2013, the Company entered into a new employment agreement with Mr. McGurk (the "2013 McGurk Employment Agreement"), pursuant to which McGurk will continue to serve as the Chief Executive Officer and Chairman of the Board of the Company. The term of the 2013 McGurk Employment Agreement continues from January 3, 2011 and will end on March 31, 2017. The 2013 McGurk Employment Agreement supersedes the 2010 McGurk Employment Agreement. Pursuant to the 2013 McGurk Employment Agreement, Mr. McGurk will receive an annual base salary of $600,000 subject to annual reviews and increases in the sole discretion of the Compensation Committee. Mr. McGurk was entitled to receive a bonus of $250,000. In addition, Mr. McGurk is entitled to receive a retention bonus of $750,000, payable in three equal installmen