

Cinedigm Corp.  
Form POS AM  
February 13, 2014

As filed with the Securities and Exchange Commission on February 13, 2014

Registration No. 333-146335

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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POST-EFFECTIVE AMENDMENT  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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CINEDIGM CORP.

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| Delaware  | 7389  | 22-3720962                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>Identification No.) |

902 Broadway, 9th Floor  
New York, NY 10010  
(212) 206-8600

(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

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CHRISTOPHER J. MCGURK

Chief Executive Officer  
Cinedigm Corp.  
902 Broadway, 9th Floor  
New York, NY 10010  
(212) 206-8600

(Name, address, including zip code and telephone number,  
including area code, of agent for service)

With a copy to:

JONATHAN K. COOPERMAN, ESQ.  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, New York 10178

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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DEREGISTRATION OF SECURITIES

Cinedigm Corp. (f/k/a Cinedigm Digital Cinema Corp., f/k/a Access Integrated Technologies, Inc.) (the “Registrant”) is filing this post-effective amendment to deregister securities registered for issuance on Registration Statement on Form S-3, No. 333-146335 (the “Registration Statement”). The Registration Statement originally registered the resale of 1,320,000 shares of Class A common Stock of the Registrant. The registration rights relating to the securities covered by the Registration Statement expired in or before February 2010. All securities which remain unsold under the Registration Statement are hereby deregistered. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statement.

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SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 for the sale of securities and authorized this amendment to the Form S-3 registration statement to be signed on its behalf by the undersigned, in the City of New York, State of New York, on the 13th day of February, 2014.

CINEDIGM CORP.

By: /s/ Gary S. Loffredo  
 Gary S. Loffredo  
 President of Digital Cinema,  
 General Counsel and  
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature(s)                                       | Title(s)   | Date              |
|--|--|-------------------|
| /s/ Christopher J. McGurk<br>Christopher J. McGurk | Chief Executive Officer and Chairman<br>of the Board of Directors<br>(Principal Executive Officer) | February 13, 2014 |
| /s/ Adam M. Mizel<br>Adam M. Mizel                 | Chief Operating Officer, Chief Financial<br>Officer and<br>Director (Principal Financial Officer)  | February 13, 2014 |
| /s/ Gary S. Loffredo<br>Gary S. Loffredo           | President of Digital Cinema, General<br>Counsel,<br>Secretary and Director                         | February 13, 2014 |
| /s/ John B. Brownson<br>John B. Brownson           | Senior Vice President - Accounting and<br>Finance<br>(Principal Accounting Officer)                | February 13, 2014 |
| Peter C. Brown                                     | Director   |                   |
| *<br>Wayne L. Clevenger                            | Director   | February 13, 2014 |
| *<br>Matthew W. Finlay                             | Director   | February 13, 2014 |
|  | Director   |                   |

Martin B. O'Connor II

Director

Laura Nisonger Sims

\* /s/ Gary S. Loffredo

By:

Gary S. Loffredo

Attorney-in-Fact