

Cinedigm Corp.  
Form 4  
July 14, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SAGEVIEW CAPITAL LP

(Last) (First) (Middle)

55 RAILROAD AVENUE,

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Cinedigm Corp. [CIDM]

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

07/10/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)

X (see remarks below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 07/10/2014                              |                                                             | A                                       | 19,841<br>(2)                                                              | A \$ 0 268,687 (2)                                                                                                 | I                                                                    | See<br>footnote (1)<br>(2) (3) (4)                                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Cinedigm Corp. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |         |                       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------------|
|                                                                                                    | Director      | 10% Owner | Officer | Other                 |
| SAGEVIEW CAPITAL LP<br>55 RAILROAD AVENUE<br>GREENWICH, CT 06830                                   | X             | X         |         | X (see remarks below) |
| GILHULY EDWARD A<br>C/O SAGEVIEW CAPITAL LP<br>245 LYTTON AVENUE, SUITE 250<br>PALO ALTO, CA 94301 |               | X         |         | X (see remarks below) |
| STUART SCOTT M<br>C/O SAGEVIEW CAPITAL LP<br>55 RAILROAD AVENUE, 1ST FLOOR<br>GREENWICH, CT 06830  |               | X         |         | X (see remarks below) |
| Sims Laura Nisonger<br>245 LYTTON AVENUE, SUITE 250<br>PALO ALTO, CA 94301                         | X             |           |         | X (see remarks below) |

## Signatures

|                                                                  |            |
|------------------------------------------------------------------|------------|
| /s/ Dino Verardo, Sageview Capital L.P., as Authorized<br>Person | 07/14/2014 |
| <u>                    </u> **Signature of Reporting Person      | Date       |
| /s/ Edward A. Gilhuly                                            | 07/14/2014 |
| <u>                    </u> **Signature of Reporting Person      | Date       |
| /s/ Scott M. Stuart                                              | 07/14/2014 |
| <u>                    </u> **Signature of Reporting Person      | Date       |
| /s/ Laura Nisonger Sims                                          | 07/14/2014 |
| <u>                    </u> **Signature of Reporting Person      | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 4 is filed on behalf of Sageview Capital LP ("Sageview Capital"), Mr. Edward A. Gilhuly, Mr. Scott M. Stuart and Ms. Laura Nisonger Sims. Ms. Sims is a director of the Issuer. Messrs. Gilhuly and Stuart are managing and controlling persons of Sageview Capital.
- (1) These shares of Class A Common Stock were issued on July 10, 2014 as part of the annual retainer for board service by Ms. Sims for the fiscal year ended March 31, 2014. Such shares vested on the date of issuance. Pursuant to the terms of her arrangement with Sageview Capital and certain related entities, the right to receive such shares was transferred to Sageview Capital.
- (2) Messrs. Gilhuly and Stuart and Ms. Sims disclaim beneficial ownership of such securities, except to the extent of his or her pecuniary interest therein, if any.
- (3) This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose or that any Reporting Person or other person has an obligation to file this Form 4.
- (4)

### Remarks:

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Sageview may be deemed a director-by

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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