

Cinedigm Digital Cinema Corp.
Form 4
May 11, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLEVENGER WAYNE L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2010

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

C/O MIDMARK CAPITAL II,
L.P., 177 MADISON AVENUE

(Street)

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

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

MORRISTOWN, NJ 07960

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | Amount | Price |
| Class A Common Stock | | | | | | 30,000 | D |
| Class A Common Stock | 05/09/2010 | | M | 6,897 | A | (4) 1,840,339 | I |
| | | | | | | | See footnote. (1) |

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

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SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Stock Option (Right to Buy) | \$ 5 | | | | | (2) | 03/17/2014 | Class A Common Stock | 5,000 |
| Non-Employee Stock Option (Right to Buy) | \$ 5 | | | | | 07/01/2004 | 07/01/2014 | Class A Common Stock | 5,000 |
| Non-Employee Stock Option (Right to Buy) | \$ 6.4 | | | | | 03/08/2006 | 06/09/2015 | Class A Common Stock | 10,000 |
| Non-Employee Stock Option (Right to Buy) | \$ 12.93 | | | | | 09/14/2006 | 03/31/2016 | Class A Common Stock | 10,000 |
| Non-Employee Stock Option (Right to Buy) | \$ 7.55 | | | | | (3) | 06/25/2017 | Class A Common Stock | 10,000 |
| Restricted Stock Units | (4) | 05/09/2010 | | M | 6,897 | (5) | (5) | Class A Common Stock | 6,897 |
| Restricted Stock Units | (4) | | | | | (6) | (6) | Class A Common Stock | 23,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLEVENGER WAYNE L C/O MIDMARK CAPITAL II, L.P. 177 MADISON AVENUE | X | | | |

MORRISTOWN, NJ 07960

Signatures

/s/ Gary S. Loffredo as
Attorney-in-Fact

05/11/2010

__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).

- Shares are held by MidMark Equity Partners II, L.P. ("MidMark"), of which the Reporting Person is a managing director. The general partner of MidMark is MidMark Advisors II, LLC, of which the Reporting Person is a managing member. The Reporting Person disclaims beneficial ownership of all of these shares.
- (1) partner of MidMark is MidMark Advisors II, LLC, of which the Reporting Person is a managing member. The Reporting Person disclaims beneficial ownership of all of these shares.
 - (2) Of such options, one-third vested on March 17, 2005 and the remaining two-thirds vested on March 8, 2006.
 - (3) The option vests in three equal annual installments commencing June 25, 2008.
 - (4) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock; however, the Issuer has the discretion to settle in Class A Common Stock or cash or a combination thereof.
 - (5) The RSUs vest in three equal annual installments commencing May 9, 2009.
 - (6) The RSUs vest in three equal annual installments commencing April 23, 2010.

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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