

LOFFREDO GARY S
Form 4
December 12, 2018

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOFFREDO GARY S

(Last) (First) (Middle)

CINEDIGM CORP., 45 WEST
36TH STREET, 7TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

Cinedigm Corp. [CIDM]

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

12/10/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, GC, Secy

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Class A Common Stock | | | | (A) or (D) | 119,000 | D | |

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
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and An Underlying Sec (Instr. 3 and 4) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|----------------------------|-------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | A N S |
| Stock Option (Right to buy) | \$ 13.7 | | | | | | | 08/11/2009 | 08/11/2019 | Class A Common Stock | |
| Stock Option (Right to buy) | \$ 13.7 | | | | | | | 10/21/2012 | 10/21/2019 | Class A Common Stock | |
| Stock Option (Right to buy) | \$ 14 | | | | | | | <u>(1)</u> | 06/11/2020 | Class A Common Stock | |
| Stock Option (Right to buy) | \$ 14.9 | | | | | | | 08/17/2012 ⁽²⁾ | 08/16/2021 | Class A Common Stock | |
| Stock Option (Right to buy) | \$ 30 | | | | | | | 08/17/2012 ⁽²⁾ | 08/16/2021 | Class A Common Stock | |
| Stock Option (Right to buy) | \$ 15.4 | | | | | | | <u>(3)</u> | 10/13/2023 | Class A Common Stock | |
| Stock Appreciation Right | \$ 1.47 | 12/10/2018 | | A | | 407,610 | | <u>(4)</u> | 12/10/2028 | Class A Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOFFREDO GARY S CINEDIGM CORP. 45 WEST 36TH STREET, 7TH FLOOR NEW YORK, NY 10018 | | | SVP, GC, Secy | |

Signatures

/s/ Gary S.
Loffredo

12/12/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vested in three equal annual installments commencing June 11, 2011.
- (2) One-fourth of the options vested on August 17 of each of 2012, 2013, 2014 and 2015.
- (3) The option vested in three equal annual installments commencing October 13, 2014.
- (4) One-third of the stock appreciation rights will vest on December 10 of each of 2019, 2020 and 2021.

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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