

Cinedigm Corp.
Form 4
March 29, 2017

FORM 4

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

OMB APPROVAL

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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 *
Rhine Zvi Michael

(Last) (First) (Middle)
401 ONTARIO ST., SUITE 2301
(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2017

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)

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 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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------|
| | | | Code | V | Amount (A) or (D) Price | | | | |
| Class A Common Stock | 03/06/2017 | | A | | 24,631 (4) | A | \$ 0 97,750 | D | |
| Class A Common Stock | | | | | | | 145,000 | I | See Footnotes (1) (3) |
| Class A Common Stock | | | | | | | 7,400 | I | See Footnotes (2) (3) |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants (right to buy) | \$ 18.5 | | | | | 10/21/2013 | 10/21/2018 | Class A Common Stock | 2,625 |
| Warrants (right to buy) | \$ 18.5 | | | | | 10/21/2013 | 10/21/2018 | Class A Common Stock | 5,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rhine Zvi Michael 401 ONTARIO ST. SUITE 2301 CHICAGO, IL 60603 | | X | | |

Signatures

/s/ Zvi Rhine 03/29/2017
 **Signature of Date
 Reporting Person

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) Owned by Sabra Investments, LP (the "Fund").

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- (2) Owned by Sabra Capital Partners, LLC (the "General Partner").

The General Partner, as the general partner of the Fund, may be deemed to beneficially own the shares of Class A Common Stock disclosed as directly owned by the Fund in this statement. As the principal of the Fund and the General Partner, the Reporting Person may

(3) be deemed to beneficially own the shares of Class A Common Stock disclosed as directly owned by the Fund and the General Partner in this statement. Each of the General Partner and the Reporting Person expressly disclaims such beneficial ownership except to the extent of any pecuniary interest therein.

- Constitutes stock portion of annual retainer for the year of board service by the Reporting Person commencing October 1, 2016. Such
- (4) shares vest in quarterly amounts on December 31, 2016, March 31, 2017, June 30, 2017 and September 30, 2017, so long as the Reporting Person is a director on each such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.