

Edgar Filing: Sudbury Capital Fund, LP - Form 4

Sudbury Capital Fund, LP  
Form 4  
November 01, 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 \*  
Sudbury Capital Fund, LP

2. Issuer Name and Ticker or Trading  
Symbol  
RLJ ENTERTAINMENT, INC.  
[RLJE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
878 S, DENTON TAP ROAD,  
SUITE 220

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/31/2018

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

(Street)

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

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

COPPELL, TX 75019

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	10/31/2018		D <sup>(1)</sup>		96,714	D	\$ 6.25
					0		

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

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SEC 1474  
(9-02)

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**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 Number of Shares
Warrants	\$ 1.5	10/31/2018		S <sup>(2)</sup>	200,000	10/14/2016 05/20/2020	Common Stock, par value \$0.001 per share 200,000
Series C-2 Convertible Preferred Stock	\$ 3	10/31/2018		J <sup>(3)</sup>	2,000	10/14/2016 05/20/2020	Common Stock, par value \$0.001 per share 2,000
Series D-1 Convertible Preferred Stock	\$ 3	10/31/2018		J <sup>(3)</sup>	183.506	10/14/2016 05/20/2020	Common Stock, par value \$0.001 per share 183.506

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sudbury Capital Fund, LP 878 S, DENTON TAP ROAD, SUITE 220 COPPELL, TX 75019		X		

## Signatures

Dawn A. Martens,  
Attorney-in-fact

11/01/2018

\_\_\_\_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) Disposed of pursuant to the Merger Agreement by and among the issuer, AMC Networks Inc., Digital Entertainment Holdings LLC, and River Merger Sub Inc. for \$6.25 per share on the effective date of the merger.

(2)

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In connection with the merger, these warrants were cancelled and converted into the right to receive an amount in cash equal to the product of the number of shares issuable upon exercise of such warrants multiplied by \$6.25 minus the exercise price of such warrants.

Following the effective time of the merger, the holder may elect to receive (i) \$7.86 in cash per share of Common Stock of RLJ

Entertainment, Inc. previously issuable upon conversion of such Preferred Stock or (ii) a security of the successor entity substantially

- (3) similar to Preferred Stock, including having a stated value and dividend rate equal to the stated value and dividend rate of the Preferred Stock and having similar ranking to the Preferred Stock, and convertible into the publicly traded, exchange listed common stock of the successor entity (including its parent entity).

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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