

Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp.

Form 4

August 13, 2009

**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 \*  
**LOFFREDO GARY S**

(Last) (First) (Middle)

**55 MADISON AVENUE, SUITE  
300**

(Street)

**MORRISTOWN, NJ 07960**

(City) (State) (Zip)

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

**Access Integrated Technologies, Inc.  
d/b/a Cinedigm Digital Cinema Corp.  
[CIDM]**

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

**08/11/2009**

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)  
**Senior VP, Gen Counsel & Secy**

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 Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	23,000 <sup>(1)</sup>	D	

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

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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)*

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 7.5							<u>(2)</u>	08/02/2010	Class A Common Stock	50,000
Stock Option (Right to buy)	\$ 5							<u>(3)</u>	02/28/2012	Class A Common Stock	20,000
Stock Option (Right to buy)	\$ 2.5							<u>(4)</u>	12/18/2012	Class A Common Stock	20,000
Stock Option (Right to buy)	\$ 5							<u>(5)</u>	11/04/2013	Class A Common Stock	50,000
Stock Option (Right to buy)	\$ 3.6							12/01/2005	01/13/2015	Class A Common Stock	40,000
Stock Option (Right to buy)	\$ 10.25							09/14/2006	03/08/2016	Class A Common Stock	10,000
Stock Option (Right to buy)	\$ 5.16							<u>(6)</u>	10/18/2017	Class A Common Stock	10,000
Stock Option (Right to buy)	\$ 1.37	08/11/2009		A		40,000		08/11/2009	08/11/2019	Class A Common Stock	40,000
	<u>(7)</u>							(8)	(8)		90,000

Restricted  
Stock  
Units

Class A  
Common  
Stock

Restricted  
Stock  
Units

(7)

(9)

(9)

Class A  
Common  
Stock 35,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOFFREDO GARY S 55 MADISON AVENUE, SUITE 300 MORRISTOWN, NJ 07960	X		Senior VP, Gen Counsel & Secy	

## Signatures

/s/ Gary S.  
Loffredo

08/11/2009

\*\*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) Includes 3,000 restricted Class A Common shares granted on September 20, 2007, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan. Such restricted shares vest in three equal annual installments commencing September 20, 2008.
- (2) The option vested in three equal annual installments commencing August 2, 2001.
- (3) The option vested in three equal annual installments commencing February 28, 2003.
- (4) The option vested in three equal annual installments commencing December 18, 2003.
- (5) Of such options, one-third vested on November 4 of each of 2004 and 2005 and the remaining vested on March 8, 2006.
- (6) The option vests in three equal annual installments commencing October 18, 2008.
- (7) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock ("Common Stock"); however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.
  - (a) On May 9, 2011, all of the RSUs will vest unless earlier vested pursuant to (b) or (c) below. (b) On May 9, 2009, (i) 1/3 of the RSUs will vest if the Common Stock has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date or (ii) 2/3 of the RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date.
  - (8) (c) On May 9, 2010, (i) 1/3 of the unvested RSUs will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date or (ii) 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date or (iii) all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.
  - (9) (a) On April 23, 2012, all of the RSUs will vest unless earlier vested pursuant to (b) or (c) below. (b) On April 23, 2010, (i) 1/3 of the RSUs will vest if the Common Stock has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date or (ii) 2/3 of the RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date. (c) On April 23, 2011, (i) 1/3 of the unvested RSUs will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date or (ii) 2/3 of the unvested RSUs will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date or (iii) all of the unvested RSUs will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on 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.

## Edgar Filing: Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp. - Form 4

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