

# CINEDIGM DIGITAL CINEMA CORP.

Reported by  
**DAVIDOFF ROBERT**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/11/10 for the Period Ending 05/09/10

Address	55 MADISON AVENUE SUITE 300 MORRISTOWN, NJ 07960
Telephone	973-290-0080
CIK	0001173204
Symbol	CIDM
Fiscal Year	03/31

# FORM 4

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

Washington, D.C. 20549

## 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(f) of the Investment  
Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>DAVIDOFF ROBERT</b>			<b>Cinedigm Digital Cinema Corp.</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>C/O CMNY CAPITAL LP, 137 EAST 57TH STREET</b>			<b>5/9/2010</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10022</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	5/9/2010		M		6897	A	(6)	25460	D	
Class A Common Stock								338496	I	See footnote. (1)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Non-Employee Stock Option (Right to buy)	\$12.50						(2)	9/21/2010	Class A Common Stock	2000		2000	D	
Non-Employee Stock Option (Right to buy)	\$5.00						(3)	2/14/2013	Class A Common Stock	2000		2000	D	
Non-Employee Stock Option (Right to buy)	\$5.00						(4)	3/17/2014	Class A Common Stock	5000		5000	D	
Non-Employee Stock Option (Right to buy)	\$6.40							3/8/2006 6/9/2015	Class A Common Stock	10000		10000	D	
Non-Employee Stock Option (Right to buy)	\$12.93							9/14/2006 3/31/2016	Class A Common Stock	10000		10000	D	
Non-Employee Stock Option (Right to buy)	\$7.55						(5)	6/25/2017	Class A Common Stock	10000		10000	D	
Restricted Stock Units	(6)	5/9/2010		M		6897	(7)	(7)	Class A Common Stock	6897	(6)	6896	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(6)							(8)	(8)	Class A Common Stock	23334		23334	D	

**Explanation of Responses:**

- (1) Represents shares owned by CMNY Capital II, L.P. ("CMNY"). The Reporting Person is a Managing Director of Carl Marks & Co., Inc., the General Partner of CMNY.
- (2) The option vested in three equal annual installments commencing September 21, 2001.
- (3) The option vested in three equal annual installments commencing February 14, 2004.
- (4) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (5) The option vests in three equal annual installments commencing June 25, 2008.
- (6) 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.
- (7) The RSUs vest in three equal annual installments commencing May 9, 2009.
- (8) The RSUs vest in three equal annual installments commencing April 23, 2010.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDOFF ROBERT C/O CMNY CAPITAL LP 137 EAST 57TH STREET NEW YORK, NY 10022	X			

**Signatures**

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

5/11/2010

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.

**POWER OF ATTORNEY**  
(Beneficial Ownership Reports)

The undersigned hereby:

(i) constitutes and appoints the General Counsel and the Senior Vice President – Accounting & Finance, now or hereafter serving, of Access Integrated Technologies, Inc. (the “Company”), and each of them individually, with full power of substitution and resubstitution (collectively, the “Attorneys-in-Fact,” and, individually, an “Attorney-in-Fact”), to be the undersigned’s true and lawful representative, agent, proxy and attorney-in-fact, for him or her and in his or her name, place and stead, in any and all capacities, to:

(a) prepare, act on, execute, acknowledge, publish (including website posting) and deliver to and file with the Securities and Exchange Commission, any and all national securities exchanges and the Company the following Forms with respect to securities of the Company, including those which are or may be deemed to be beneficially owned or held by the undersigned:

(1) Forms ID, 3, 4, 5 and 144 and Schedules 13G and 13D (including any and all amendments thereto) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Securities Act of 1933, as amended (the “Securities Act”), and the rules and regulations thereunder; and

(2) any successor Form or any related document; and

(b) request and obtain from any and all third parties, including brokers, employee benefit plan administrators and trustees, any and all information with respect to ownership and holding of and transactions in securities of the Company and to use and disclose such information, in each case as necessary, appropriate, convenient or expedient in connection with the foregoing; and

(ii) authorizes any and all such third parties to provide and disclose such information to any and all of the Attorneys-in-Fact or their agents;

(iii) grants to any and all of the Attorneys-in-Fact the full right, power and authority to do any and all such things and take any and all such actions which may be necessary, convenient, expedient or appropriate in connection with the foregoing, as fully for all intents and purposes as he or she might or could do or take; and

(iv) approves, ratifies and confirms all that any and all of the Attorneys-in-Fact may lawfully do or cause to be done by virtue hereof.

The undersigned hereby agrees:

(i) that any and all of the Attorneys-in-Fact may rely on information provided or disclosed orally or in writing by or on behalf of the undersigned or such third parties without independent verification thereof;

(ii) to indemnify and hold harmless the Company and the Attorneys-in-Fact against any and all losses, claims, proceedings, damages and liabilities that arise out of or are based upon any actual or alleged omission or misstatement of facts in such information;

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(iii) to reimburse the Company and the Attorneys-in-Fact for any and all legal or other expenses reasonably incurred in connection with investigating, mitigating, responding to or defending against any such loss, claim, proceeding, damage or liability (including providing documents and testimony); and

(iv) that neither the Company nor any of the Attorneys-in-Fact assumes (a) any responsibility for the compliance by the undersigned with the requirements of the Acts mentioned above or the rules or regulations thereunder, (b) any liability for any failure to comply with such requirements or (c) any liability for profit disgorgement or other losses, damages or penalties due to any violation of the Acts mentioned above or the rules or regulations thereunder.

The validity of this Power of Attorney shall not be affected in any manner by reason of (i) the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than those named herein or (ii) the death, disability or incompetence of the undersigned.

This Power of Attorney shall remain in effect as long as the undersigned remains employed by the Company or its subsidiaries or a director of the Company, unless it is revoked as described in the next sentence. This Power of Attorney may be revoked only by written notice to the Secretary of the Company, delivered personally or by registered mail or certified mail, return receipt requested. No such revocation shall be effective as to any Attorney-in-Fact until such notice of revocation shall have been actually received and read by him or her. All third parties may deal with each Attorney-in-Fact as if such Attorney-in-Fact was the undersigned, without undertaking or having any duty to undertake any investigation as to whether this Power of Attorney has been revoked or otherwise becomes invalid.

The undersigned acknowledges that it is his or her responsibility to pre-clear with the General Counsel all proposed transactions in securities of the Company and that this Power of Attorney does not relieve the undersigned from any responsibility for compliance with the obligations of the undersigned under the Exchange Act, including the reporting requirements under Section 16 of the Exchange Act.

**IN WITNESS WHEREOF**, the undersigned has executed this Power of Attorney as of this 6<sup>th</sup> day of May, 2010.

Signature: /s/ Robert Davidoff  
Name: \_\_\_\_\_