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CINEDIGM DIGITAL CINEMA CORP.

Reported by

LOFFREDO GARY S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/27/12 for the Period Ending 07/26/12

Address	55 MADISON AVENUE SUITE 300 MORRISTOWN, NJ 07960
Telephone	973-290-0080
CIK	0001173204
Symbol	CIDM
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Motion Pictures
Sector	Services
Fiscal Year	03/31

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FORM 4

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

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(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)
LOFFREDO GARY S	**Cinedigm Digital Cinema Corp. [CIDM]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **55 MADISON AVENUE, SUITE 300**	3. Date of Earliest Transaction (MM/DD/YYYY) **7/26/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Pres Digital Cinema, GC & Secy**
(Street) **MORRISTOWN, NJ 07960** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. 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	**7/26/2012**		**M**		**35000**	**A**	**$0**	**198000**	**D**	
Class A Common Stock	**7/26/2012**		**F**		**8000** (8)	**D**	**$1.38**	**190000**	**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				
Stock Option (Right to buy)	**$2.50**							(1)	**12/18/2012**	**Class A Common Stock**	**20000**		**20000**	**D**	
Stock Option (Right to buy)	**$5.00**							(2)	**11/4/2013**	**Class A Common Stock**	**50000**		**50000**	**D**	
Stock Option (Right to buy)	**$3.60**							**12/1/2005**	**1/13/2015**	**Class A Common Stock**	**40000**		**40000**	**D**	
Stock Option (Right to buy)	**$10.25**							**9/14/2006**	**3/8/2016**	**Class A Common Stock**	**10000**		**10000**	**D**	
Stock Option (Right to buy)	**$5.16**							(3)	**10/18/2017**	**Class A Common Stock**	**10000**		**10000**	**D**	
Stock Option (Right to buy)	**$1.37**							**8/11/2009**	**8/11/2019**	**Class A Common Stock**	**40000**		**40000**	**D**	
										Class A					

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				
Stock Option (Right to buy)	**$1.37**							**10/21/2012**	**10/21/2019**	**Common Stock**	**90000**		**90000**	**D**	
Stock Option (Right to buy)	**$1.40**							(4)	**6/11/2020**	**Class A Common Stock**	**64795**		**64795**	**D**	
Restricted Stock Units	(5)	**7/26/2012**		**M**			**35000**	**7/20/2012** (6)	(6)	**Class A Common Stock**	**35000**	**$0**	**0**	**D**	
Stock Option (Right to buy)	**$1.49**							**8/17/2012** (7)	**8/16/2021**	**Class A Common Stock**	**225000**		**225000**	**D**	
Stock Option (Right to buy)	**$3.00**							**8/17/2012** (7)	**8/16/2021**	**Class A Common Stock**	**75000**		**75000**	**D**	

Explanation of Responses:

(1) The option vested in three equal annual installments commencing December 18, 2003.

(2) Of such options, one-third vested on November 4 of each of 2004 and 2005 and the remaining vested on March 8, 2006.

(3) The option vested in three equal annual installments commencing October 18, 2008.

(4) The option vests in three equal annual installments commencing June 11, 2011.

(5) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Common Stock; however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.

(6) The vesting date was amended to July 26, 2012.

(7) One-fourth of the options vest on August 17 of each of 2012, 2013, 2014 and 2015.

(8) Shares were surrendered to the Issuer in payment of tax liability upon vesting in accordance with the terms of the Issuer's Second Amended and Restated 2000 Equity Incentive Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOFFREDO GARY S **55 MADISON AVENUE** **SUITE 300** **MORRISTOWN, NJ 07960**	**X**		**Pres Digital Cinema, GC & Secy**	

Signatures

/s/ Gary S. Loffredo **7/27/2012**

** 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.

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