

# **CINEDIGM CORP.**

Reported by  
**GILHULY EDWARD A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/28/16 for the Period Ending 12/23/16

Address	902 BROADWAY 9TH FLOOR NEW YORK, NY 10010
Telephone	212-206-8600
CIK	0001173204
Symbol	CIDM
SIC Code	7841 - Video Tape Rental
Industry	Entertainment Production
Sector	Consumer Cyclical
Fiscal Year	03/31

# FORM 4

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

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[ X ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>SAGEVIEW CAPITAL MASTER, L.P.</b>  (Last) (First) (Middle)  <b>C/O SAGEVIEW CAPITAL LP, 55 RAILROAD AVENUE</b>  (Street)  <b>GREENWICH, CT 06830</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Cinedigm Corp. [ CIDM ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/23/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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			

**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				
Warrants to purchase shares of Class A Common Stock (1)	\$12.36	12/23/2016		S		1773462		9/30/2009	8/11/2019	Class A Common Stock	1773462	(2)	0	I	See Footnotes (3)(4)

**Explanation of Responses:**

- (1) Information in Table II reflects anti-dilution and other adjustments made to the Warrants in accordance with their terms since the time they were first issued.
- (2) On December 23, 2016 Sageview Master terminated the Warrants in exchange for a payment of \$5,000 in cash from the Issuer.
- (3) This Form 4 is filed on behalf of Sageview Capital Master, L.P. ("Sageview Master"), Sageview Capital Partners (A), L.P. ("Sageview A"), Sageview Capital Partners (B), L.P. ("Sageview B"), Sageview Capital Partners (C) (Master), L.P. ("Sageview C"), Sageview Capital GenPar, Ltd. ("Sageview Ltd"), Sageview Capital GenPar, L.P. ("Sageview GenPar"), Sageview Capital MGP, LLC ("Sageview MGP"), Mr. Edward A. Gilhuly and Mr. Scott M. Stuart. Sageview A, Sageview B and Sageview C are collectively the holders of 100% of the limited partnership interests in Sageview Master. Sageview Ltd is the sole general partner of each of Sageview A, Sageview B and Sageview C. Sageview GenPar is the sole owner of Sageview Ltd. Sageview MGP is the sole general partner of Sageview GenPar. Messrs. Gilhuly and Stuart are managing and controlling persons of Sageview MGP.
- (4) Each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and Stuart may be deemed to be the indirect beneficial owners of any securities beneficially owned or deemed to be beneficially owned by Sageview Master. However, each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and Stuart disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein, if any.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital Partners (A), LP				

C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
STUART SCOTT M C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

**Signatures**

/s/ Edward A. Gilhuly, Sageview Capital GenPar, Ltd., as General Partner of Sageview Capital Master, L.P.

12/28/2016

\*\*Signature of Reporting Person

Date

(See signatures of other Reporting Persons on the attached Exhibit 99.1)

12/28/2016

\*\*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.

## Joint Filer Information

FORM 4

Name of designated filer: Sageview Capital Master, L.P.

Other Joint Filers: Sageview Capital Partners (A), L.P., Sageview Capital Partners (B), L.P., Sageview Capital Partners (C) (Master), L.P., Sageview Capital GenPar, Ltd., Sageview Capital GenPar, L.P., Sageview Capital MGP, LLC, Edward A. Gilhuly and Scott M. Stuart.

Addresses: The address of each of the joint filers listed above is c/o Sageview Capital LP, 55 Railroad Avenue, Greenwich, CT 06830.

Date of Event Requiring Statement: December 23, 2016

Issuer Name and Ticker or Trading Symbol: Cinedigm Corp. (CIDM)

SAGEVIEW CAPITAL MASTER, L.P.

By: Sageview Capital GenPar, Ltd.,  
its General PartnerBy: /s/ Edward A. GilhulyName: Edward A. Gilhuly  
Title: Director

SAGEVIEW CAPITAL PARTNERS (A), L.P.

By: Sageview Capital GenPar, Ltd.,  
its General PartnerBy: /s/ Edward A. GilhulyName: Edward A. Gilhuly  
Title: Director

SAGEVIEW CAPITAL PARTNERS (B), L.P.

By: Sageview Capital GenPar, Ltd.,  
its General PartnerBy: /s/ Edward A. GilhulyName: Edward A. Gilhuly  
Title: Director

SAGEVIEW CAPITAL PARTNERS (C) (MASTER), L.P.

By: Sageview Capital GenPar, Ltd.,  
its General PartnerBy: /s/ Edward A. GilhulyName: Edward A. Gilhuly  
Title: Director

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SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ Edward A. Gilhuly  
Name: Edward A. Gilhuly  
Title: Director

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC,  
its General Partner

By: /s/ Edward A. Gilhuly  
Name: Edward A. Gilhuly  
Title: Co-President

SAGEVIEW CAPITAL MGP, LLC

By: /s/ Edward A. Gilhuly  
Name: Edward A. Gilhuly  
Title: Co-President

EDWARD A. GILHULY

/s/ Edward A. Gilhuly

SCOTT M. STUART

/s/ Scott M. Stuart

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