

# CINEDIGM CORP.

## **FORM 8-K** (Current report filing)

Filed 12/01/17 for the Period Ending 12/01/17

Address	45 WEST 36TH STREET 7TH FLOOR NEW YORK, NY, 10018
Telephone	212-206-8600
CIK	0001173204
Symbol	CIDM
SIC Code	7841 - Services-Video Tape Rental
Industry	Entertainment Production
Sector	Consumer Cyclical
Fiscal Year	03/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 1, 2017

(Date of earliest event reported)

**Cinedigm Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-31810**  
(Commission File Number)

**22-3720962**  
(IRS Employer  
Identification No.)

**45 West 36<sup>th</sup> Street, 7<sup>th</sup> Floor, New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

**212-206-8600**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transmission period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01. Other Events.**

On December 1, 2017, Cinedigm Corp. (the “Company”) announced the settlement in full, as of November 24, 2017, of the shares it purchased pursuant to the previously announced forward stock purchase transaction (the “Forward Stock Purchase Transaction”) in April 2015. Pursuant to the Forward Stock Purchase Transaction, the Company purchased 1,179,138 (adjusted for the Company’s reverse stock split in May 2016) shares of its Class A common stock, par value \$0.001 per share (the “Common Stock”) from Société Générale (the “Forward Counterparty”) in order to facilitate privately negotiated derivative transactions between the Forward Counterparty and holders of the Company’s 5.5% Convertible Notes due 2035, all of which were recently cancelled, as previously announced. In light of such cancellations, the Forward Counterparty has settled all of such shares earlier than the contractual settlement date of April 2020 by delivering the shares to the Company. The shares have been placed in treasury and are no longer outstanding. The number of shares of Common Stock outstanding as of December 1, 2017 is 34,936,324.

On December 1, 2017, the Company issued a press release for this announcement. A copy of such press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 1, 2017.</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CINEDIGM CORP.

Dated: December 1, 2017

By: /s/ Gary S. Loffredo  
Gary S. Loffredo  
President of Digital Cinema, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 1, 2017.</a>



### Cinedigm Completes Stock Repurchase

LOS ANGELES-- Cinedigm Corp. (NASDAQ: CIDM) (the “Company” or “Cinedigm”) today announced the settlement in full of the shares it purchased pursuant to the previously announced forward stock purchase transaction (the “Forward Stock Purchase Transaction”) in April 2015. Pursuant to the Forward Stock Purchase Transaction, the Company purchased 1,179,138 (adjusted for the Company’s reverse stock split in May 2016) shares of its Class A common stock from Société Générale (the “Forward Counterparty”) in order to facilitate privately negotiated derivative transactions between the Forward Counterparty and holders of the Company’s 5.5% Convertible Notes due 2035, all of which were recently cancelled, as previously announced. In light of such cancellations, the Forward Counterparty has settled all of such shares earlier than the contractual settlement date of April 2020 by delivering the shares to the Company. The shares have been placed in treasury and are no longer outstanding.

“We are pleased that the forward purchase facility served its purpose and is now concluded, resulting in fewer shares outstanding and a slight increase in existing shareholders' ownership percentage,” said Chris McGurk, Cinedigm Chairman and CEO.

#### About Cinedigm

Cinedigm powers custom content solutions to the world’s largest retail, media and technology companies. We provide premium feature films and series to digital platforms including iTunes, Netflix, and Amazon, cable and satellite providers including Comcast, Dish Network and DirecTV, and major retailers including Walmart and Target. Leveraging Cinedigm’s unique capabilities, content and technology, the Company has emerged as a leader in the fast-growing over-the-top channel business, with four channels under management that reach hundreds of millions of devices while also providing premium content and service expertise to the entire OTT ecosystem. Learn more about Cinedigm at [www.cinedigm.com](http://www.cinedigm.com)

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## Safe Harbor Statement

Investors and readers are cautioned that certain statements contained in this document are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Act"). Forward-looking statements include statements that are predictive in nature, which depend upon or refer to future events or conditions, which include words such as "expects," "anticipates," "intends," "plans," "could," "might," "believes," "seeks," "estimates" or similar expressions. In addition, any statements concerning completion of the transactions described in this document, future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future actions, which may be provided by Cinedigm's management, are also forward-looking statements as defined by the Act. Forward-looking statements are based on current expectations and projections about future events and are subject to various risks, uncertainties and assumptions about Cinedigm, its technology, economic and market factors and the industries in which Cinedigm does business, among other things. These statements are not guarantees of future performance and Cinedigm undertakes no specific obligation or intention to update these statements after the date of this release.

## Contact

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