

# CINEDIGM CORP.

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

Filed 11/21/17 for the Period Ending 11/20/17

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

November 20, 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 November 20, 2017, Cinedigm Corp. (the “Company”) received written notification from the Committee on Foreign Investment in the United States (“CFIUS”) that it will not take action to prevent, unwind, or require any modifications to, the transactions contemplated by the Stock Purchase Agreement dated as of June 29, 2017 by and between the Company and Bison Entertainment Investment Limited (the “Agreement”). CFIUS approval was a condition to closing the transactions under the Agreement, but the condition was waived and the transactions were consummated on November 1, 2017. The review by CFIUS is now concluded.

On November 21, 2017, the Company issued a press release relating to the CFIUS approval. 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="#"><u>99.1</u></a>	<a href="#"><u>Press Release, dated November 21, 2017.</u></a>

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**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: November 21, 2017

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

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated November 21, 2017.</a>

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### **Cinedigm Receives CFIUS Approval for Bison Capital Strategic Investment**

LOS ANGELES-- Cinedigm Corp. (NASDAQ: CIDM) (the "Company" or "Cinedigm") today announced that on November 20, 2017, Cinedigm received written notification from the Committee on Foreign Investment in the United States ("CFIUS") that it will not take action to prevent, unwind, or require any modifications to, the transactions contemplated by the Stock Purchase Agreement dated as of June 29, 2017 by and between the Company and Bison Entertainment Investment Limited (the "Agreement"). CFIUS approval was a condition to closing the transactions under the Agreement, but the condition was waived and the transactions were consummated on November 1, 2017. The review by CFIUS is now concluded.

Bison Capital now beneficially owns a majority of Cinedigm's outstanding Class A Common Stock and Mr. Peixin Xu and Mr. Peng Jin, both Directors of Bison Capital, have joined the Company's Board of Directors.

Bison Capital is a Hong Kong-based investment company with a focus on the media and entertainment, healthcare and financial service industries. Founded by Mr. Peixin Xu in 2014, Bison Capital has made multiple investments in film and TV production, film distribution and entertainment-related mobile Internet services, including Bona Film, Xunlei and Weiyang Technologies.

"We are very pleased to have received CFIUS approval, as we expected," said Chris McGurk, Cinedigm Chairman and CEO. "The Bison transaction has strengthened our balance sheet and provided a strong partner with which to build our content distribution and OTT channel businesses in China, the world's fastest growing major entertainment market, while further expanding those businesses in North America, the world's largest entertainment market."

#### 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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