

Cinedigm Corp.

Form 4

December 28, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAGEVIEW CAPITAL MASTER,
L.P.

(Last) (First) (Middle)

C/O SAGEVIEW CAPITAL LP, 55
RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cinedigm Corp. [CIDM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Warrants to purchase shares of Class A Common Stock ⁽¹⁾	\$ 12.36	12/23/2016	S			1,773,462	09/30/2009	08/11/2019	Class A Common Stock	1,773,462	

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

Explanation of Responses:

* 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).

(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.

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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