

Brownson John
Form 3
February 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Brownson John

(Last) (First) (Middle)

C/O CINEDIGM DIGITAL
CINEMA CORP.,Â 55
MADISON AVENUE

(Street)

MORRISTOWN,Â NJÂ

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/10/2012

3. Issuer Name and Ticker or Trading Symbol
Cinedigm Digital Cinema Corp. [CIDM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP Finance and Accounting

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

101,905

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to buy)	10/18/2010	10/18/2017	Class A Common Stock	3,000	\$ 5.16	D	Â
Stock Option (Right to buy)	Â <u>(1)</u>	10/21/2019	Class A Common Stock	10,000	\$ 1.37	D	Â
Stock Option (Right to buy)	Â <u>(2)</u>	08/17/2021	Class A Common Stock	75,000	\$ 1.49	D	Â
Stock Option (Right to buy)	Â <u>(2)</u>	08/17/2021	Class A Common Stock	25,000	\$ 3	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Class A Common Stock	4,342	\$ <u>(3)</u>	D	Â
Restricted Stock Units	06/25/2012	06/25/2012	Class A Common Stock	680	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Brownson John C/O CINEDIGM DIGITAL CINEMA CORP. 55 MADISON AVENUE MORRISTOWN, NJ	Â	Â	Â SVP Finance and Accounting		Â

Signatures

/s/ John B. Brownson 02/21/2012

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Of such options, 6,667 vested on October 29, 2011 and 3,333 will vest on October 29, 2012.
- (2) One-fourth of the options vest on August 17 of each 2012, 2013, 2014 and 2015.
- (3) 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.

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- (4) One half of the RSUs vest on June 11 of each of 2012 and 2013.

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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