

Digital Music Group, Inc.  
Form 3  
December 05, 2007

**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 \*

Navin Bradley Peter  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
11/26/2007

3. Issuer Name and Ticker or Trading Symbol  
Digital Music Group, Inc. [ORCD]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
VP Global Licensing & Sales

C/O THE ORCHARD,  
INC., 100 PARK AVENUE,  
17TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)

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

SEC 1473 (7-02)

**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.**

**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 Security

5. Ownership Form of Derivative Security: Direct (D)

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

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	11/13/2007 <sup>(1)</sup>	11/13/2014	Common Stock	5,000 <sup>(2)</sup>	\$ 7.44 <sup>(2)</sup>	D	Â
Restricted Stock Award	11/13/2007 <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	11,666 <sup>(2)</sup>	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Navin Bradley Peter C/O THE ORCHARD, INC. 100 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10017	Â	Â	Â VP Global Licensing & Sales	Â

## Signatures

/s/ Marianne Sarrazin for Bradley P. Navin	12/05/2007
**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).
- These options and restricted stock awards were granted on November 13, 2007. They vest over a three-year period and become
- (1) exercisable or receivable as to 1/3 of the shares on November 13, 2008, with quarterly vesting thereafter for a period of 24 months subject to acceleration or termination in certain circumstances. The restricted stock awards have no expiration date.
- Amount and exercise price reflect the one for three reverse stock split of the issuer's common stock that took effect November 14, 2007.
- (2) Without giving effect to the reverse stock split, the stock options have an exercise price of \$2.48 and represent the right to acquire 15,000 shares of common stock, and the restricted stock awards represent the right to receive 35,000 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.