

Cinedigm Corp.
Form SC 13G
May 11, 2015

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

SCHEDULE 13G
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No.)*

Cinedigm Corp.

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

172406100

(CUSIP Number)

April 29, 2015

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 172406 10 0

13G

Page 2 of 12

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
- PEAK6 Capital Management LLC 36-4172640
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER |
| | 6. | SHARED VOTING POWER
16,491,446* |
| | 7. | SOLE DISPOSITIVE POWER |
| | 8. | SHARED DISPOSITIVE POWER
16,491,446* |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,491,446*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
17.6%*
12. TYPE OF REPORTING PERSON
BD

* Represents shares issuable, and resulting percentage ownership, in the event that PEAK6 Capital Management, LLC converts its holdings of the Issuer's convertible notes.

CUSIP NO. 172406 10 0

13G

Page 3 of 12

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

PEAK6 Investments, L.P. 36-4166492

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | <ol style="list-style-type: none"> 5. SOLE VOTING POWER 6. SHARED VOTING POWER
16,491,446* 7. SOLE DISPOSITIVE POWER 8. SHARED DISPOSITIVE POWER
16,491,446* |
|--|--|

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,491,446*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
17.6%*

12. TYPE OF REPORTING PERSON
HC

* Represents shares issuable, and resulting percentage ownership, in the event that PEAK6 Capital Management, LLC converts its holdings of the Issuer's convertible notes.

CUSIP NO. 172406 10 0

13G

Page 4 of 12

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ALEPH6 LLC

36-4166488

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

16,491,446*

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

16,491,446*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,491,446*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.6%*

12. TYPE OF REPORTING PERSON

HC

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CUSIP NO. 172406 10 0

13G

Page 5 of 12

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Matthew Hulsizer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

16,491,446*

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

16,491,446*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,491,446*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.6%*

12. TYPE OF REPORTING PERSON
IN

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CUSIP NO. 172406 10 0

13G

Page 6 of 12

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1. Jennifer Just
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

	5. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER 16,491,446*
	7. SOLE DISPOSITIVE POWER
	8. SHARED DISPOSITIVE POWER 16,491,446*
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CERTAIN SHARES
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17.6%*
12. TYPE OF REPORTING PERSON
IN

* Represents shares issuable, and resulting percentage ownership, in the event that PEAK6 Capital Management, LLC converts its holdings of the Issuer's convertible notes.

CUSIP NO. 172406 10 0

13G

Page 7 of 12

Item 1(a) Name of Issuer:
Cinedigm Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

902 Broadway, 9th Floor
New York, NY 10010

Item 2(a) Name of Person Filing

PEAK6 Capital Management LLC
PEAK6 Investments, L.P.
AELPH6 LLC
Matthew Hulsizer
Jennifer Just

Item 2(b) Address of Principal Business Office

141 W. Jackson Blvd., Suite 500
Chicago, IL 60604

Item 2(c) Citizenship

PEAK6 Capital Management LLC – Delaware
PEAK6 Investments, L.P. – Delaware
AELPH6 LLC – Delaware
Matthew Hulsizer – U.S. Citizen
Jennifer Just – U.S. Citizen

2(d) Title of Class of Securities:

Class A Common Stock

2(e) CUSIP Number:

172406100

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box:

Item 4

Ownership:

(a) Amount beneficially owned:

PEAK6 Capital Management LLC has the potential voting and dispositive power over 16,491,446 shares of the Class A common stock upon the conversion of its interest in the Issuer's 5.5% Convertible Senior Notes due 2035 (the "Notes"). Section 13.03 of the Note Indenture filed by the Company in its 8-K filing on April 29, 2015 limits the common stock ownership upon conversion to less than 5% as defined in Treasury Regulation Section 1.382-2T(g)(1).

PEAK6 Capital Management is owned by PEAK6 Investments, L.P., which is primarily owned by ALEPH6 LLC. Matthew Hulsizer and Jennifer Just own and control ALEPH6 LLC.

(b) Percent of Class:

17.6% assuming that the 5% ownership limitation provided in the indenture governing the Notes does not apply, the entire Note holdings are converted and no other Note holder converts into Class A shares of the Issuer. The percentage is calculated by dividing the (i) the 16,491,446 shares of Class A commons stock

