

Cinedigm Digital Cinema Corp.
Form SC 13D/A
March 06, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Cinedigm Digital Cinema Corp.
(Name of Issuer)

Class A Common Stock, par value \$.001 per share
(Title of Class of Securities)

004329108
(CUSIP Number)

Barbara Parker
Sageview Capital LP
55 Railroad Avenue
Greenwich, CT 06830
Tel. No.: 203-625-4230

with a copy to

Raphael M. Russo
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 1, 2013
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).



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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital Master, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF 16,000,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

16,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital Partners (A), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

8 SHARED VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

16,000,000

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

16,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital Partners (B), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH
REPORTING

16,000,000

PERSON
WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

16,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Partners (C) (Master), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH
REPORTING

16,000,000

PERSON
WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

16,000,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF 16,000,000

SHARES BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 0

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 16,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 16,000,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 16,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital MGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 16,000,000

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

WITH 16,000,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.9%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

180,395

8 SHARED VOTING POWER

OWNED BY
EACH
REPORTING
PERSON

0

9 SOLE DISPOSITIVE POWER

180,395

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

180,395

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward A. Gilhuly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF
SHARES

0

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH

16,180,395

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

16,180,395

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,180,395

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.1%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M. Stuart

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 16,180,395

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 0

10 SHARED DISPOSITIVE POWER

16,180,395

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,180,395

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.1%

14 TYPE OF REPORTING PERSON

IN

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This statement constitutes Amendment No. 1 to the Schedule 13D relating to the Class A Common Stock, par value \$0.001 (the "Shares"), issued by Cinedigm Digital Cinema Corp. (the "Issuer"), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission on October 8, 2009 (as amended, the "Initial Schedule 13D") to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial Schedule 13D.

Item 1. Security and Issuer.

No Material Change.

Item 2. Identity and Background.

Item 2 of the Initial Schedule 13D is hereby amended and restated as follows:

(a) This Schedule 13D is being filed on behalf of each of the following persons (each a "Reporting Person" and collectively, the "Reporting Persons"): (i) Sageview Capital Master, L.P. ("Sageview Master"); (ii) Sageview Capital Partners (A), L.P. ("Sageview (A)"); (iii) Sageview Capital Partners (B), L.P. ("Sageview (B)"); (iv) Sageview Partners (C) (Master), L.P. ("Sageview (C)"); (v) Sageview Capital GenPar, Ltd. ("Sageview Ltd"); (vi) Sageview Capital GenPar, L.P. ("Sageview GenPar"); (vii) Sageview Capital MGP, LLC ("Sageview MGP"); (viii) Sageview Capital, L.P. ("Sageview Capital"), (ix) Edward A. Gilhuly; and (x) Scott M. Stuart.

(b), (c) and (f). (i) Sageview Master is a Cayman Islands exempted limited partnership formed in order to engage in the acquiring, holding and disposing of investments in various companies. The principal business office of Sageview Master is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(ii) Sageview (A), Sageview (B) and Sageview (C) (collectively, the "Shareholders") are collectively the holders of 100% of the limited partner interest in Sageview Master. Sageview (A) and Sageview (B) are Delaware limited partnerships and Sageview (C) is a Cayman Islands exempted limited partnership. The principal business office of each of the Shareholders is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(iii) Sageview Ltd is a Cayman Islands exempted limited liability company formed to act as the general partner of Sageview Master and each of the Shareholders. The principal business office of Sageview Ltd is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(iv) Sageview GenPar is a Delaware limited partnership formed to be the sole owner of Sageview Ltd. The principal business office of Sageview GenPar is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(v) Sageview MGP is a Delaware limited liability company formed to act as the general partner of Sageview GenPar. The principal business office of Sageview MGP is 55 Railroad Avenue, Greenwich, Connecticut 06830. The managing members and controlling persons of Sageview MGP are Scott M. Stuart and Edward A. Gilhuly (see paragraphs (vii) and (viii) below).

(vi) Sageview Capital is a Delaware limited partnership and the investment adviser to each of the Shareholders.

(vii) Mr. Gilhuly is a managing member and controlling person of Sageview MGP and a control person of Sageview Capital. Mr. Gilhuly is a United States citizen whose business address is c/o Sageview Capital LP, 245 Lytton Ave, Suite 250, Palo Alto, California 94301. Mr. Gilhuly's principal occupation is to act as Co-President of Sageview Management, LLC.

(viii) Mr. Stuart is a managing member and controlling person of Sageview MGP and a control person of Sageview Capital. Mr. Stuart is a United States citizen whose business address is 55 Railroad Avenue, Greenwich, Connecticut 06830. Mr. Stuart's principal occupation is to act as Co-President of Sageview Management, LLC.

(d) and (e). During the past five years, no Reporting Person and, to the best knowledge of each Reporting Person, no person otherwise identified in response to Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

No Material Change.

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Item 4. Purpose of Transaction.

Item 4 of the Initial Schedule 13D is hereby amended to add the following paragraph at the end thereof:

On March 1, 2013 the Issuer completed a refinancing of the Notes and, as a result, the Notes are no longer outstanding. Also on March 1, 2013, Edward A. Gilhuly, one of the Reporting Persons, resigned from the Board effective March 1, 2013. Ms. Laura Nisonger Sims, a Principal of Sageview Capital, remains on the Board.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Initial Schedule 13D is hereby amended and restated as follows:

All ownership percentages set forth herein assume that there are 48,340,369 shares of Class A Common Stock outstanding as of February 11, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended December 31, 2012.

(a) and (b)(i) Sageview Master may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview Master has sole voting power and sole dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(ii) Sageview (A) may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview (A) has shared voting power and shared dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(iii) Sageview (B) may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview (B) has shared voting power and shared dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(iv) Sageview (C) may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview (C) has shared voting power and shared dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(v) Sageview Ltd may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants, by virtue of being the general partner of Sageview Master and each of the

Shareholders. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview Ltd has sole voting power and sole dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(vi) Sageview GenPar may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants, by virtue of being the sole shareholder of Sageview Ltd. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview GenPar has sole voting power and sole dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(vii) Sageview MGP may be deemed to beneficially own 16,000,000 shares of Class A Common Stock, which are subject to issuance upon exercise of the Warrants, by virtue of being the general partner of Sageview GenPar. The 16,000,000 shares of Class A Common Stock issuable upon exercise of the Warrants would constitute approximately 24.9% of the Class A Common Stock outstanding upon such exercise. Sageview MGP has sole voting power and sole dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(viii) Sageview Capital may be deemed to beneficially own 180,395 shares of Class A Common Stock, which were originally awarded to principals of Sageview Capital in connection with their service on the Board. The 180,395 shares constitute less than 0.1% of the Class A Common Stock outstanding. Sageview Capital has sole voting power and sole dispositive power over any such shares of Class A Common Stock deemed beneficially owned by it.

(ix) As a managing member of Sageview MGP and control person of Sageview Capital, each of Messrs. Stuart and Gilhuly may be deemed to beneficially own any shares of Class A Common Stock that Sageview MGP and Sageview Capital may beneficially own or be deemed to beneficially own. Each such individual disclaims beneficial ownership of such shares. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the

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beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) Except as set forth in Item 4 and this Item 5, none of the Reporting Persons has engaged in any transaction during the past 60 days in any shares of Class A Common Stock.

(d) Each of the Reporting Persons affirms that no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the securities of the Issuer reported on this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

No Material Change.

Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2013

SAGEVIEW CAPITAL MASTER, L.P.

By: Sageview Capital GenPar, Ltd.,
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Director

SAGEVIEW CAPITAL PARTNERS (A), L.P.

By: Sageview Capital GenPar, Ltd.
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Director

SAGEVIEW CAPITAL PARTNERS (B), L.P.

By: Sageview Capital GenPar, Ltd.
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Director

SAGEVIEW PARTNERS (C) (MASTER), L.P.

By: Sageview Capital GenPar, Ltd.
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Director

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Director

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SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Co-President

SAGEVIEW CAPITAL MGP, LLC

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Co-President

SAGEVIEW CAPITAL, L.P.

By: Sageview Management, LLC
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Co-President

/s/ SCOTT M. STUART
SCOTT M. STUART

/s/ EDWARD A. GILHULY
EDWARD A. GILHULY

JOINT FILING AGREEMENT

The undersigned hereby agree that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the Class A Common Stock, par value \$0.001 per share, of Cinedigm Digital Cinema Corp., is being jointly filed, and all amendments thereto will be jointly filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of March 6, 2013

SAGEVIEW CAPITAL MASTER, L.P.

By: Sageview Capital GenPar, Ltd.,
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL PARTNERS (A), L.P.

By: Sageview Capital GenPar, Ltd.,
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL PARTNERS (B), L.P.

By: Sageview Capital GenPar, Ltd.,
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW PARTNERS (C) (MASTER), L.P.

By: Sageview Capital GenPar, Ltd.,
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL MGP, LLC

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Vice President

SAGEVIEW CAPITAL, L.P.

By: Sageview Management, LLC
its General Partner

By: /s/ EDWARD A. GILHULY
Name: Edward A. Gilhuly
Title: Co-President

/s/ SCOTT M. STUART
SCOTT M. STUART

/s/ EDWARD A. GILHULY
EDWARD A. GILHULY

