

Cinedigm Corp.  
Form 10-K/A  
June 28, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-K/A  
(Amendment No. 1)

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal period ended: March 31, 2018

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from --- to ---

Commission File Number: 000-31810

\_\_\_\_\_  
Cinedigm Corp.  
(Exact name of registrant as specified in its charter)

\_\_\_\_\_  
Delaware  
(State or Other Jurisdiction of Incorporation or Organization) 22-3720962  
(I.R.S. Employer Identification No.)

45 West 36th Street, 7th Floor, New York, NY 10018  
(Address of principal executive offices) (Zip Code)

(212) 206-8600  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

|   |   |
|---|---|
| Title of each class                               | Name of each exchange on which registered |
| CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE | NASDAQ GLOBAL MARKET                      |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  
o No  
x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  
o No  
x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  
x No  
o

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  
x No  
o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. o

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the issuer based on a price of \$1.45 per share, the closing price of such common equity on the Nasdaq Global Market, as of September 30, 2017, was \$16,393,893. For purposes of the foregoing calculation, all directors, officers and shareholders who beneficially own 10% of the shares of such common equity have been deemed to be affiliates, but the Company disclaims that any of such persons are affiliates.

As of June 20, 2018, 35,011,984 shares of Class A Common Stock, \$0.001 par value were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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EXPLANATORY NOTE

This Amendment No. 1 (the “Amendment”) to Cinedigm Corp.’s Annual Report on Form 10-K for the fiscal year ended March 31, 2018, which was filed with the SEC on June 25, 2018 (the “Original Report”), is being filed solely to include hyperlinks for exhibits incorporated by reference in Item 15. No other information included in the Original Report is changed by this Amendment.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

See Index to Financial Statements on page 36 of the Original Report.

(a)(2) Financial Statement Schedules

None.

(a)(3) Exhibits

The exhibits are listed in the Exhibit Index beginning herein.

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EXHIBIT INDEX

| Exhibit Number | Description of Document  |
|----------------|--|
| 3.1            | <u>Fifth Amended and Restated Certificate of Incorporation of the Company. (39)</u>  |
| 3.2            | <u>Amended and Restated Bylaws of the Company, as amended. (22)</u>  |
| 4.1            | <u>Specimen certificate representing Class A common stock. (1)</u>   |
| 4.2            | <u>Specimen certificate representing Series A Preferred Stock. (7)</u>   |
| 4.3            | <u>Limited Recourse Pledge Agreement, dated as of February 28, 2013, made by Cinedigm Digital Cinema Corp. in favor of Prospect Capital Corporation, as Collateral Agent. (16)</u>   |
| 4.4            | <u>Guaranty, Pledge and Security Agreement, dated as of February 28, 2013, made by Cinedigm DC Holdings, LLC, Access Digital Media, Inc. and Access Digital Cinema Phase 2, Corp., in favor of Prospect Capital Corporation, as Collateral Agent. (16)</u>   |
| 4.5            | <u>Limited Recourse Guaranty Agreement, dated as of February 28, 2013, made by Cinedigm Digital Cinema Corp. in favor of Prospect Capital Corporation, as Collateral Agent and as Administrative Agent. (16)</u>   |
| 4.6            | <u>Guaranty Agreement, dated as of October 17, 2013, by each of the signatories thereto and each of the other entities which becomes a party thereto, in favor of Société Générale, as Administrative Agent for the lenders. (18)</u>  |
| 4.6.1          | <u>Supplement No. 1 to Guaranty Agreement, dated as of July 14, 2016, among Docurama, LLC, Dove Family Channel, LLC, Cinedigm OTT Holdings, LLC, Cinedigm Productions, LLC in favor of Société Générale, as Administrative Agent. (30)</u>   |
| 4.7            | <u>Amended and Restated Security Agreement, dated as of April 29, 2015 to Security Agreement, dated as of October 17, 2013, by and among the Company, the Loan Parties party thereto and the Company's subsidiaries party thereto, and OneWest Bank, FSB as Collateral Agent for the Secured Parties. (21)</u> |
| 4.7.1          | <u>Second Amended and Restated Security Agreement, dated as of July 14, 2016 among the Company, the other Loan Parties signatory thereto, certain Subsidiaries of the Company, and CIT Bank, N.A., as Collateral Agent. (30)</u>   |
| 4.8            | <u>Indenture (including Form of Note), dated as of April 29, 2015, with respect to the Company's 5.5% Convertible Senior Notes due 2035, by and between the Company and U.S. Bank National Association, as Trustee. (21)</u>   |
| 4.9            | <u>Form of Note issued on October 21, 2013. (18)</u>   |
| 4.10           | <u>Form of Warrant issued on October 21, 2013. (18)</u>  |
| 4.11           | <u>Guaranty Agreement, dated as of July 14, 2016, among the Guarantors and in favor of Cortland Capital Market Services LLC, as Administrative and Collateral Agent. (30)</u>  |
| 4.12           | <u>Second Lien Security Agreement, dated as of July 14, 2016, among the Company, Loan Parties signatory thereto, certain Subsidiaries of the Company and Cortland Capital Market Services LLC, as Administrative and Collateral Agent. (30)</u>  |
| 4.13           | <u>Pledge Agreement, dated as of July 14, 2016 among the Company, the Guarantors and CIT Bank, N.A., as Collateral Agent. (30)</u>   |
| 4.14           | <u>Amended and Restated Guaranty and Security Agreement, dated as of February 28, 2013, among Cinedigm Digital Funding I, LLC and each Grantor from time to time party thereto and Société Générale, New York Branch, as Collateral Agent. (16)</u>  |
| 4.15           | <u>Amended and Restated Pledge Agreement, dated as of February 28, 2013, between Access Digital Media, Inc. and Société Générale, New York Branch, as Collateral Agent. (16)</u>   |
| 4.16           | <u>Amended and Restated Pledge Agreement, dated as of February 28, 2013, between Christie/AIX, Inc. and Société Générale, New York Branch, as Collateral Agent. (16)</u>   |
| 4.17           | <u>Warrant issued on July 14, 2016. (30)</u>   |

- 4.18 Guaranty and Security Agreement, dated as of October 18, 2011, among Cinedigm Digital Funding 2, LLC, each Grantor from time to time party thereto, in favor of Société Générale, New York Branch, as Collateral Agent. (14)
- 4.19 Security Agreement, dated as of October 18, 2011, between CHG-MERIDIAN U.S. Finance, Ltd. And Société Générale, New York Branch, as Collateral Agent. (34)
- 4.20 Security Agreement, dated as of October 18, 2011, among CDF2 Holdings, LLC and each Grantor from time to time party thereto and Société Générale, New York Branch, as Collateral Agent for the Lenders and each other Secured Party. (14)

| Exhibit Number | Description of Document  |
|----------------|--|
| 4.21           | <u>Security Agreement, dated as of October 18, 2011, among CDF2 Holdings, LLC and each Grantor from time to time party thereto and Société Générale, New York Branch, as Collateral Agent for CHG-Meridian U.S. Finance, Ltd. And any other CHG Lease Participants. (14)</u> |
| 4.22           | <u>Pledge Agreement, dated as of October 18, 2011, between Access Digital Cinema Phase 2 Corp. and Société Générale, New York Branch, as Collateral Agent. (14)</u>  |
| 4.23           | <u>Pledge Agreement, dated as of October 18, 2011, between CDF2 Holdings, LLC and Société Générale, New York Branch, as Collateral Agent. (14)</u>   |
| 4.24           | <u>Form of Warrant issued on December 23, 2016. (32)</u>   |
| 4.25           | <u>Note issued on December 29, 2017. (41)</u>  |
| 4.26           | <u>Warrant issued on December 29, 2017. (41)</u>   |
| 4.27           | <u>Trademark Security Agreement dated as of March 30, 2018 by and between the Company and East West Bank. (42)</u>   |
| 4.28           | <u>Trademark Security Agreement dated as of March 30, 2018 by and between Cinedigm Entertainment Corp. and East West Bank. (42)</u>  |
| 4.29           | <u>Trademark Security Agreement dated as of March 30, 2018 by and between Vistachiara Productions, Inc. and East West Bank. (42)</u>   |
| 4.30           | <u>Copyright Security Agreement dated as of March 30, 2018 by and between the Company and East West Bank. (42)</u>   |
| 4.31           | <u>Copyright Security Agreement dated as of March 30, 2018 by and between Cinedigm Home Entertainment, LLC and East West Bank. (42)</u>  |
| 4.32           | <u>Copyright Security Agreement dated as of March 30, 2018 by and between Cinedigm Entertainment Corp. and East West Bank. (42)</u>  |
| 4.33           | <u>Copyright Security Agreement dated as of March 30, 2018 by and between Vistachiara Productions, Inc. and East West Bank. (42)</u>   |
| 4.34           | <u>Patent Security Agreement dated as of March 30, 2018 by and between the Company and East West Bank. (42)</u>  |
| 10.1           | <u>Second Lien Loan Agreement, dated as of July 14, 2016, among the Company, the lenders party thereto and Cortland Capital Market Services LLC, as Administrative and Collateral Agent. (30)</u>  |
| 10.1.1         | <u>First Amendment to Second Lien Loan Agreement, dated as of August 4, 2016, among the Company, the lender party thereto and Cortland Capital Market Services Inc. as Administrative and Collateral Agent. (29)</u>   |
| 10.1.2         | <u>Second Amendment to Second Lien Loan Agreement, dated as of October 7, 2016, among the Company, the lenders party thereto and Cortland Capital Market Services LLC, as Administrative and Collateral Agent. (25)</u>  |
| 10.1.3         | <u>Third Amendment to Second Lien Loan Agreement, dated as of March 31, 2017, among the Company, the lenders party thereto and Cortland Capital Market Services Inc. as Administrative and Collateral Agent. (34)</u>  |
| 10.2           | <u>Second Amended and Restated 2000 Equity Incentive Plan of the Company. (3)</u>  |
| 10.2.1         | <u>Amendment dated May 9, 2008 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (5)</u>   |
| 10.2.2         | <u>Form of Notice of Restricted Stock Award. (3)</u>   |
| 10.2.3         | <u>Form of Non-Statutory Stock Option Agreement. (4)</u>   |
| 10.2.4         | <u>Form of Restricted Stock Unit Agreement (employees). (5)</u>  |
| 10.2.5         | <u>Form of Stock Option Agreement. (2)</u>   |
| 10.2.6         | <u>Form of Restricted Stock Unit Agreement (directors). (5)</u>  |
| 10.2.7         | <u>Amendment No. 2 dated September 4, 2008 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (6)</u>   |
| 10.2.8         | <u>Amendment No. 3 dated September 30, 2009 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (8)</u>  |

- 10.2.9 Amendment No. 4 dated September 14, 2010 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (12)
- 10.2.10 Amendment No. 5 dated April 20, 2012 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (13)

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| Exhibit Number | Description of Document  |
|----------------|--|
| 10.2.11        | <u>Amendment No. 6 dated September 12, 2012 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (15)</u>   |
| 10.2.12        | <u>Amendment No. 7 dated September 16, 2014 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (19)</u>   |
| 10.2.13        | <u>Amendment No. 8 dated September 8, 2016 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (26)</u>  |
| 10.2.14        | <u>Amendment No. 9 dated September 27, 2016 to the Second Amended and Restated 2000 Equity Incentive Plan of the Company. (27)</u>   |
| 10.3           | <u>Cinedigm Corp. Management Incentive Award Plan. (9)</u>   |
| 10.4           | <u>Form of Indemnification Agreement for non-employee directors. (10)</u>  |
| 10.5           | <u>Amended and Restated Employment Agreement between Cinedigm Corp. and Jeffrey S. Edell dated as of November 1, 2015. (23)</u>  |
| 10.6           | <u>2017 Equity Incentive Plan of the Company. (37)</u>   |
| 10.6.1         | <u>Form of Notice of Incentive Stock Option Grant. (38)</u>  |
| 10.6.2         | <u>Form of Notice of Option Grant. (38)</u>  |
| 10.6.3         | <u>Form of Notice of Restricted Stock Award. (38)</u>  |
| 10.6.4         | <u>Form of Notice of Restricted Stock Unit Award. (38)</u>   |
| 10.6.5         | <u>Form of Notice of Performance-Based Restricted Stock Award. (40)</u>  |
| 10.6.6         | <u>Form of Notice of Stock Appreciation Right Grant. (43)</u>  |
| 10.7           | <u>Employment Agreement between Cinedigm Corp. and William Sondheim dated as of December 4, 2014. (20)</u>   |
| 10.8           | <u>Registration Rights Agreement, dated as of August 4, 2016, among the Company and the holders party thereto. (29)</u>  |
| 10.9           | <u>Amendment No. 1 to Settlement Agreement, dated as of July 14, 2016, among the Company, Ronald L. Chez, the Chez Family Foundation, Sabra Investments, LP, Sabra Capital Partners, LLC, and Zvi Rhine. (30)</u>  |
| 10.10          | <u>Term Loan Agreement, dated as of February 28, 2013, by and among Cinedigm DC Holdings, LLC, Access Digital Media, Inc., Access Digital Cinema Phase 2, Corp., the Guarantors party thereto, the Lenders party thereto and Prospect Capital Corporation as Administrative Agent and Collateral Agent. (16) (Confidential treatment granted under Rule 24b-2 as to certain portions which are omitted and filed separately with the SEC.)</u> |
| 10.11          | <u>Forward Stock Purchase Confirmation, dated April 24, 2015, by and between the Company and Société Générale, relating to the Company's private offering of 5.5% Convertible Senior Notes due 2035. (21)</u>  |
| 10.12          | <u>Second Amended and Restated Credit Agreement, dated as of April 29, 2015, among the Company, the Lenders party thereto, Société Générale, as Administrative Agent, and OneWest Bank, FSB, as Collateral Agent. (21)</u>   |
| 10.12.1        | <u>Amendment No. 1 to the Second Amended and Restated Credit Agreement, dated as of June 16, 2015, among Cinedigm Corp, the Lenders party thereto, and Société Générale as Administrative Agent. (24)</u>  |
| 10.12.2        | <u>Amendment No. 2 and Waiver No. 1 to the Second Amended and Restated Credit Agreement, dated as of December 21, 2015, among Cinedigm Corp., the Lenders party thereto, and Société Générale as Administrative Agent. (28)</u>  |
| 10.12.3        | <u>Amendment No. 3 and Waiver No. 2 to the Second Amended and Restated Credit Agreement, dated as of May 15, 2016, among Cinedigm Corp, the Lenders party hereto, and Société Générale, as Administrative Agent. (29)</u>  |
| 10.12.4        | <u>Amendment No. 4 and Consent to the Second Amended and Restated Credit Agreement, dated as of July 14, 2016, among Cinedigm Corp, the Lenders party thereto and Société Générale as Administrative Agent. (30)</u>   |
| 10.12.5        |  |



Waiver dated as of August 10, 2017 to Second Amended and Restated Credit Agreement by and among Cinedigm Corp. and certain of its subsidiaries, certain Lenders party thereto and Société Générale, as Administrative Agent. (36)

10.12.6 Waiver, dated as of November 9, 2017, of the Second Amended and Restated Credit Agreement among Cinedigm Corp., the Lenders party thereto and Société Générale as Administrative Agent. (40)

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| Exhibit Number | Description of Document  |
|----------------|--|
| 10.13          | <u>Amended and Restated Credit Agreement, dated as of February 28, 2013, among Cinedigm Digital Funding I, LLC, the Lenders party thereto and Société Générale, New York Branch, as administrative agent and collateral agent for the lenders and secured parties thereto. (16)</u>  |
| 10.14          | <u>Strategic Advisor Agreement between Cinedigm Corp. and Ronald L. Chez dated as of April 3, 2017. (33)</u>   |
| 10.15          | <u>Lease for 45 W. 36th Street, New York, NY, dated as of April 10, 2017 between 45 West 36th Street LLC and Cinedigm Corp., together with Sublease for 45 W. 36th Street, New York, NY, dated as of April 10, 2017 between NTT Data, Inc. and Cinedigm Corp. (34)</u>   |
| 10.16          | <u>Lease for 15301 Ventura Boulevard, Sherman Oaks, CA, dated as of January 4, 2017 between Douglas Emmett 2016 and Cinedigm Corp. (34)</u>  |
| 10.17          | <u>Securities Purchase Agreement, dated October 17, 2013, among Cinedigm Corp. and the Purchasers party thereto. (18)</u>  |
| 10.18          | <u>Common Stock Purchase Agreement, dated October 17, 2013, among Cinedigm Corp. and the Purchasers party thereto. (18)</u>  |
| 10.19          | <u>Amended and Restated Employment Agreement between Cinedigm Digital Cinema Corp. and Christopher J. McGurk dated as of August 22, 2013. (17)</u>   |
| 10.19.1        | <u>Amendment to Amended and Restated Employment Agreement between Cinedigm Corp. and Christopher J. McGurk dated as of January 4, 2017. (31)</u>   |
| 10.19.2        | <u>Amendment No. 2 to Amended and Restated Employment Agreement between Cinedigm Corp. and Christopher J. McGurk dated as of June 7, 2018. (43)</u>  |
| 10.20          | <u>Stock Option Agreement between Cinedigm Digital Cinema Corp. and Christopher J. McGurk dated as of December 23, 2010. (11)</u>  |
| 10.21          | <u>Credit Agreement, dated as of October 18, 2011, among Cinedigm Digital Funding 2, LLC, as the Borrower, Société Générale, New York Branch, as Administrative Agent and Collateral Agent, Natixis New York Branch, as Syndication Agent, ING Capital LLC, as Documentation Agent, and the Lenders party thereto. (14)</u>                                      |
| 10.22          | <u>Multiparty Agreement, dated as of October 18, 2011, among Cinedigm Digital Funding 2, LLC, as Borrower, Access Digital Cinema Phase 2, Corp., CDF2 Holdings, LLC, Cinedigm Digital Cinema Corp., CHG-MERIDIAN U.S. Finance, Ltd., Société Générale, New York Branch, as Senior Administrative Agent and Ballantyne Strong, Inc., as Approved Vendor. (14)</u> |
| 10.23          | <u>Master Equipment Lease No. 8463, effective as of October 18, 2011, by and between CHG- MERIDIAN U.S. Finance, Ltd. And CDF2 Holdings, LLC. (14)</u>   |
| 10.24          | <u>Master Equipment Lease No. 8465, effective as of October 18, 2011, by and between CHG-MERIDIAN U.S. Finance, Ltd. And CDF2 Holdings, LLC. (14)</u>  |
| 10.25          | <u>Sale and Leaseback Agreement, dated as of October 18, 2011, by and between CDF2 Holdings, LLC and CHG-MERIDIAN U.S. Finance, Ltd. (14)</u>  |
| 10.26          | <u>Sale and Contribution Agreement, dated as of October 18, 2011, among Cinedigm Digital Cinema Corp., Access Digital Cinema Phase 2, Corp., CDF2 Holdings, LLC and Cinedigm Digital Funding 2, LLC. (14)</u>  |
| 10.27          | <u>Stock Purchase Agreement dated as of June 29, 2017 between the Company and Bison Entertainment Investment Limited. (35)</u>   |
| 10.28          | <u>Exchange Agreement dated as of July 10, 2017 among the Company and the holders party thereto. (35)</u>  |
| 10.29          | <u>Exchange Agreement dated as of July 10, 2017 among the Company and the holder party thereto. (35)</u>   |
| 10.30          | <u>Stock Purchase Agreement, dated as of November 1, 2017, between the Company and Christopher J. McGurk. (39)</u>   |
| 10.31          | <u>Registration Rights Agreement, dated as of November 1, 2017, between the Company and the purchasers listed on Schedule I therein. (39)</u>  |
| 10.32          | <u>Form of Voting Agreement. (39)</u>  |
| 10.33          |  |

- Term Loan Agreement, dated as of December 29, 2017, by and between the Company and Bison Entertainment and Media Group. (41)
- 10.34 Loan, Security and Guaranty Agreement, dated as of March 30, 2018, by and between the Company, East West Bank and the Guarantors named therein. (42)
- 21.1 List of Subsidiaries. (28)
- 23.1 Consent of EisnerAmper LLP. (44)
- 24.1 Powers of Attorney. (44)

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| Exhibit Number | Description of Document  |
|----------------|--|
| 31.1           | <u>Officer's Certificate Pursuant to 15 U.S.C. Section 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (44)</u>                |
| 31.2           | <u>Officer's Certificate Pursuant to 15 U.S.C. Section 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(44)</u>                 |
| 32.1           | <u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |
| 32.2           | <u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |

\* Filed herewith.

4821-6006-0775v.2

Documents Incorporated Herein by Reference:

- (1) Previously filed with the Securities and Exchange Commission on November 4, 2003 as an exhibit to the Company's Amendment No. 3 to Registration Statement on Form SB-2 (File No. 333-107711).
- (2) Previously filed with the Securities and Exchange Commission on April 25, 2005 as an exhibit to the Company's Registration Statement on Form S-8 (File No. 333-124290).
- (3) Previously filed with the Securities and Exchange Commission on September 24, 2007 as an exhibit to the Company's Form 8-K (File No. 000-51910).
- (4) Previously filed with the Securities and Exchange Commission on April 3, 2008 as an exhibit to the Company's Form 8-K (File No. 000-51910).
- (5) Previously filed with the Securities and Exchange Commission on May 14, 2008 as an exhibit to the Company's Form 8-K (File No. 000-51910).
- (6) Previously filed with the Securities and Exchange Commission on September 10, 2008 as an exhibit to the Company's Form 8-K (File No. 000-51910).
- (7) Previously filed with the Securities and Exchange Commission on February 9, 2009 as an exhibit to the Company's Form 8-K (File No. 000-51910).
- (8) Previously filed with the Securities and Exchange Commission on October 6, 2009 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (9) Previously filed with the Securities and Exchange Commission on October 27, 2009 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (10) Previously filed with the Securities and Exchange Commission on September 21, 2009 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (11) Previously filed with the Securities and Exchange Commission on January 3, 2011 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (12) Previously filed with the Securities and Exchange Commission on September 16, 2010 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (13) Previously filed with the Securities and Exchange Commission on April 24, 2012 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (14) Previously filed with the Securities and Exchange Commission on October 24, 2011 as an exhibit to the Company's Form 8-K (File No. 001-31810).

- (15) Previously filed with the Securities and Exchange Commission on September 14, 2012 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (16) Previously filed with the Securities and Exchange Commission on March 4, 2013 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (17) Previously filed with the Securities and Exchange Commission on August 28, 2013 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (18) Previously filed with the Securities and Exchange Commission on October 23, 2013 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (19) Previously filed with the Securities and Exchange Commission on September 17, 2014 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (20) Previously filed with the Securities and Exchange Commission on February 12, 2015 as an exhibit to the Company's Form 10-Q for the quarter ended December 31, 2014 (File No. 001-31810).
- (21) Previously filed with the Securities and Exchange Commission on April 29, 2015 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (22) Previously filed with the Securities and Exchange Commission on August 12, 2015 as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2015 (File No. 001-31810).
- (23) Previously filed with the Securities and Exchange Commission on November 5, 2015 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (24) Previously filed with the Securities and Exchange Commission on June 30, 2015 as an exhibit to the Company's Form 10-K for the fiscal year ended March 31, 2015 (File No. 001-31810).
- (25) Previously filed with the Securities and Exchange Commission on November 7, 2016 as an exhibit to the Company's Registration Statement on Form S-1 (File No. 333-214486).
- (26) Previously filed with the Securities and Exchange Commission on September 8, 2016 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (27) Previously filed with the Securities and Exchange Commission on September 28, 2016 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (28) Previously filed with the Securities and Exchange Commission on July 14, 2016 as an exhibit to the Company's Form 10-K (File No. 001-31810).
- (29) Previously filed with the Securities and Exchange Commission on August 15, 2016 as an exhibit to the Company's Form 10-Q (File No. 001-31810).
- (30) Previously filed with the Securities and Exchange Commission on July 19, 2016 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (31) Previously filed with the Securities and Exchange Commission on January 10, 2017 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (32) Previously filed with the Securities and Exchange Commission on December 23, 2016 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (33) Previously filed with the Securities and Exchange Commission on April 7, 2017 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (34) Previously filed with the Securities and Exchange Commission on June 29, 2017 as an exhibit to the Company's Form 10-K (File No. 001-31810).

- (35) Previously filed with the Securities and Exchange Commission on July 11, 2017 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (36) Previously filed with the Securities and Exchange Commission on August 14, 2017 as an exhibit to the Company's Form 10-Q (File No. 001-31810).
- (37) Previously filed with the Securities and Exchange Commission on September 1, 2017 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (38) Previously filed with the Securities and Exchange Commission on October 2, 2017 as an exhibit to the Company's Registration Statement on Form S-8 (File No. 333-220773).
- (39) Previously filed with the Securities and Exchange Commission on November 6, 2017 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (40) Previously filed with the Securities and Exchange Commission on November 16, 2017 as an exhibit to the Company's Form 10-Q (File No. 001-31810).
- (41) Previously filed with the Securities and Exchange Commission on January 2, 2018 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (42) Previously filed with the Securities and Exchange Commission on April 4, 2018 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (43) Previously filed with the Securities and Exchange Commission on June 11, 2018 as an exhibit to the Company's Form 8-K (File No. 001-31810).
- (44) Previously filed with the Securities and Exchange Commission on June 25, 2018 as an exhibit to the Company's Form 10-K (File No. 001-31810).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CINEDIGM CORP.

Date: June 28, 2018 By: /s/ Christopher J. McGurk  
 Christopher J. McGurk  
 Chief Executive Officer and Chairman of the Board of Directors  
 (Principal Executive Officer)

Date: June 28, 2018 By: /s/ Jeffrey S. Edell  
 Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| SIGNATURE(S)  | TITLE(S)   | DATE             |
|---|--|------------------|
| /s/ Christopher J. McGurk<br>Christopher J. McGurk              | Chief Executive Officer<br>and Chairman of the Board of Directors<br>(Principal Executive Officer) | June 28,<br>2018 |
| /s/ Jeffrey S. Edell<br>Jeffrey S. Edell                        | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer)          | June 28,<br>2018 |
| *<br>Peter C. Brown   | Director   | June 28,<br>2018 |
| *<br>Patrick O'Brien  | Director   | June 28,<br>2018 |
| *<br>Zvi Rhine  | Director   | June 28,<br>2018 |
| Peixin Xu   | Director   |                  |
| Peng Jin  | Director   |                  |
| *By: /s/ Gary S. Loffredo<br>Gary S. Loffredo, Attorney-in-Fact |  |                  |

