

Cinedigm Corp.
Form SC 13G/A
February 14, 2017

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
2)*

Cinedigm Corp.
(Name of Issuer)

Class A Common
Stock, par value
\$0.001 par value
(Title of Class of
Securities)

172406100
(CUSIP Number)

December 31,
2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

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

(Page 1 of 4
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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 NAMES OF REPORTING PERSONS

Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (b) \dot{y} OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0 SHARED VOTING POWER

6 803,254 shares of Class A Common Stock issuable upon conversion of convertible notes (see Item 4)

7 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

803,254 shares
of Class A
Common Stock
issuable upon
conversion of
convertible
notes (see Item
4)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

803,254 shares of
Class A Common
Stock issuable upon
conversion of
convertible notes (see
Item 4)

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

7.87%
TYPE OF
REPORTING
PERSON

IA, OO

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This Amendment No. 2 (this "Amendment No. 2") amends the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on May 4, 2015 (the "Original Schedule 13G"), as amended by Amendment No. 1 filed with the SEC on February 16, 2016 ("Amendment No. 1" and together with the Original Schedule 13G and this Amendment No. 2, the "Schedule 13G"), with respect to the shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), of Cinedigm Corp., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment No. 2 amends and restates Item 4 in its entirety as set forth below.

Item 4. OWNERSHIP.

(a) Amount beneficially owned:

As of December 31, 2016, Highbridge Capital Management, LLC, as the trading manager of Highbridge International LLC and Highbridge Tactical Credit & Convertibles Master Fund, L.P. (collectively, the "Highbridge Funds") may, after giving effect to the NOL Blocker (as defined below), be deemed to be the beneficial owner of 803,254 shares of Class A Common Stock issuable upon conversion of the convertible notes held by the Highbridge Funds (the "Convertible Notes"). As discussed in Item 4(b) below, no Highbridge Fund is a greater than 5-percent shareholder (as defined by Section 382 of the Internal Revenue Code of 1986, as amended, and the related Treasury regulations).

(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon 9,406,576 shares of Class A Common Stock reported to be outstanding as of December 23, 2016 in the Company's Prospectus filed pursuant to Rule 424(b)(3) filed with the SEC on December 29, 2016 and assumes the conversion of the Convertible Notes held by the Highbridge Funds, subject to the NOL Blocker. Therefore, as of December 31, 2016, Highbridge Capital Management, LLC may be deemed to beneficially own approximately 7.87% of the outstanding shares of Class A Common Stock of the Company.

Pursuant to the terms of the Convertible Notes, no Highbridge Fund can convert any of the Convertible Notes held by it if such Highbridge Fund would become, after any such conversion, a 5-percent shareholder (as defined by Section 382 of the Internal Revenue Code of 1986, as amended, and the related Treasury regulations) (the "NOL Blocker"). The number of shares of Class A Common Stock set forth in Rows (6), (8) and (9) of the cover page for the Reporting Person and the percentage set forth in Row (11) of the cover page for the Reporting Person give effect to the NOL Blocker. Consequently, at this time, Highbridge International LLC is not able to convert all of the Convertible Notes held by it due to the NOL Blocker.

The foregoing should not be construed in and of itself as an admission by the Reporting Person as to beneficial ownership of the shares of Class A Common Stock issuable upon conversion of the Convertible Notes held by the Highbridge Funds.

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SIGNATURES

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

DATED: February 14, 2017

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ John Oliva

Name: John Oliva

Title: Managing Director