

# CINEDIGM CORP.

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 07/29/14

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Sector	Services
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**CINEDIGM CORP.**

(Name of Registrant As Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy statement, if Other Than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on September 16, 2014.**

**CINEDIGM CORP.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** July 21, 2014  
**Date:** September 16, 2014    **Time:** 2:00 P.M.  
**Location:** Kelley Drye & Warren LLP  
10100 Santa Monica Boulevard  
Suite 2300  
Los Angeles, CA 90067

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain  
proxy materials and voting instructions.**



— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL<sup>1</sup>: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before September 2, 2014 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.



## Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

**Nominees:**

01) Christopher J. McGurk	05) Wayne L. Clevenger
02) Adam M. Mizel	06) Matthew W. Finlay
03) Gary S. Loffredo	07) Martin B. O'Connor, II
04) Peter C. Brown	08) Laura Nisonger Sims

The Board of Directors recommends you vote FOR the following proposals:

2. To amend the Company's Certificate of Incorporation to increase the number of authorized shares of Class A Common Stock.
3. To amend the Company's Second Amended and Restated 2000 Equity Incentive Plan to increase the number of shares issuable thereunder.
4. To amend the Company's Certificate of Incorporation to effect a reverse stock split and to reduce the number of authorized shares of Class A Common Stock, subject to the Board's discretion.
5. To approve, by non-binding advisory vote, executive compensation.
6. To ratify the appointment of EisnerAmper LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2015.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.







**Voting Instructions**

M77541-P55031