INTERCONTINENTAL HOTELS GROUP PLC /NEW/
Form 6-K
November 23, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 AND 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For 22 November 2012

InterContinental Hotels Group PLC
(Registrant's name)

Broadwater Park, Denham, Buckinghamshire, UB9 5HJ, United Kingdom
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

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NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS

1. Name of the issuer

INTERCONTINENTAL HOTELS GROUP PLC

2. State whether the notification relates to (i) a transaction notified in accordance with DTR 3.1.2 R,
(ii) a disclosure made in accordance LR 9.8.6R(1) or
(iii) a disclosure made in accordance with section 793 of the Companies Act (2006).

A TRANSACTION NOTIFIED IN ACCORDANCE WITH DTR 3.1.2 R

3. Name of person discharging managerial responsibilities/director

ANGELA BRAV - PDMR
CEO EUROPE

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

N/A

5. Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest

IN RESPECT OF 3 ABOVE

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

ORDINARY SHARE OF 14 194/329 PENCE EACH

7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them

ANGELA BRAV

8. State the nature of the transaction

EXERCISE OF 70,790 OPTIONS UNDER THE COMPANY'S EXECUTIVE SHARE OPTION PLAN AND SUBSEQUENT SALE OF 70,790 SHARES

9. Number of shares, debentures or financial instruments relating to shares acquired

N/A

10. Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage)

N/A

11. Number of shares, debentures or financial instruments relating to shares disposed

12. Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage)

	70,790 SHARES		NEGLIGIBLE
13.	Price per share or value of transaction	14.	Date and place of transaction
	EXERCISED 48,950 OPTIONS AT £4.9417 PER SHARE AND EXERCISED 21,840 OPTIONS AT £6.1983 PER SHARE. SOLD 70,790 SHARES AT £16.687717 PER SHARE		22 NOVEMBER 2012, UNITED KINGDOM
15.	Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)	16.	Date issuer informed of transaction
	145,589, INCLUDING ALL NOTIFIABLE INTERESTS; PERCENTAGE HOLDING IS NEGLIGIBLE		22 NOVEMBER 2012

Name of contact and telephone number for queries:

NICOLETTE HENFREY 01895 512 000

Name of authorised official of issuer responsible for making notification

NICOLETTE HENFREY
DEPUTY COMPANY SECRETARY & HEAD OF CORPORATE LEGAL

Date of notification 22 NOVEMBER 2012

SIGNATURES

Pursuant to the requirements 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.

InterContinental Hotels Group PLC

	(Registrant)
By:	/s/ C. Cox
Name:	C. COX
Title:	COMPANY SECRETARIAL OFFICER
Date:	22 November 2012

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ACCOUNTS RECEIVABLE

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We maintain reserves for potential credit losses on accounts receivable. We review the composition of accounts receivable and analyze historical bad debts, customer concentrations, customer credit worthiness, current economic trends and changes in customer payment patterns to evaluate the adequacy of these reserves. Reserves are recorded primarily on a specific identification basis.

Our Content & Entertainment segment recognizes accounts receivable, net of an estimated allowance for product returns and customer chargebacks, at the time that it recognizes revenue from a sale. We base the amount of the returns allowance and customer chargebacks upon historical experience and future expectations.

We record accounts receivable, long-term in connection with activation fees that we earn from Systems deployments that have extended payment terms. Such accounts receivable are discounted to their present value at prevailing market rates.

UNBILLED AND DEFERRED REVENUE

Unbilled revenue represent amounts recognized as revenue for which invoices have not yet been sent to clients. Deferred revenue represents amounts billed or payments received for which revenue has not yet been earned.

ADVANCES
Advances, which are recorded within prepaid and other current assets within the consolidated balance sheets, represent amounts prepaid to studios or content producers for which we provide content distribution services. We evaluate advances regularly for recoverability and record charges for amounts that we expect may not be recoverable as of the consolidated balance sheet date.

INVENTORY

Inventory consists of finished goods inventory of Company owned DVD and Blu-ray Disc titles and is stated at the lower of cost (determined based on weighted average cost) or market. We identify inventory items to be written down for obsolescence based on their sales status and condition. We write down discontinued or slow moving inventories based on an estimate of the markdown to retail price needed to sell through our current stock level of the inventories.

RESTRICTED CASH

Our 2013 Term Loans and Prospect Loan require that we maintain specified cash balances that are restricted to repayment of interest thereunder. In addition, during the year ended March 31, 2016, certain terms of the Cinedigm Credit Agreement were amended which require us to maintain a specified cash balance restricted to the repayment of interest on the Convertible Notes (see Note 6 - Notes Payable).

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation expense is recorded using the straight-line method over the estimated useful lives of the respective assets as follows:

Computer equipment and software	3 - 5 years
Digital cinema projection systems	10 years
Machinery and equipment	3 - 10 years
Furniture and fixtures	3 - 6 years

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the leasehold improvements. Repair and maintenance costs are charged to expense as incurred. Major renewals, improvements and

additions are capitalized. Upon the sale or other disposition of any property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and the gain or loss on disposal is included in the condensed consolidated statements of operations.

ACCOUNTING FOR DERIVATIVE ACTIVITIES

Derivative financial instruments are recorded at fair value. Changes in the fair value of derivative financial instruments are either recognized in accumulated other comprehensive loss (a component of stockholders' deficit) or in the consolidated statements of operations depending on whether the derivative qualifies for hedge accounting. We entered into an interest rate cap transaction during the fiscal year ended March 31, 2013 to limit our exposure to interest rates related to our 2013 Term Loans and Prospect

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Loan. The interest rate cap on the 2013 Term Loans matured in March 2016 and the interest rate cap on the Prospect Loan matures March of 2018. We have not sought hedge accounting treatment for these instruments and therefore, changes in the value of our Interest Rate Swaps and caps were recorded in the condensed consolidated statements of operations.

FAIR VALUE MEASUREMENTS

The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments and market corroborated inputs)
- Level 3 – significant unobservable inputs (including our own assumptions in determining the fair value of investments)

Assets and liabilities measured at fair value on a recurring basis use the market approach, where prices and other relevant information are generated by market transactions involving identical or comparable assets or liabilities.

The following tables summarize the levels of fair value measurements of our financial assets and liabilities:

	As of June 30, 2016			
(in thousands)	Level 1	Level 2	Level 3	Total
Restricted cash	$8,983	$ —	$ —	$8,983
Interest rate derivatives	—	3	—	3
	$8,983	$ 3	$ —	$8,986

	March 31, 2016			
(in thousands)	Level 1	Level 2	Level 3	Total
Restricted cash	$8,983	$ —	$ —	$8,983
Interest rate derivatives	—	12	—	12
	$8,983	$ 12	$ —	$8,995

Our cash and cash equivalents, accounts receivable, unbilled revenue and accounts payable and accrued expenses are financial instruments and are recorded at cost in the Condensed Consolidated Balance Sheets. The estimated fair values of these financial instruments approximate their carrying amounts because of their short-term nature. The carrying amount of notes receivable approximates fair value based on the discounted cash flows of such instruments using current assumptions at the balance sheet date. At June 30, 2016 and March 31, 2016, the estimated fair value of our fixed rate debt approximated its carrying amounts. We estimated the fair value of debt based upon current interest rates available to us at the respective balance sheet dates for arrangements with similar terms and conditions. Based on borrowing rates currently available to us for loans with similar terms, the carrying value of notes payable and capital lease obligations approximates fair value.

IMPAIRMENT OF LONG-LIVED AND FINITE-LIVED ASSETS

We review the recoverability of our long-lived assets and finite-lived intangible assets, when events or conditions occur that indicate a possible impairment exists. The assessment for recoverability is based primarily on our ability to recover the carrying value of our long-lived and finite-lived assets from expected future undiscounted net cash flows. If the total of expected future undiscounted net cash flows is less than the total carrying value of the asset, the asset is deemed not to be recoverable and possibly impaired. We then estimate the fair value of the asset to determine whether an impairment loss should be recognized. An impairment loss will be recognized if the asset's fair value is determined

to be less than its carrying value. Fair value is determined by computing the expected future discounted cash flows. During the three months ended June 30, 2016 and 2015, no impairment charge was recorded from operations for long-lived assets or finite-lived assets.

GOODWILL

Goodwill is the excess of the purchase price paid over the fair value of the net assets of an acquired business. Goodwill is tested for impairment on an annual basis at the end of the fourth quarter of each fiscal year, or more often if warranted by events or changes in circumstances indicating that the carrying value of a reporting unit may exceed fair value, also known as impairment indicators. Our process of evaluating goodwill for impairment involves the determination of fair value of goodwill compared to its carrying value. Our only reporting unit with goodwill is our Content & Entertainment reporting unit.

Inherent in the fair value determination for each reporting unit are certain judgments and estimates relating to future cash flows, including management's interpretation of current economic indicators and market conditions, and assumptions about our strategic plans with regard to its operations. To the extent additional information arises, market conditions change or our strategies change, it is possible that the conclusion regarding whether our remaining goodwill is impaired could change and result in future goodwill impairment charges that will have a material effect on our consolidated financial position or results of operations.

No goodwill impairment charge was recorded in the three months ended June 30, 2016 and June 30, 2015.

PARTICIPATIONS AND ROYALTIES PAYABLE

When we use third parties to distribute company owned content, we record participations payable, which represent amounts owed to the distributor under revenue-sharing arrangements. When we provide content distribution services, we record accounts payable and accrued expenses to studios or content producers for royalties owed under licensing arrangements. We identify and record as a reduction to the liability any expenses that are to be reimbursed to us by such studios or content producers.

DEBT ISSUANCE COSTS

We incur debt issuance costs in connection with long-term debt financings. Such costs are recorded as a direct deduction to notes payable and amortized over the terms of the respective debt obligations using the effective interest rate method. Debt issuance costs recorded in connection with revolving debt arrangements are presented in other assets on the Consolidated Balance Sheets and are amortized over the term of the revolving debt agreements using the effective interest rate method.

REVENUE RECOGNITION

Phase I Deployment and Phase II Deployment

Virtual print fees ("VPFs") are earned, net of administrative fees, pursuant to contracts with movie studios and distributors, whereby amounts are payable by a studio to Phase 1 DC, CDF I and to Phase 2 DC when movies distributed by the studio are displayed on screens utilizing our Systems installed in movie theatres. VPFs are earned and payable to Phase 1 DC and CDF I based on a defined fee schedule with a reduced VPF rate year over year until the sixth year (calendar year 2011) at which point the VPF rate remains unchanged through the tenth year until the VPFs phase out. One VPF is payable for every digital title displayed per System. The amount of VPF revenue is dependent on the number of movie titles released and displayed using the Systems in any given accounting period. VPF revenue is recognized in the period in which the digital title first plays on a System for general audience viewing in a digitally equipped movie theatre, as Phase 1 DC's, CDF I's and Phase 2 DC's performance obligations have been substantially met at that time.

Beginning in December 2015, certain Phase 1 DC Systems began to reach the conclusion of their deployment payment period with certain distributors and, therefore, VPF revenues ceased to be recognized on such Systems. Furthermore, because the Phase I deployment installation period ended in November 2007, a majority of the VPF revenue associated with the Phase I systems will end by November 2017. While the absence of such revenue was not material to our consolidated financial statements during the quarter ended June 30, 2016, it is expected to have a material impact in subsequent periods. As of June 30, 2016, 189 of the systems in our Phase I deployment had ceased to earn VPF revenue from certain major studios. By December 2016, we expect that more than 50% of our Phase I

deployment systems will cease to earn VPF revenue from certain major studios and by December 2017, we expect that nearly all of our Phase I deployment systems will no longer earn VPF revenue from certain major studios. We expect to continue to earn ancillary revenue streams from the Phase I deployment Systems through December of 2020; however, such amounts are expected to be significantly less material to our consolidated financial statements. The expected reduction in VPF revenue on our Phase I systems is scheduled to approximately coincide with the conclusion of certain of our non-recourse debt obligations and, therefore, we expect that reduced cash outflows related to such non-recourse debt obligations will partially offset reduced VPF revenue after November 2017.

Phase 2 DC's agreements with distributors require the payment of VPFs, according to a defined fee schedule, for ten years from the date each system is installed; however, Phase 2 DC may no longer collect VPFs once "cost recoupment," as defined in the contracts with movie studios and distributors, is achieved. Cost recoupment will occur once the cumulative VPFs and other cash receipts collected by Phase 2 DC have equaled the total of all cash outflows, including the purchase price of all Systems, all financing costs, all "overhead and ongoing costs", as defined, and including service fees, subject to maximum agreed upon amounts during the three-year rollout period and thereafter. Further, if cost recoupment occurs before the end of the eighth contract year, the studios will pay us a one-time "cost recoupment bonus." Any other cash flows, net of expenses, received by Phase 2 DC

following the achievement of cost recoupment are required to be returned to the distributors on a pro-rata basis. At this time, we cannot estimate the timing or probability of the achievement of cost recoupment. Beginning in December 2018, certain Phase 2 DC Systems will have reached the conclusion of their deployment payment period, subject to earlier achievement of cost recoupment. In accordance with existing agreements with distributors, VPF revenues will cease to be recognized on such Systems. Because the Phase II deployment installation period ended in December 2012, a majority of the VPF revenue associated with the Phase II systems will end by December 2022 or earlier if cost recoupment is achieved.

Alternative content fees (“ACFs”) are earned pursuant to contracts with movie exhibitors, whereby amounts are payable to Phase 1 DC, CDF I and to Phase 2 DC, generally either a fixed amount or as a percentage of the applicable box office revenue derived from the exhibitor’s showing of content other than feature movies, such as concerts and sporting events (typically referred to as “alternative content”). ACF revenue is recognized in the period in which the alternative content first opens for audience viewing.

Revenues earned in connection with up front exhibitor contributions are deferred and recognized over the expected cost recoupment period.

Services

Exhibitors who purchased and own Systems using their own financing in the Phase II Deployment paid us an upfront activation fee of approximately $2.0 thousand per screen (the “Exhibitor-Buyer Structure”). Upfront activation fees were recognized in the period in which these Systems were delivered and ready for content, as we had no further obligations to the customer after that time and collection was reasonably assured. In addition, we recognize activation fee revenue of between $1.0 thousand and $2.0 thousand on Phase 2 DC Systems and for Systems installed by CDF2 Holdings, a related party, (See Note 3 - Other Interests) upon installation and such fees are generally collected upfront upon installation. Our services segment manages and collects VPFs on behalf of exhibitors, for which it earns an administrative fee equal to 10% of the VPFs collected.

Our Services segment earns an administrative fee of approximately 5% of VPFs collected and, in addition, earns an incentive service fee equal to 2.5% of the VPFs earned by Phase 1 DC. This administrative fee is recognized in the period in which the billing of VPFs occurs, as performance obligations have been substantially met at that time.

Content & Entertainment

CEG earns fees for the distribution of content in the home entertainment markets via several distribution channels, including digital, VOD, and physical goods (e.g. DVD and Blu-ray Discs). Fees earned are typically based on the gross amounts billed to our customers less the amounts owed to the media studios or content producers under distribution agreements, and gross media sales of owned or licensed content. Depending upon the nature of the agreements with the platform and content providers, the fee rate that we earn varies. Generally, revenues are recognized when content is available for subscription on the digital platform, at the time of shipment for physical goods, or point-of-sale for transactional and VOD services. Reserves for sales returns and other allowances are recorded based upon historical experience. If actual future returns and allowances differ from past experience, adjustments to our allowances may be required. Sales returns and allowances are reported as a reduction of revenues.

CEG also has contracts for the theatrical distribution of third party feature movies and alternative content. CEG’s distribution fee revenue and CEG's participation in box office receipts is recognized at the time a feature movie and alternative content are viewed. CEG has the right to receive or bill a portion of the theatrical distribution fee in advance of the exhibition date, and therefore such amount is recorded as a receivable at the time of execution, and all related distribution revenue is deferred until the third party feature movies’ or alternative content’s theatrical release

date.

Revenue is deferred in cases where a portion or the entire contract amount cannot be recognized as revenue due to non-delivery of services. Such amounts are classified as deferred revenue and are recognized as earned revenue in accordance with our revenue recognition policies described above.

DIRECT OPERATING COSTS

Direct operating costs primarily consist of operating costs such as cost of goods sold, fulfillment expenses, property taxes and insurance on systems, shipping costs, royalty expenses, participation expenses, marketing and direct personnel costs.

STOCK-BASED COMPENSATION

Employee and director stock-based compensation expense from continuing operations related to our stock-based awards was as follows:

(In thousands)	For the Three Months Ended June 30, 2016	2015
Direct operating	$3	$6
Selling, general and administrative	275	666
	$278	$672

The weighted-average grant-date fair value of options granted during the three months ended June 30, 2015 was $9.00. No stock options were granted in the three months ended June 30, 2016. During the three months ended June 30, 2015, there were 25,000 options exercised. There were no options exercised during the three months ended June 30, 2016.

We estimated the fair value of stock options at the date of each grant using a Black-Scholes option valuation model with the following assumptions:

Assumptions for Option Grants	For the Three Months Ended June 30, 2016	2015
Range of risk-free interest rates	1.2 - 1.3%	1.4 - 1.7%
Dividend yield	—	—
Expected life (years)	5	5
Range of expected volatilities	72.5 - 73.4%	70.6 - 70.9%

The risk-free interest rate used in the Black-Scholes option pricing model for options granted under our stock option plan awards is the historical yield on U.S. Treasury securities with equivalent remaining lives. We do not currently anticipate paying any cash dividends on common stock in the foreseeable future. Consequently, an expected dividend yield of zero is used in the Black-Scholes option-pricing model. We estimate the expected life of options granted under our stock option plans using both exercise behavior and post-vesting termination behavior, as well as consideration of outstanding options. We estimate expected volatility for options granted under our stock option plans based on a measure of our Class A common stock's historical volatility in the trading market.

INCOME TAXES

Income taxes are provided for based on the asset and liability method of accounting. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

NET LOSS PER SHARE ATTRIBUTABLE TO COMMON SHAREHOLDERS

Basic and diluted net loss per common share has been calculated as follows:

Basic and diluted net loss per common share attributable to common stockholders =	Net loss attributable to common stockholders

Weighted average number of common stock
outstanding during the period

Stock issued and treasury stock repurchased during the period are weighted for the portion of the period that they are outstanding. The shares to be repurchased in connection with the forward stock purchase transaction discussed in Note 7 - Stockholders' Deficit are considered repurchased for the purposes of calculating earnings per share and therefore the calculation of weighted average shares outstanding as of June 30, 2016 excludes 1.2 million shares that will be repurchased as a result of the forward stock purchase transaction.

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We incurred net losses for the three months ended June 30, 2016 and 2015, and therefore the impact of potentially dilutive common shares from outstanding stock options and warrants, totaling 2,703,774 shares and 2,939,387 shares as of June 30, 2016 and 2015, respectively, were excluded from the computation of loss per share as their impact would have been anti-dilutive.

3. OTHER INTERESTS

Investment in CDF2 Holdings

We indirectly own 100% of the common equity of CDF2 Holdings, LLC ("CDF2 Holdings"), which was created for the purpose of capitalizing on the conversion of the exhibition industry from film to digital technology. CDF2 Holdings assists its customers in procuring the equipment necessary to convert their Systems to digital technology by providing financing, equipment, installation and related ongoing services.

CDF2 Holdings is a Variable Interest Entity (“VIE”), as defined in Accounting Standards Codification Topic 810 ("ASC 810"), “Consolidation." ASC 810 requires the consolidation of VIEs by an entity that has a controlling financial interest in the VIE which entity is thereby defined as the primary beneficiary of the VIE. To be a primary beneficiary, an entity must have the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, among other factors. Although we indirectly, wholly own CDF2 Holdings, we, a third party that also has a variable interest in CDF2 Holdings, and an independent third party manager must mutually approve all business activities and transactions that significantly impact CDF2 Holdings' economic performance. We have therefore assessed our variable interests in CDF2 Holdings and determined that we are not the primary beneficiary of CDF2 Holdings. As a result, CDF2 Holdings' financial position and results of operations are not consolidated in our financial position and results of operations. In completing our assessment, we identified the activities that we consider most significant to the economic performance of CDF2 Holdings and determined that we do not have the power to direct those activities, and therefore we account for our investment in CDF2 Holdings under the equity method of accounting.

As of June 30, 2016 and March 31, 2016, our maximum exposure to loss, as it relates to the non-consolidated CDF2 Holdings entity, represents accounts receivable for service fees under a master service agreement with CDF2 Holdings. Such accounts receivable were $0.4 million and $0.4 million as of June 30, 2016 and March 31, 2016, which are included in accounts receivable, net on the accompanying Condensed Consolidated Balance Sheets.

During the three months ended June 30, 2016 and 2015, we received $0.3 million in aggregate revenues through digital cinema servicing fees from CDF2 Holdings, which are included in our revenues on the accompanying Condensed Consolidated Statements of Operations.

Total Stockholder's Deficit of CDF2 Holdings at June 30, 2016 and March 31, 2016 was $13.9 million and $11.9 million, respectively. We have no obligation to fund the operating loss or the stockholder's deficit beyond our initial investment of $2.0 million and, accordingly, our investment in CDF2 Holdings as of June 30, 2016 and March 31, 2016 is carried at $0.

Majority Interest in CONtv

In June 2014, we and Wizard World, Inc. ("Wizard World") formed CON TV, LLC (“CONtv”) to fund, design, create, launch, and operate a worldwide digital network that creates original content, and sells and distributes on-demand digital content via the Internet and other consumer digital distribution platforms, such as gaming consoles, set-top boxes, handsets, and tablets.

In November 2015, we entered into an Amended and Restated Operating Agreement with Wizard World (the noncontrolling interest partner) and other non-voting equity holders. The agreement restructured our business relationship with Wizard World with respect to the ownership and operation of CONtv, and was retroactively effective to July 1, 2015. Pursuant to the terms of the Amended and Restated Operating Agreement, we attained a majority interest in CONtv by increasing our ownership percentage to 85% from 47.5%. In connection with increasing our ownership percentage, we reclassified certain capital contributions made by Wizard World to additional paid-in capital, to the extent that such capital contributions were in excess of its amended ownership percentage. In addition, we retroactively reduced the loss attributable to the noncontrolling interest partner to July 1, 2015 in accordance with the Amended and Restated Operating Agreement.

During the three months ended June 30, 2016, we made total contributions of $38 thousand in CONtv. Wizard World Inc.'s share of stockholders' deficit in CONtv is reflected as noncontrolling interest in our Condensed Consolidated Balance Sheets and was $1.2 million and $1.2 million as of June 30, 2016 and March 31, 2016, respectively. The noncontrolling interest's share of net loss was $21 thousand and $0.4 million for the three months ended June 30, 2016 and June 30, 2015, respectively.

4. RESTRUCTURING, TRANSITION AND ACQUISITIONS EXPENSES

2016 Workforce Reduction

During the year ended March 31, 2016, we completed a strategic assessment of resource requirements within our Content & Entertainment and Corporate reporting segments to better align our cost structure with anticipated revenues. During the three months ended June 30, 2016, we continued our strategic assessment which resulted in additional expense of $0.1 million.
The following table presents a roll forward of restructuring, transition and acquisition expenses and related liability balances:

(In thousands)	
Amount accrued as of March 31, 2016	$505
Costs incurred	90
Amounts paid	227
Amount accrued as of June 30, 2016	$368

5. INCOME TAXES
We calculate income tax expense based upon an annual effective tax rate forecast, including estimates and assumptions that could change during the year. For the three months ended June 30, 2016, we recorded income tax expense from continuing operations of $0.1 million, which represents state income taxes and U.S. Federal alternative minimum income taxes. No income tax expense was recorded for the three months ended June 30, 2015. No tax benefit has been recorded in relation to the pre-tax loss from continuing operations for the three months ended June 30, 2016 and June 30, 2015 due to a full valuation allowance to offset any deferred tax asset related to net operating loss carry forwards and other items attributable to the loss.
Our effective tax rate for the three months ended June 30, 2016 was 1.5%. Our increase in effective rates for the three months ended June 30, 2016 was mainly due to an increase in taxable income by our Phase I segment. Taxable income also increased due to timing differences related to fixed asset depreciation.

6. NOTES PAYABLE

Notes payable consisted of the following:

	June 30, 2016		March 31, 2016	
(In thousands)	Current Portion	Long Term Portion	Current Portion	Long Term Portion
2013 Term Loans, net of debt discount	$19,312	$3,106	$21,188	$9,738
Prospect Loan	—	65,990	—	66,543
KBC Facilities	7,646	9,086	7,646	10,998
P2 Vendor Note	173	283	161	310
P2 Exhibitor Notes	81	87	79	107
Total non-recourse notes payable	27,212	78,552	29,074	87,696
Less: Unamortized debt issuance costs	—	(4,095)	—	(4,458)
Total non-recourse notes payable, net of unamortized debt issuance costs	$27,212	$74,457	$29,074	$83,238
5.5% Convertible Notes Due 2035	$—	$64,000	$—	$—
Cinedigm Term Loans	—	—	—	—
Cinedigm Revolving Loans	—	16,183	—	21,927
2013 Notes	—	4,158	—	4,079
Total recourse notes payable	—	84,341	—	26,006

Less: Unamortized debt issuance costs	—	(2,901)	—	(3,068)
Total recourse notes payable, net of unamortized debt issuance costs	$—	$81,440	$—	$22,938
Total notes payable, net of unamortized debt issuance costs	$27,212	$155,897	$29,074	$106,176

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Non-recourse debt is generally defined as debt whereby the lenders' sole recourse with respect to defaults, is limited to the value of the asset, which is collateral for the debt. Certain of our subsidiaries are liable with respect to, and their assets serve as collateral for, certain indebtedness for which our assets and the assets of our other subsidiaries that are not parties to the transaction are generally not liable. We have referred to this indebtedness as "non-recourse debt" because the recourse of the lenders is limited to the assets of specific subsidiaries. Such indebtedness includes the Prospect Loan, the KBC Facilities, the 2013 Term Loans, the P2 Vendor Note and the P2 Exhibitor Notes.

2013 Term Loans

In February 2013, CDF I, our wholly owned subsidiary, entered into an amended and restated credit agreement (the "2013 Credit Agreement") with Société Générale and other lenders. Under the terms of the 2013 Credit Agreement, CDF I may borrow an aggregate principal amount of $130.0 million, $5.0 million of which was allowed to be assigned to an affiliate of CDF I.

Under the 2013 Credit Agreement, each of the 2013 Term loans bear interest, at the option of CDF I, based on a base rate (generally, the bank prime rate) or the one-month LIBOR rate set at a minimum of 1.00%, plus a margin of 1.75% (in the case of base rate loans) or 2.75% (in the case of LIBOR rate loans). The 2013 Term Loans mature and must be paid in full by February 28, 2018. In addition, CDF I may prepay the 2013 Term Loans, in whole or in part, subject to paying certain breakage costs, if applicable. The one-month LIBOR rate at June 30, 2016 was 0.47%.

The 2013 Credit Agreement also requires each of CDF I's existing and future direct and indirect domestic subsidiaries (the "Guarantors") to guarantee the obligations under the 2013 Credit Agreement with a first priority perfected security interest in all of the collective assets of CDF I and the Guarantors, including real estate owned or leased, and all capital stock or other equity interests in C/AIX, our wholly owned subsidiary and the direct holder of CDF I's equity. The 2013 Credit Agreement contains customary representations, warranties, affirmative covenants, negative covenants and events of default.

Collections of CDF I accounts receivable are deposited into accounts designated to pay certain operating expenses, principal, interest, fees, costs and expenses relating to the 2013 Credit Agreement. Amounts designated for these purposes totaled $5.6 million and $6.1 million as of June 30, 2016 and March 31, 2016, respectively, and are included in cash and cash equivalents on our Condensed Consolidated Balance Sheets. We also maintain a debt service fund under the 2013 Credit Agreement for future principal and interest payments. As of June 30, 2016 and 2015, the debt service fund had a balance of $5.8 million, which is classified as part of restricted cash on our Condensed Consolidated Balance Sheets.

The balance of the 2013 Term Loans, net of the original issue discount, was as follows:

(In thousands)	June 30, 2016	March 31, 2016
2013 Term Loans, at issuance, net	$125,087	$125,087
Payments to date	(102,544)	(94,043)
Discount on 2013 Term Loans	(125)	(118)
2013 Term Loans, net	22,418	30,926
Less current portion	(19,312)	(21,188)
Total long term portion	$3,106	$9,738

Prospect Loan

In February 2013, our DC Holdings, AccessDM and Phase 2 DC subsidiaries entered into a term loan agreement (the "Prospect Loan") with Prospect Capital Corporation ("Prospect"), pursuant to which DC Holdings borrowed $70.0 million. The Prospect Loan bears interest at LIBOR plus 9.0% (with a 2.0% LIBOR floor), which is payable in cash, and at an additional 2.50% to be accrued as an increase to the aggregate principal amount of the Prospect Loan until the 2013 Credit Agreement is paid off, at which time all accrued interest will be payable in cash.

Collections of DC Holdings accounts receivable are deposited into accounts designated to pay certain operating expenses, principal, interest, fees, costs and expenses relating to the Prospect Loan. On a quarterly basis, if funds remain after the payment of all such amounts, they are applied to prepay the Prospect Loan. Amounts designated for these purposes, included in cash and cash equivalents on the Condensed Consolidated Balance Sheets, totaled $7.6 million and $8.7 million as of June 30, 2016 and March 31, 2016, respectively. We also maintain a debt service fund under the Prospect Loan for future principal and interest payments. As of June 30, 2016 and 2015, the debt service fund had a balance of $1.0 million, which is classified as part of restricted cash on our condensed consolidated balance sheets.

The Prospect Loan matures on March 31, 2021 and may be accelerated upon a change in control (as defined in the agreement) or other events of default as set forth therein and would be subject to mandatory acceleration upon insolvency of DC Holdings. We are permitted to pay the full outstanding balance of the Prospect Loan at any time after the second anniversary of the initial borrowing, subject to the following prepayment penalties:

- 5.0% of the principal amount prepaid between the second and third anniversaries of issuance;
- 4.0% of the principal amount prepaid between the third and fourth anniversaries of issuance;
- 3.0% of the principal amount prepaid between the fourth and fifth anniversaries of issuance;
- 2.0% of the principal amount prepaid between the fifth and sixth anniversary of issuance;
- 1.0% of the principal amount prepaid between the sixth and seventh anniversaries of issuance; and
- No penalty if the balance of the Prospect Loan, including accrued interest, is prepaid thereafter.

The Prospect Loan is primarily secured by a first priority pledge of the stock of CDF2 Holdings, our wholly owned unconsolidated subsidiary, the stock of AccessDM, which is owned by DC Holdings, and the stock of our Phase 2 DC subsidiary. The Prospect Loan is also guaranteed by our AccessDM and Phase 2 DC subsidiaries. We provide limited financial support to the Prospect Loan not to exceed $1.5 million per year in the event financial performance does not meet certain defined benchmarks.

The Prospect Loan contains customary representations, warranties, affirmative covenants, negative covenants and events of default. The following table summarizes the activity related to the Prospect Loan:

(In thousands)	June 30, 2016	March 31, 2016
Prospect Loan, at issuance	$70,000	$70,000
PIK Interest	4,778	4,778
Payments to date	(8,788)	(8,235)
Prospect Loan, net	65,990	66,543
Less current portion	—	—
Total long term portion	$65,990	$66,543

KBC Facilities

In December 2008 we began entering into multiple credit facilities to fund the purchase of Systems to be installed in movie theatres as part of our Phase II Deployment. There were no borrowings under the KBC Facilities during the three months ended June 30, 2016. The following table presents a summary of the KBC Facilities (dollar amounts in thousands):

				Outstanding Principal Balance	
Facility[1]	Credit Facility	Interest Rate[2]	Maturity Date	June 30, 2016	March 31, 2016
1	$22,336	3.75 %	September 2018	$6,382	$7,180
2	13,312	3.75 %	March 2018	3,559	4,034
3	11,425	3.75 %	March 2019	4,488	4,896
4	6,450	3.75 %	September 2018	2,303	2,534
	$53,523			$16,732	$18,644

1. For each facility, principal is to be repaid in twenty-eight quarterly installments.
2. Each of the facilities bears interest at the three-month LIBOR rate, which was 0.65% at June 30, 2016, plus the interest rate noted above.

5.5% Convertible Notes Due April 2035

On April 29, 2015, we issued $64.0 million aggregate principal amount of unsecured senior convertible notes payable (the "Convertible Notes") that bear interest at a rate of 5.5% per year, payable semiannually. The Convertible Notes will mature on April 15, 2035, unless repurchased earlier, redeemed or converted and will be convertible at the option of the holders at any time until the close of business on the business day immediately preceding the maturity date. Upon conversion, we will deliver to holders in respect of each $1,000 principal amount of Convertible Notes being converted a number of shares of our Class A common stock equal to the conversion rate, together with a cash payment in lieu of delivering any fractional share of Class A common

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stock. The conversion rate applicable to the Convertible Notes on the offering date was 82.4572 shares of Class A common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $12.10 per share of Class A common stock), which is subject to adjustment if certain events occur. Holders of the Convertible Notes may require us to repurchase all or a portion of the Convertible Notes on April 20, 2020, April 20, 2025 and April 20, 2030 and upon the occurrence of certain fundamental changes at a repurchase price in cash equal to 100% of the principal amount of the Convertible Notes to be repurchased plus accrued and unpaid interest, if any. The Convertible Notes will be redeemable by us at our option on or after April 20, 2018 upon the satisfaction of a sale price condition with respect to our Class A common stock and on or after April 20, 2020 without regard to the sale price condition, in each case, at a redemption price in cash equal to 100% of the principal amount of the notes to be repurchased plus accrued and unpaid interest, if any.

The net proceeds from the Convertible Note offering was $60.9 million, after deducting offering expenses. We used $18.6 million of the net proceeds from the offering to repay borrowings under and terminate one of our term loans under our 2013 Credit Agreement, of which $18.2 million was used to pay the remaining principal balance. Concurrently with the closing of the Convertible Notes transaction, we repurchased 272,100 shares of our Class A common stock from certain purchasers of Convertible Notes in privately negotiated transactions for $2.7 million. In addition, $11.4 million of the net proceeds was used to fund the cost of repurchasing 1.2 million shares of our Class A common stock pursuant to the forward stock purchase agreement described in Note 7 - Stockholders' Deficit. Interest expense recorded in connection with the Convertible Notes was $0.9 million and $0.6 million for the three months ended June 30, 2016 and 2015, respectively.

Cinedigm Credit Agreement

On October 17, 2013, we entered into a credit agreement (the “Cinedigm Credit Agreement”) with Société Générale. Under the Cinedigm Credit Agreement, as amended in February 2015 and April 2015, we were permitted to borrow an aggregate principal amount of up to $55.0 million, including term loans of $25.0 million (the “Cinedigm Term Loans”) and revolving loans of up to $30.0 million (the “Cinedigm Revolving Loans”). Interest under the Cinedigm Term Loans was charged at a base rate plus 5.0%, or the Eurodollar rate plus 6.0% until the Cinedigm Term Loan was repaid on April 29, 2015 in connection with the Convertible Notes offering. The Cinedigm Revolving Loans bear interest at a base rate of 6.25% or the Eurodollar rate of 1.0% plus 4.0%. The Base rate, per annum, is equal to the highest of (a) the rate quoted by the Wall Street Journal as the “base rate on corporate loans by at least 75% of the nation’s largest banks,” (b) 0.50% plus the federal funds rate, and (c) the Eurodollar rate plus 4.0%.

We repaid the entire outstanding balance of the Cinedigm Term Loans and amended the terms of the Cinedigm Revolving Loans in connection with our issuance of the Convertible Notes. In connection with the repayment of the Cinedigm Term Loans, we wrote-off certain unamortized debt issuance costs and the discount that remained on the balance of the note payable. As a result, we recorded $0.9 million as a loss on extinguishment of debt for the three months ended June 30, 2015.

The April 2015 amendment to the Cinedigm Revolving Loans extended the term of the agreement to March 31, 2018, provided for the release of the equity interests in the subsidiaries that we had previously pledged as collateral, changed the interest rate and replaced all financial covenants with a single debt service coverage ratio test commencing at June 30, 2016 and a $5.0 million minimum liquidity covenant. The Cinedigm Revolving Loans, as amended, bear interest at Base Rate (as defined in the amendment) plus 3% or LIBOR plus 4%, at our election, but in no event may the elected Base Rate or LIBOR rate be less than 1%. We are permitted to repay the Cinedigm Revolving Loans, at our option, in whole or in part.

In accordance with the April 2015 amendment to the Cinedigm Revolving Loans, we maintain a debt service reserve account for the aggregate amount of scheduled interest and principal payments due on the Cinedigm Revolving Loans

and Convertible notes over the next six months. As a result, the condensed consolidated balance sheet as of June 30, 2016 and March 31, 2016 reflects an additional $2.2 million of restricted cash related to the debt service reserve account.

In May 2016, we entered into an agreement with Société Générale (as Administrative Agent), which amended certain terms of the Cinedigm Credit Agreement (the "May 2016 Amendment") primarily to increase the Company's cash available for operations through September 30, 2016 by approximately $6.2 million, and by approximately $2.0 million thereafter. The May 2016 Amendment also reduced the maximum principal amount available under the Cinedigm Credit Agreement from $30.0 million to $22.0 million, reflecting current utilization. As of June 30, 2016, we borrowed $16.2 million of which availability under the Cindedigm Revolving Loans was none.

2013 Notes

In October 2013, we entered into securities purchase agreements with certain investors, pursuant to which we sold notes in the aggregate principal amount of $5.0 million (the "2013 Notes") and warrants to purchase an aggregate of 150,000 shares of Class A Common Stock (the "2013 Warrants") to such investors. The proceeds of the sales of the 2013 Notes and 2013 Warrants were

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primarily used for working capital and general corporate purposes, including financing an acquisition. We allocated a proportional value of $1.6 million to the 2013 Warrants using a Black-Scholes option valuation model with the following assumptions:

Risk free interest rate	1.38	%
Dividend yield	—	
Expected life (years)	5	
Expected volatility	76.25	%

We have treated the proportional value of the 2013 Warrants as debt discount. The debt discount is being amortized through the maturity of the 2013 Notes as interest expense.

The principal amount outstanding under the 2013 Notes is due on October 21, 2018. The 2013 Notes bear interest at 9.0% per annum, payable in quarterly installments over the term of the 2013 Notes. The 2013 Notes may be redeemed at any time on or after October 21, 2015, subject to certain premiums.

At June 30, 2016, we were in compliance with all of our debt covenants.

We recorded debt issuance costs of $0.9 million during the three months ended June 30, 2016 related to the financings closed in July 2016 (See Note 11).

7. STOCKHOLDERS’ DEFICIT

COMMON STOCK

During the three months ended June 30, 2016, we issued 198,162 shares of Class A common stock as payment for a CEO retention bonus, third-party advisory services and payment of preferred stock dividends.

PREFERRED STOCK

Cumulative dividends in arrears on preferred stock at June 30, 2016 were $0.1 million. In July 2016, we paid the preferred stock dividends in arrears in the form of 71,232 shares of Class A Common Stock.

TREASURY STOCK

In connection with the offering of Convertible Notes, on April 29, 2015, we repurchased 272,100 shares of our Class A common stock from certain purchasers of Convertible Notes in privately negotiated transactions for $2.7 million, which is reflected as treasury stock in our Condensed Consolidated Balance Sheet as of June 30, 2016. In addition, we entered into a privately negotiated forward stock purchase transaction with a financial institution, which is one of the lenders under our credit agreement (the "Forward Counterparty"), pursuant to which we paid $11.4 million to purchase 1.2 million shares of our Class A common stock for settlement that may be settled at any time prior to the fifth year anniversary of the issuance date of the notes. The payment for the forward contract has been reflected as a reduction of Additional Paid-in Capital on our Condensed Consolidated Balance Sheet until such time that the forward contract is settled and the shares are legally delivered to and owned by us. Upon settlement of the forward contract and delivery of the stock, we will reclassify such amount to treasury stock.

CINEDIGM’S EQUITY INCENTIVE PLAN

Stock Options

Awards issued under our equity incentive plan (the "Plan") may be in any of the following forms (or a combination thereof) (i) stock option awards; (ii) stock appreciation rights; (iii) stock or restricted stock or restricted stock units; or (iv) performance awards. The Plan provides for the granting of incentive stock options (“ISOs”) with exercise prices not less than the fair market value of our Class A Common Stock on the date of grant. ISOs granted to shareholders having more than 10% of the total combined voting power of the Company must have exercise prices of at least 110% of the fair market value of our Class A Common Stock on the date of grant. ISOs and non-statutory stock options granted under the Plan are subject to vesting provisions, and exercise is subject to the continuous service of the participant. The exercise prices and vesting periods (if any) for non-statutory options are set at the discretion of our compensation committee. Upon a change of control of the Company, all stock options (incentive

and non-statutory) that have not previously vested will vest immediately and become fully exercisable. In connection with the grants of stock options under the Plan, we and the participants have executed stock option agreements setting forth the terms of the grants. The Plan provides for the issuance of up to 1,430,000 shares of Class A Common Stock to employees, outside directors and consultants.

The following table summarizes the activity of the Plan related to shares issuable pursuant to outstanding options:

	Shares Under Option	Weighted Average Exercise Price Per Share
Balance at March 31, 2016	362,272	$ 16.50
Granted	—	—
Exercised	—	—
Canceled/forfeited	(7,092)	17.44
Balance at June 30, 2016	355,180	$ 16.48

The weighted average remaining contractual life for stock options outstanding as of June 30, 2016 was 6.78 years.

OPTIONS GRANTED OUTSIDE CINEDIGM'S EQUITY INCENTIVE PLAN

In October 2013, we issued options outside of the Plan to 10 individuals that became employees as a result of a business combination. The employees received options to purchase an aggregate of 62,000 shares of our Class A Common Stock at an exercise price of $17.5 per share. The options vest and become exercisable in 25% increments over four years from their grant dates and expire 10 years from the date of grant, if unexercised. As of June 30, 2016, there were 23,250 unvested options outstanding.

In December 2010, we issued options to purchase 450,000 shares of Class A Common Stock outside of the Plan as part of our Chief Executive Officer's initial employment agreement with the Company. Such options have exercise prices per share between $15.00 and $50.00, all of which were vested as of December 2013 and will expire in December 2020. As of June 30, 2016, all such options remained outstanding.

WARRANTS

The following table presents information about outstanding warrants to purchase shares of our Class A common stock as of June 30, 2016. All of the outstanding warrants are fully vested and exercisable.

Recipient	Amount outstanding	Expiration	Exercise price per share
Sageview Capital, L.P	1,673,282	August 2016	$13.10
Strategic management service provider	52,500	July 2021	$17.20 - $30.00
Warrants issued to creditors in connection with the 2013 Notes (the "2013 Warrants")	125,063	October 2018	$18.50

Outstanding warrants held by Sageview Capital, L.P. ("Sageview") contain customary provisions for cashless exercises and anti-dilution adjustments. In addition, the warrants' expiration date may be extended in limited circumstances. On April 29, 2015, the number of shares underlying the warrants issued to Sageview and their related exercise price were adjusted from 1,600,000 and $13.70 to 1,673,282 and $13.10, respectively, to give effect to an anti-dilution adjustment that resulted from the issuance of the Convertible Notes.

Outstanding warrants held by the strategic management service provider were issued in connection with a consulting management services agreement ("MSA"). The warrants may be terminated with 90 days' notice in the event of termination of the MSA.

The 2013 Warrants and related 2013 Notes are subject to certain transfer restrictions.

8. COMMITMENTS AND CONTINGENCIES

LEASES

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We have capital lease obligations covering a facility and computer equipment. In May 2011, we completed the sale of certain assets and liabilities of the Pavilion Theatre and ceased to operate it at that time. We have remained the primary obligor on the Pavilion capital lease and therefore, the capital lease obligation and the related assets under the capital lease continue to be reflected on our Consolidated Balance Sheets as of June 30, 2016 and March 31, 2016. We have entered into a sub-lease agreement with an unrelated third party purchaser who makes all payments related to the lease and therefore, we have no continuing involvement in the operation of the Pavilion Theatre.
We also operate from leased properties under non-cancelable operating lease agreements, certain of which contain escalating lease clauses.

9. SUPPLEMENTAL CASH FLOW INFORMATION

	June 30, 2016	
(in thousands)	2016	2015
Cash interest paid	$5,060	$6,794
Accrued dividends on preferred stock	89	89
Issuance of common stock for payment of preferred stock dividends	89	89

10. SEGMENT INFORMATION

We operate in four reportable segments: Phase I Deployment, Phase II Deployment, Services and Content & Entertainment or CEG. Our segments were determined based on the economic characteristics of our products and services, our internal organizational structure, the manner in which our operations are managed and the criteria used by our Chief Operating Decision Maker to evaluate performance, which is generally the segment’s income (loss) from continuing operations before interest, taxes, depreciation and amortization. Certain Corporate assets, liabilities and operating expenses are not allocated to our reportable segments.

Operations of:	Products and services provided:
Phase I Deployment	Financing vehicles and administrators for 3,724 Systems installed nationwide in Phase 1 DC's deployment to theatrical exhibitors. We retain ownership of the Systems and the residual cash flows related to the Systems after the repayment of all non-recourse debt at the expiration of exhibitor, master license agreements. As of June 30, 2016, we are no longer earning VPF revenues from certain major studios on 189 of such systems.
Phase II Deployment	Financing vehicles and administrators for our 8,904 Systems installed domestically and internationally, for which we retain no ownership of the residual cash flows and digital cinema equipment after the completion of cost recoupment and at the expiration of the exhibitor master license agreements.
Services	Provides monitoring, collection, verification and other management services to our Phase I Deployment, Phase II Deployment, CDF2 Holdings, as well as to exhibitors who purchase their own equipment. Services also collects and disburses VPFs from motion picture studios, distributors and ACFs from alternative content providers, movie exhibitors and theatrical exhibitors.
Content & Entertainment	Leading distributor of independent content, and collaborates with producers and other content owners to market, source, curate and distribute independent content to targeted and profitable audiences in theatres and homes, and via mobile and emerging platforms.

The following tables present certain financial information related to our reportable segments and Corporate:

	As of June 30, 2016					
(In thousands)	Intangible Assets, net	Goodwill	Total Assets	Notes Payable, Non-Recourse	Notes Payable	Capital Leases
Phase I Deployment	$195	$ —	$41,298	$ 84,567	$—	$—
Phase II Deployment	—	—	53,083	17,102	—	—
Services	—	—	1,119	—	—	—
Content & Entertainment	24,271	8,701	86,378	—	—	25
Corporate	12	—	9,762	—	81,440	4,119
Total	$24,478	$ 8,701	$191,640	$ 101,669	$81,440	$4,144

	March 31, 2016					
(In thousands)	Intangible Assets, net	Goodwill	Total Assets	Notes Payable, Non-Recourse	Notes Payable	Capital Leases
Phase I Deployment	$206	$ —	$48,292	$ 93,372	$—	$—
Phase II Deployment	—	—	53,727	18,940	—	—
Services	—	—	1,064	—	—	—
Content & Entertainment	25,721	8,701	87,344	—	—	30
Corporate	13	—	18,971	—	86,938	4,195
Total	$25,940	$ 8,701	$209,398	$ 112,312	$86,938	$4,225

Statements of Operations
For the Three Months Ended June 30, 2016
(Unaudited, in thousands)

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Revenues	$9,164	$3,180	$3,295	$ 6,836	$ —	$ 22,475
Direct operating (exclusive of depreciation and amortization shown below)	223	53	1	5,414	—	5,691
Selling, general and administrative	133	59	231	4,101	1,908	6,432
Allocation of Corporate overhead	—	—	397	896	(1,293)	—
Restructuring, transition and acquisition expenses, net	—	—	—	90	—	90
Depreciation and amortization of property and equipment	6,391	1,881	—	68	184	8,524
Amortization of intangible assets	11	—	—	1,450	2	1,463
Total operating expenses	6,758	1,993	629	12,019	801	22,200
Income (loss) from operations	$2,406	$1,187	$2,666	$ (5,183)	$ (801)	$ 275

The following employee and director stock-based compensation expense related to the Company’s stock-based awards is included in the above amounts as follows:

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Direct operating	$ —	$ —	$ 1	$ 2	$ —	$ 3
Selling, general and administrative	—	—	—	46	229	275
Total stock-based compensation	$ —	$ —	$ 1	$ 48	$ 229	$ 278

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Statements of Operations
For the Three Months Ended June 30, 2015
(Unaudited, in thousands)

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Revenues	$8,142	$2,895	$2,693	$ 9,098	$—	$ 22,828
Direct operating (exclusive of depreciation and amortization shown below)	225	91	4	6,972	—	7,292
Selling, general and administrative	253	41	210	5,228	3,884	9,616
Allocation of Corporate overhead	—	—	402	1,347	(1,749)	—
Provision for doubtful accounts	241	98	—	—	—	339
Restructuring, transition and acquisition expenses, net	—	—	—	—	133	133
Depreciation and amortization of property and equipment	7,153	1,881	—	40	283	9,357
Amortization of intangible assets	8	—	—	1,450	1	1,459
Total operating expenses	7,880	2,111	616	15,037	2,552	28,196
Income (loss) from operations	$262	$784	$2,077	$ (5,939)	$(2,552)	$ (5,368)

The following employee and director stock-based compensation expense related to the Company's stock-based awards is included in the above amounts as follows:

	Phase I	Phase II	Services	Content & Entertainment	Corporate	Consolidated
Direct operating	$ —	$ —	$ 4	$ 2	$ —	$ 6
Selling, general and administrative	—	—	—	68	598	666
Total stock-based compensation	$ —	$ —	$ 4	$ 70	$ 598	$ 672

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11. SUBSEQUENT EVENTS

On July 14, 2016, Cinedigm entered into certain financing transactions including: (i) the issuance of $2.0 million principal amount of loans, due 2019, secured on a second lien basis (the “Loans”), and shares of the Company’s Class A common stock, par value $0.001 per share (the “Common Stock”), and (ii) an amendment to the Cinedigm Credit Agreement that, among other things, lowered the minimum liquidity requirement to $800,000 and permit the Loans, and (iii) an amendment to the Settlement Agreement dated as of July 30, 2015 among the Company and certain stockholders party thereto (collectively, the “Transactions”) to amend board representation rights of the parties. The Transactions, described more fully below, were consummated on July 14, 2016.
On July 14, 2016, the Company entered into a Second Lien Loan Agreement (the “Loan Agreement”) with certain lenders (the “Lenders”) for Loans in the aggregate principal amount of $2.0 million. The maturity date of the Loans is June 30, 2019. The Loans bear interest at 12.75%, payable 7.5% in cash and 5.25% in cash or in kind at the Company’s option, and the Lender received an aggregate of 196,000 shares (the “Lender Shares”) of Common Stock. In addition, the lead Lender received a fee of 210,000 shares of Common Stock (the “Loan Fee Shares” and together with the Lender Shares, the “Loan Shares”) and warrants to purchase 200,000 shares of Class A common stock (the “Warrants”). Under the Loan Agreement, subsequent Lenders may make additional Loans, up to an aggregate of $9.0 million principal amount of all Loans. The Company also received from the lead lender a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $500,000 of Loans, in both cases within the following 60 days. The Loans may be prepaid without premium or penalty and contain customary covenants, representations and warranties. The Loan Agreement was amended on August 4, 2016 to facilitate one or more subsequent closings of additional Loans.
The obligations under the Loans are guaranteed by certain of the Company’s existing and future subsidiaries, including ADM Cinedigm Corp., Vistachiara Productions Inc., Vistachiara Entertainment, Inc., Cinedigm Entertainment Corp., Cinedigm Entertainment Holdings, LLC, Cinedigm Home Entertainment, LLC, Docurama, LLC, Dove Family Channel, LLC, Cinedigm OTT Holdings, LLC and Cinedigm Productions, LLC (collectively, the "Guarantors"), and the Company and each Guarantor pledged substantially all of their assets (other than, on the part of the Company, its assets related to its digital cinema deployment business) to secure payment on the Loans. Accordingly, the Company and each of the Guarantors entered into a guaranty agreement (the “Second Lien Guaranty Agreement”) and a security agreement (the “Second Lien Security Agreement”) pursuant to which each Guarantor guaranteed the obligations of the Company under the Loans and the Company and each Guarantor pledged the assets described above to secure such obligations. The proceeds of the Loans will be used for the payment of fees and expenses incurred in connection with the Loans and the other Transactions, and for working capital and general corporate purposes. The Company also agreed to enter into a rights agreement with the lenders pursuant to which the Company will register the resale of the Loan Shares.
In connection with the Loans and pursuant to the Settlement Agreement Amendment (defined below), the lead Lender, Ronald L. Chez, is entitled to be appointed to the Company’s board of directors and to be nominated and recommended for election to the Board of Directors for the period of time until Mr. Chez’s beneficial ownership of Cinedigm securities drops below 5%.
On July 14, 2016, the Company and the lenders under the Credit Agreement entered into an amendment to the Credit Agreement (“Amendment No. 4”), which, among other things, lowered the minimum liquidity requirement to $800,000 and permit the consummation of the other Transactions. In addition, certain of the Guarantors entered into a Guaranty Supplement dated as of July 14, 2016 among them and the Administrative Agent (the “Guaranty Supplement”), a Second Amended and Restated Security Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Amended and Restated Security Agreement”), and a Pledge Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the “Pledge Agreement”), pursuant to which documents certain of the Guarantors guaranteed the Company’s obligations under the Credit Agreement and the Guarantors pledged the assets described above to secure such obligations. In addition Amendment No. 4 changed, (i) Eurodollar rate loans to Base plus 4.5% and base plus 3.5% for Base rate loans and (ii) the debt service reserve account of $2.3 million was eliminated and required to use to reduce the outstanding balance and the maximum

principal amount available from $22.0 million to $19.8 million.

On July 14, 2016, the Company entered into an amendment (the "Settlement Agreement Amendment") to the Settlement Agreement (the "Settlement Agreement") dated as of July 30, 2015 among the Company and Ronald L. Chez, the Chez Family Foundation, Sabra Investments, LP, Sabra Capital Partners, LLC, and Zvi Rhine (the "Group") pursuant to which (i) the Company issued 155,000 shares of Common Stock to Mr. Chez as a fee for his service as Strategic Advisor in excess of what was contemplated by the Settlement Agreement, (ii) Mr. Chez's role as Strategic Advisor to the Company was terminated, (iii) Mr. Chez was appointed to the Board of Directors and will be nominated and recommended for election to the Board of Directors for the period of time until Mr. Chez's beneficial ownership of Cinedigm securities drops below 5%, and (iv) the rights of the Group to nominate designees for election to the Board of Directors were terminated.

The warrants issued to Ronald L. Chez in connection with the second lien Loans consist of warrants to purchase 200,000 shares of Class A common stock. The warrants have an exercise price of 1.34 as to 100,000 of such shares, and 1.68 as to 100,000 of such shares, and a cashless exercise provision. The warrants are immediately exercisable and have a term of seven (7) years. The warrants contain customary anti-dilution rights.

On July 14, 2016, the number of shares underlying the warrants issued to Sageview and their related exercise price were adjusted to 1,762,058 and $12.44, respectively, to give effect to an anti-dilutive adjustment from the issuance of shares and warrants in connection with the Loan Agreement.
In August 2016, we executed an agreement with a studio distribution customer for extended payment terms on $1.4 million of the Company's outstanding payables with a 4% interest rate and a one year term, ending August 2017.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our historical consolidated financial statements and the related notes included elsewhere in this document.

This report contains forward-looking statements within the meaning of the federal securities laws. These include statements about our expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as "believes," "anticipates," "expects," "intends," "plans," "will," "estimates," and similar words. Forward-lookin statements represent, as of the date of this report, our judgment relating to, among other things, future results of operations, growth plans, sales, capital requirements and general industry and business conditions applicable to us. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond the Company's control that could cause actual results to differ materially from those expressed or implied by such forward-looking statements.

OVERVIEW

Since our inception, we have played a significant role in the digital distribution revolution that continues to transform the media landscape. In addition to our pioneering role in transitioning over 12,000 movie screens from traditional analog film prints to digital distribution, we have become a leading distributor of independent content, both through organic growth and acquisitions. We distribute products for major brands such as the Discovery Networks, National Geographic and Scholastic, as well as leading international and domestic content creators, movie producers, television producers and other short form digital content producers. We collaborate with producers, major brands and other content owners to market, source, curate and distribute quality content to targeted audiences through (i) existing and emerging digital home entertainment platforms, including but not limited to, iTunes, Amazon Prime, Netflix, Hulu, Xbox, PlayStation, and cable video-on-demand ("VOD"), and (ii) physical goods, including DVD and Blu-ray Discs.

We report our financial results in four primary segments as follows: (1) the first digital cinema deployment ("Phase I Deployment"), (2) the second digital cinema deployment ("Phase II Deployment"), (3) digital cinema services ("Services") and (4) media content and entertainment group ("Content & Entertainment" or "CEG"). The Phase I Deployment and Phase II Deployment segments are the non-recourse, financing vehicles and administrators for our digital cinema equipment (the "Systems") installed in movie theatres throughout the United States, and in Australia and New Zealand. Our Services segment provides fee based support to over 12,000 movie screens in our Phase I Deployment, Phase II Deployment segments as well as directly to exhibitors and other third party customers in the form of monitoring, billing, collection and verification services. Our Content & Entertainment segment is a market leader in: (1) ancillary market aggregation and distribution of entertainment content and; (2) branded and curated over-the-top ("OTT") digital network business providing entertainment channels and applications.

We are structured so that our digital cinema business (collectively, our Phase I Deployment, Phase II Deployment and Services segments) operates independently from our Content & Entertainment business. As of June 30, 2016, we had approximately $105.9 million of non-recourse outstanding debt principal that relates to, and is serviced by, our digital cinema business. We also have approximately $84.3 million of outstanding debt principal, as of June 30, 2016 that is attributable to our Content & Entertainment and Corporate segments.

On June 23, 2016, we received the Notice from the Listing Qualifications staff of Nasdaq indicating that the Company no longer meets the requirement to maintain a minimum market value of publicly held shares of $15.0 million, as set forth in Nasdaq Listing Rule 5450(b)(3)(C). The Notice does not result in the immediate delisting of the Company's common stock from the Nasdaq Global Market.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided a period of 180 calendar days, or until December 20, 2016, in which to regain compliance. In order to regain compliance with the MVPHS requirement, our MVPHS must be at least $15.0 million for a minimum of ten consecutive business days during this 180-day period. If we do not regain compliance with the bid price requirement by December 20, 2016, we may be eligible for an additional 180 calendar day compliance period. If we do not regain compliance by December 20, 2016, or the termination of any subsequent compliance period, if applicable, the Staff will provide written notification to us that its common stock may be delisted. At such time, we would be afforded the opportunity for a hearing before a Nasdaq Listing Qualifications Panel (the "Panel"). A request for a hearing would stay any suspension or delisting action pending the issuance of a decision by the Panel following the hearing and the expiration of any extension period granted by the Panel. In that regard, the Panel would have the authority to grant us up to an additional 180-day period in which to regain compliance.

We intend to monitor the MVPHS for our common stock between now and December 20, 2016 and will consider the various available options if its common stock does not trade at a level that is likely to regain compliance.

We incurred consolidated net loss of $4.6 million and $11.3 million for the three months ended June 30, 2016 and 2015, respectively, and we have an accumulated deficit of $347.1 million as of June 30, 2016. We also have significant contractual obligations related to our non-recourse and recourse debt for the fiscal year ended March 31, 2017 and beyond.

We believe the combination of: (i) our cash and restricted cash balances at June 30, 2016, (ii) planned cost reduction initiatives, and (iii) the additional financing received in July 2016 and committed for receipt during second fiscal quarter of 2017; and (iv) expected cash flows from operations will be sufficient to satisfy our liquidity and capital requirements for the next twelve months. Our capital requirements will depend on many factors, and we may need to use available capital resources and raise additional capital. Failure to generate additional revenues, raise additional capital or manage discretionary spending could have an adverse effect on our financial position, results of operations and liquidity.

Results of Operations for the Three Months Ended June 30, 2016 and June 30, 2015

Revenues

	For the Three Months Ended June 30,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$9,164	$8,142	$1,022	13 %
Phase II Deployment	3,180	2,895	285	10 %
Services	3,295	2,693	602	22 %
Content & Entertainment	6,836	9,098	(2,262)	(25)%
	$22,475	$22,828	$(353)	(2)%

Increased revenues in our Phase I and Phase II Deployment businesses reflect the wide release of 30 titles in the three months ended June 30, 2016 compared to 26 titles in the June 30, 2015 period. In addition, two blockbuster titles released in the three months ended June 30, 2016, accounted for the increase over the prior period in which no blockbuster films were released on our deployed systems.

Revenue generated by our Services segment increased as a result of the higher VPFs earned by our Phase I and II deployment businesses. Our Services segment earns commissions on VPF revenue generated by the Phase I and Phase

II deployment segments. Certain Phase I and Phase II Systems reached the conclusion of their deployment payment period starting in December of 2015 and continuing through June of 2016, and as a result, we expect VPF and Services revenue on those systems to decrease in the future.

Revenues at our Content & Entertainment segment decreased, due to weaker than expected digital performance due to industry leaders focusing more of their capital on original content, rather than third-party content, and agreements that were moved to subsequent periods. In addition, we continued to experience a decline in sales and shelf space allotted to our traditional DVD and Blu-ray business, which is negatively impacted by changes in technology and consumer behavior. We continue to shift our strategy toward developing a portfolio of narrowcast OTT channels. At the end of fiscal year 2015, we launched CONtv in cooperation with Wizard World, Inc., and in the second quarter of fiscal year 2016 we launched the Dove Channel, which targets families and kids seeking high quality and family friendly content approved by the Dove Foundation.

Direct Operating Expenses

	For the Three Months Ended June 30,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$223	$225	$(2)	(1)%
Phase II Deployment	53	91	(38)	(42)%
Services	1	4	(3)	(75)%
Content & Entertainment	5,414	6,972	(1,558)	(22)%
	$5,691	$7,292	$(1,601)	(22)%

Direct operating expenses decreased in the three months ended June 30, 2016 compared to the prior period, reflecting lower revenue in our CEG business, higher third party distribution costs, and higher OTT platform and content distribution costs. In addition, there were reduced costs related to theatrical releasing, marketing and content acquisitions costs as we made the strategic decision to focus significantly less on theatrical film releases and we focused more on OTT channel entertainment in the 2015 fiscal year.

Selling, General and Administrative Expenses

	For the Three Months Ended June 30,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$133	$253	$(120)	(47)%
Phase II Deployment	59	41	18	44%
Services	231	210	21	10%
Content & Entertainment	4,101	5,228	(1,127)	(22)%
Corporate	1,908	3,884	(1,976)	(51)%
	$6,432	$9,616	$(3,184)	(33)%

Selling, general and administrative expenses decreased in our Corporate and Content and Entertainment operations compared to the prior period, primarily reflecting decreases in salaries, consulting fees and related expenses as a result of restructuring costs.

Restructuring, Transition and Acquisitions Expenses

In the three months ended June 30, 2016, we recorded restructuring expenses in the amount of $0.1 million, primarily related to workforce reduction related to our continuing assessment of our resource requirements within Content & Entertainment and Corporate reporting segments.

For the three months ended June 30, 2015, we recorded restructuring, transition and acquisitions expenses, net of $0.1 million, primarily related to professional fees, workforce reduction and integration related to the GVE Acquisition.

Depreciation and Amortization Expense on Property and Equipment

	For the Three Months Ended June 30,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$6,391	$7,153	$(762)	(11)%
Phase II Deployment	1,881	1,881	—	—%

Content & Entertainment	68	40	28	70 %
Corporate	184	283	(99)	(35)%
	$8,524	$9,357	$(833)	(9)%

Depreciation and amortization expense decreased primarily in our Phase I Deployment segment as a result of 189 of our digital cinema projection systems reaching the conclusion of their useful ten year lives through June 30, 2016. As our projection systems are expected to continue to exceed their contractual ten year lives we expect our depreciation expense related to Phase I Deployment to continue to decrease throughout fiscal year 2017 and beyond.

Interest expense, net

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	For the Three Months Ended June 30,			
($ in thousands)	2016	2015	$ Change	% Change
Phase I Deployment	$2,820	$3,145	$(325)	(10)%
Phase II Deployment	310	336	(26)	(8)%
Corporate	1,805	1,649	156	9 %
	$4,935	$5,130	$(195)	(4)%

Interest expense reported by our Phase I and Phase II Deployment segments decreased primarily as a result of reduced debt balances compared to the prior period and the payoff of one of our KBC facilities. We expect interest expense related to the KBC Facilities to continue to decrease due to the pay-down of such balances.

Interest expense at Corporate increased during the three months ended June 30, 2016, primarily as a result of the issuance of the Convertible Notes in April 2015. In the three months ended June 30, 2016, we recorded interest expense of $0.9 million related to the Convertible Notes. We used a portion of the proceeds from the Convertible Notes to pay off the $18.2 million Term Loan associated with the Cinedigm Credit Agreement. As a result, incremental interest expense recorded in connection with the Convertible Notes was slightly offset by the reduced amount of interest expense in connection with the extinguished Term Loans under the Cinedigm Credit Agreement. Although borrowings under our revolving line of credit decreased from the same period in the prior year, borrowings in the three months ended June 30, 2016 were outstanding for a longer period of time and therefore resulted in an increase to interest expense compared to the prior period.

The change in fair value of the interest rate derivatives was a loss of approximately $27.0 thousand for the three months ended June 30, 2016, compared to income of $2.0 thousand for the same period in the prior year.

Income Tax Expense

We recorded income tax expense from continuing operations of $0.1 million for the three months ended June 30, 2016, in our Phase I and Corp segments, respectively, which represents state income taxes. We recorded no income tax expense for the three months ended June 30, 2015. Our effective tax rates for the three months ended June 30, 2016 is 1.5%. Our increase in effective rates from the three months ended June 30, 2016 to the three months ended June 30, 2015, are mainly due to an increase in taxable income due to timing differences related to fixed asset depreciation.

Adjusted EBITDA

We define Adjusted EBITDA to be earnings before interest, taxes, depreciation and amortization, other income, net, stock-based compensation and expenses, merger and acquisition costs, restructuring, transition and acquisitions expense, net, goodwill impairment and certain other items.

Adjusted EBITDA (including the results of Phase 1 and Phase II Deployments segments) increased 31% compared to the three months ended June 30, 2015. Adjusted EBITDA from our non-deployment businesses was a loss of $1.2 million during the three months ended June 30, 2016, compared to a loss of $2.3 million for the three months ended June 30, 2015. The increase in adjusted EBITDA compared to the prior period primarily reflects lower operating expenses in our Content & Entertainment business and at Corporate due to our cost cutting measures implemented during the third quarter of fiscal year 2016.

Adjusted EBITDA is not a measurement of financial performance under GAAP and may not be comparable to other similarly titled measures of other companies. We use Adjusted EBITDA as a financial metric to measure the financial performance of the business because management believes it provides additional information with respect to the performance of its fundamental business activities. For this reason, we believe Adjusted EBITDA will also be useful to others, including its stockholders, as a valuable financial metric.

We present Adjusted EBITDA because we believe that Adjusted EBITDA is a useful supplement to net loss from continuing operations as an indicator of operating performance. We also believe that Adjusted EBITDA is a financial measure that is useful both to management and investors when evaluating our performance and comparing our performance with that of our competitors. We also use Adjusted EBITDA for planning purposes and to evaluate our financial performance because Adjusted EBITDA excludes certain incremental expenses or non-cash items, such as stock-based compensation charges, that we believe are not indicative of our ongoing operating performance.

We believe that Adjusted EBITDA is a performance measure and not a liquidity measure, and therefore a reconciliation between net loss from continuing operations and Adjusted EBITDA has been provided in the financial results. Adjusted EBITDA should not be considered as an alternative to income from operations or net loss from continuing operations as an indicator of performance or as an alternative to cash flows from operating activities as an indicator of cash flows, in each case as determined in accordance with GAAP, or as a measure of liquidity. In addition, Adjusted EBITDA does not take into account changes in certain assets and liabilities as well as interest and income taxes that can affect cash flows. We do not intend the presentation of these non-GAAP measures to be considered in isolation or as a substitute for results prepared in accordance with GAAP. These non-GAAP measures should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP.

Following is the reconciliation of our consolidated Adjusted EBITDA to consolidated GAAP loss from continuing operations:

	For the Three Months Ended June 30,	
($ in thousands)	2016	2015
Net loss	$(4,575)	$(11,319)
Add Back:		
Income tax expense	67	—
Depreciation and amortization of property and equipment	8,524	9,357
Amortization of intangible assets	1,463	1,459
Interest expense, net	4,935	5,130
Loss on extinguishment of debt	—	931
Other income, net	(125)	(108)
Change in fair value of interest rate derivatives	(27)	(2)
Provision for doubtful accounts	—	339
Stock-based compensation and expenses	278	672
Restructuring, transition and acquisition expenses, net	90	133
Professional fees pertaining to activist shareholder proposals and compliance	—	1,098
Net loss attributable to noncontrolling interest	21	434
Adjusted EBITDA	$10,651	$8,124
Adjustments related to the Phase I and Phase II Deployments:		
Depreciation and amortization of property and equipment	$(8,272)	$(9,034)
Amortization of intangible assets	(11)	(8)
Provision for doubtful accounts	—	(339)
Income from operations	(3,593)	(1,046)
Adjusted EBITDA from non-deployment businesses	$(1,225)	$(2,303)

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In connection with the preparation of our consolidated financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in

accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

The critical accounting estimates and assumptions have not materially changed from those identified in the Company's 2016 Annual Report.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued new accounting guidance on revenue recognition. The new standard provides for a single five-step model to be applied to all revenue contracts with customers as well as requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. The guidance will be effective during our fiscal year ending March 31, 2019 with early adoption permitted. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In June 2014, the FASB issued an accounting standards update, which provides additional guidance on how to account for share-based payments where the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. The amendments require that a performance target that affects vesting and that could be achieved after the requisite period is treated as a performance condition. The guidance will be effective during our fiscal year ending March 31, 2017. We are currently evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements. The standards update may be applied (a) prospectively to all awards granted or modified after the effective date or (b) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In August 2014, the FASB amended accounting guidance pertaining to going concern considerations by company management. The amendments in this update state that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The guidance will be effective during our fiscal year ending March 31, 2018. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In February 2015, the FASB issued an accounting standards update, which amended accounting guidance on consolidation. The amendments affect reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The update will be effective during our fiscal year ending March 31, 2017. We are evaluating the impact of the adoption of this accounting standard update on our consolidated financial statements.

In April 2015, the FASB issued new guidance related to the customer’s accounting for fees paid in a cloud computing arrangement, which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted. We have adopted this guidance as of June 30, 2016 with no material impact to our consolidated financial statements.

In July 2015, the FASB issued an accounting standards update that requires an entity to measure inventory balances at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments in this update are

effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company is currently evaluating the impact of the new guidance to the consolidated financial statements.

In September 2015, the FASB issued new guidance with respect to Business Combinations. The new guidance requires the acquirer in a Business Combination to recognize provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The new guidance is effective for public entities for which fiscal years begin after December 15, 2016, and interim periods within the fiscal years beginning after December 31, 2017. The accounting standard must be applied prospectively to adjustments to provisional amounts that occur after the effective date, with early adoption permitted. The adoption of this standard is not expected to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued new guidance related to the balance sheet classification of income taxes. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016.

Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. We do not believe the adoption of the new standard will have a material impact on our consolidated financial statements.

In January 2016, the FASB issued new guidance related to financial instruments, which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The standard will be effective beginning in the first quarter of our 2019 fiscal year and early adoption is not permitted. We do not believe the adoption of the new standard will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued new guidance related to the accounting for leases. The new standard will replace all current U.S. GAAP guidance on this topic. The new standard, amongst other things, requires a lessee to classify a lease as either a finance or operating lease in which lessees will need to recognize a right-of-use asset and a lease liability for their leases. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. Classification will be based on criteria that are largely similar to those applied in current lease accounting. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and will require application of the new guidance at the beginning of the earliest comparative period presented. We are evaluating the impact of this new accounting guidance on our financial statements.

In March 2016, the FASB issued new guidance in an effort to simplify accounting for share-based payments. The new standard, amongst other things:

- will require that all excess tax benefits and tax deficiencies be recorded as income tax expense or benefit in the statement of operations and that the tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur;
- will require excess tax benefits from share-based payments to be reported as operating activities on the statement of cash flows; and
- permits an accounting policy election to either estimate the number of awards that are expected to vest using an estimated forfeiture rate, as currently required, or account for forfeitures when they occur.

The new standard is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. We do not expect the impact of this new accounting guidance to have a material impact on our financial statements.

Liquidity and Capital Resources

We have incurred net losses each year since we commenced our operations. Since our inception, we have financed our operations substantially through the private placement of shares of our common and preferred stock, the issuance of promissory notes, our initial public offering and subsequent private and public offerings, notes payable and common stock used to fund various acquisitions.

We may continue to generate net losses in the future primarily due to depreciation and amortization, interest on the Convertible Notes, 2013 Term Loans, Prospect Loan and Cinedigm Credit Agreement, marketing and promotional activities and content acquisition and marketing costs. Certain of these costs, including costs of content acquisition, marketing and promotional activities, could be reduced if necessary. The restrictions imposed by the 2013 Term Loans and Prospect Loan may limit our ability to obtain financing, make it more difficult to satisfy our debt obligations or require us to dedicate a substantial portion of our cash flow to payments on our existing debt obligations. The Prospect Loan requires certain screen turn performance from Phase 1 DC and Phase 2 DC. While

such restrictions may reduce the availability of our cash flow to fund working capital, capital expenditures and other corporate requirements, we do not have similar restrictions imposed upon our CEG businesses. We may seek to raise additional capital as necessary. Failure to generate additional revenues, raise additional capital or manage discretionary spending could have an adverse effect on our financial position, results of operations or liquidity.

Our business is primarily driven by the growth in global demand for video entertainment content in all forms and, in particular, the shifting consumer demand for content in digital forms within home and mobile devices as well as the maturing digital cinema marketplace. Our primary revenue drivers are expected to be the increasing number of digitally equipped devices/screens and the demand for entertainment content in theatrical, home and mobile ancillary markets. According to the Motion Picture Association of America, there were approximately 43,600 domestic (United States and Canada) movie theatre screens and approximately 152,000 screens worldwide, of which approximately 42,500 of the domestic screens were equipped with digital cinema technology, and more than 12,000 of those screens contained our Systems. Historically, the number of digitally equipped screens in the

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marketplace has been a significant determinant of our potential revenue. Going forward, the expansion of our content business into ancillary distribution markets and digital distribution of narrowcast OTT content are expected to be the primary drivers of our revenues.

Beginning in December 2008, Phase 2 B/AIX, our indirect wholly owned subsidiary, began entering into credit facilities with KBC to fund the purchase of Systems to be installed in movie theatres as part of our Phase II Deployment. As of June 30, 2016, the outstanding principal balance of the KBC Facilities was $16.7 million.

In February 2013, we refinanced our existing non-recourse senior 2010 Term Loan and recourse 2010 Note with a $125.0 million senior non-recourse credit facility led by Société Générale and a $70.0 million non-recourse credit facility provided by Prospect Capital Corporation. These two new non-recourse credit facilities are supported by the cash flows of the Phase 1 deployment and our digital cinema servicing business. As of June 30, 2016, the outstanding principal balance of these non-recourse credit facilities was $88.5 million.

In October 2013, we entered into the Cinedigm Credit Agreement pursuant to which we borrowed term loans of $25.0 million (which were repaid in April 2015 in connection with the issuance of the Convertible Notes described below) and revolving loans of up to $30.0 million, of which $16.2 million of the revolving loans were drawn upon as of June 30, 2016. The Cinedigm Credit Agreement, which is generally used for working capital needs and to invest in entertainment content, is supported by the cash flows from our media library. In 2013, we also entered into an agreement that provided $5.0 million of additional financing. As of June 30, 2016, the outstanding principal balance of these recourse credit facilities was $84.3 million.

In April 2015, we issued $64.0 million aggregate principal amount of 5.5% convertible senior notes (the "Convertible Notes"), due April 15, 2035, unless earlier repurchased, redeemed or converted. The net proceeds from the note offering were approximately $60.9 million, after deducting the initial purchaser's discount and estimated offering expenses payable. In connection with the closing of the offering, we used approximately $18.6 million of the net proceeds to repay borrowings under and terminate the term loan under the Cinedigm Credit Agreement. In addition, we used $11.4 million of the net proceeds to enter into a forward stock purchase transaction to acquire approximately 1.2 million shares of our Class A common stock for settlement on or about the fifth year anniversary of the issuance date of the Convertible Notes and approximately $2.7 million to repurchase approximately 0.3 million shares of our Class A common stock from certain purchasers of the Convertible Notes in privately negotiated transactions.

In May 2016, we entered into an agreement with Société Générale (as Administrative Agent), which amended certain terms of the Cinedigm Credit Agreement (the “May 2016 Amendment”) primarily to increase the Company’s cash available for operations through September 30, 2016 by approximately $6.2 million, and by approximately $2.0 million thereafter. The May 2016 Amendment also reduced the maximum principal amount available under the Cinedigm Credit Agreement from $30.0 million to $22.0 million, reflecting then-current utilization.

On July 14, 2016, Cinedigm Corp. (the “Company”) entered into certain financing transactions including: (i) the issuance of $2.0 million principal amount of loans, due 2019, secured on a second lien basis (the “Loans”), and shares of the Company’s Class A common stock, par value $0.001 per share (the “Common Stock”), and (ii) an amendment to the Cinedigm Credit Agreement that, among other things, lowered the minimum liquidity requirement to $800,000 and permit the Loans. The Transactions, described more fully below, were consummated on July 14, 2016.

On July 14, 2016, the Company entered into a Second Lien Loan Agreement (the “Loan Agreement”) with certain lenders (the “Lenders”) for Loans in the aggregate principal amount of $2.0 million. The maturity date of the Loans is June 30, 2019. The Loans bear interest at 12.75%, payable 7.5% in cash and 5.25% in cash or in kind at the Company’s option, and the Lenders received an aggregate of 196,000 shares (the “Lender Shares”) of Common Stock. In addition, the lead Lender received a fee of 210,000 shares of Common Stock (the “Loan Fee Shares” and together with the Lender

Shares, the "Loan Shares") and warrants to purchase 200,000 shares of Class A common stock (the "Warrants"). Under the Loan Agreement, subsequent Lenders may make additional Loans, up to an aggregate of $9.0 million principal amount of all Loans. The Company also received from the lead lender a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days.

On July 14, 2016, the Company and the lenders under the Credit Agreement entered into an amendment to the Credit Agreement ("Amendment No. 4"), which, among other things, permits the consummation of the Loans. In addition, certain of the Guarantors entered into a Guaranty Supplement dated as of July 14, 2016 among them and the Administrative Agent (the "Guaranty Supplement"), a Second Amended and Restated Security Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the "Amended and Restated Security Agreement"), and a Pledge Agreement dated as of July 14, 2016 among the Company, the Guarantors and the Collateral Agent (the "Pledge Agreement"), pursuant to which documents certain of

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the Guarantors guaranteed the Company's obligations under the Credit Agreement and the Guarantors pledged the assets described above to secure such obligations.

As of June 30, 2016, we had cash and restricted cash balances of $23.4 million. As described above, we received $2.0 million of additional capital from a lender in the form of a second lien secured loan in July 2016. In addition, we secured an aggregate of $2.0 million of committed funds from the same lender and $0.5 million of committed funds from our Chief Executive Officer in the form of second secured lien loans. These additional funds are expected to be received in the second fiscal quarter of 2017.

We have plans to implement certain cost reduction initiatives during fiscal 2017. These plans have been approved by our board of directors and are expected to achieve savings through personnel reductions, changes to occupancy costs and other related expenses.

We continue to expect cash flows from our Phase I and II deployment operations will be sufficient to satisfy our liquidity and contractual requirements that are linked to these operations.

In addition, as discussed in more details in Note 6 - Notes Payable of Item 8 - Financial Statements, our debt obligations have instituted certain financial and liquidity covenants and capital requirements, and from time to time, we may need to use available capital resources and raise additional capital to satisfy these covenants and requirements.

As discussed above, we raised $2.0 million in second lien secured debt in July 2016. This new capital will be used for general corporate purposes. In addition, we have the ability to raise up to $9.0 million in additional capital in the 60 days following the initial loans in a second closing and we also received a backstop commitment for an additional $2.0 million of loans and a commitment from Christopher McGurk, our Chief Executive Officer, to invest in $0.5 million of Loans, in both cases within the following 60 days from the lead lender of the second lien secured debt. The proceeds of this additional financing will be used to expand our content and distribution business and support the growth of our OTT channel business.

See Note 11 - Subsequent Events of Item 1 - Financial Statements for a full description of the second lien secured debt.

Changes in our cash flows were as follows:

	For the Three Months Ended June 30,	
($ in thousands)	2016	2015
Net cash provided by operating activities	$6,752	$2,105
Net cash used in investing activities	(153)	(583)
Net cash (used in) provided by financing activities	(17,700)	8,726
Net change in cash and cash equivalents	$(11,101)	$10,248

Net cash provided by operating activities is primarily driven by income or loss from operations, excluding non-cash expenses such as depreciation, amortization, bad debt provisions and stock-based compensation, offset by changes in working capital. We expect cash received from VPFs to begin to decrease in the fourth quarter of our current fiscal year as certain Phase I and Phase II Systems reached the conclusion of their deployment payment period. Changes in accounts receivable from our studio customers and others largely impact cash flows from operating activities and vary based on the seasonality of movie release schedules by the major studios. Operating cash flows from CEG are typically higher during our fiscal third and fourth quarters, resulting from revenues earned during the holiday season, and lower in the following two quarters as we pay royalties on such revenues. In addition, we make advances on

theatrical releases and to certain home entertainment distribution clients, for which initial expenditures are generally recovered within six to twelve months. To manage working capital fluctuations, we have a revolving line of credit that allows for borrowings of up to $22.0 million, of which none was available for borrowing as of June 30, 2016. Timing and volume of our trade accounts payable can also be a significant factor impacting cash flows from operations. Certain non-cash expense fluctuations, primarily resulting from the change in the fair value of interest rate derivative arrangements, can also impact the timing and amount of cash flows from operations. We expect operating activities to continue to be a positive source of cash.

Cash flows used in investing activities consisted of purchases of property and equipment.

For the three months ended June 30, 2016, cash flows used in financing activities primarily reflects payments of $11.0 million on our long-term debt arrangements and net payments made on our revolving credit facility of $5.7 million.

We have contractual obligations that include long-term debt consisting of notes payable, credit facilities, non-cancelable long-term capital lease obligations for the Pavilion Theatre, capital leases for information technology equipment and other various computer related equipment, non-cancelable operating leases consisting of real estate leases, and minimum guaranteed obligations under theatre advertising agreements with exhibitors for displaying cinema advertising. The capital lease obligation of the Pavilion Theatre is paid by an unrelated third party, although Cinedigm remains the primary lessee and would be obligated to pay if the unrelated third party were to default on its rental payment obligations.

The following table summarizes our significant contractual obligations as of June 30, 2016:

	Payments Due				
Contractual Obligations (in thousands)	Total	2017	2018 & 2019	2020 & 2021	Thereafter
Long-term recourse debt	$85,183	$—	$21,183	$—	$64,000
Long-term non-recourse debt [1]	105,893	27,213	12,690	65,990	—
Capital lease obligations [2]	4,144	352	1,070	1,594	1,128
Debt-related obligations, principal	$195,220	$27,565	$34,943	$67,584	$65,128
Interest on recourse debt	$67,919	$3,970	$7,629	$7,040	$49,280
Interest on non-recourse debt [1]	36,421	8,474	15,042	12,905	—
Interest on capital leases [2]	2,726	717	1,179	710	120
Total interest	$107,066	$13,161	$23,850	$20,655	$49,400
Total debt-related obligations	$302,286	$40,726	$58,793	$88,239	$114,528
Total non-recourse debt including interest	$142,314	$35,687	$27,732	$78,895	$—
Operating lease obligations	$7,281	$1,282	$2,685	$2,714	$600

(1) Non-recourse debt is generally defined as debt whereby the lenders' sole recourse, with respect to defaults, is limited to the value of the asset that is collateral for the debt. The 2013 Term Loans are not guaranteed by us or our other subsidiaries, other than Phase 1 DC and CDF I, the Prospect Loan is not guaranteed by us or our other subsidiaries, other than Phase 1 DC and DC Holdings and the KBC Facilities are not guaranteed by us or our other subsidiaries, other than Phase 2 DC.

(2) Represents the capital lease and capital lease interest for the Pavilion Theatre and capital leases on information technology equipment. We have remained the primary obligor on the Pavilion capital lease, and therefore, the capital lease obligation and related assets under the capital lease remain on our consolidated financial statements as of June 30, 2016. However, we have entered into a sub-lease agreement with the unrelated third party purchaser which pays the capital lease and as such, we have no continuing involvement in the operation of the Pavilion Theatre. This capital lease was previously included in discontinued operations.

Seasonality

Revenues from our Phase I Deployment and Phase II Deployment segments derived from the collection of VPFs from motion picture studios are seasonal, coinciding with the timing of releases of movies by the motion picture studios. Generally, motion picture studios release the most marketable movies during the summer and the winter holiday season. The unexpected emergence of a hit movie during other periods can alter the traditional trend. The timing of movie releases can have a significant effect on our results of operations, and the results of one quarter are not necessarily indicative of results for the next quarter or any other quarter. Our CEG segment benefits from the winter holiday season, and as a result, revenues in the segment are typically highest in our fiscal third quarter, however we believe the seasonality of motion picture exhibition is becoming less pronounced as the motion picture studios are

releasing movies more evenly throughout the year.

Off-balance sheet arrangements

We are not a party to any off-balance sheet arrangements, other than operating leases in the ordinary course of business, which are disclosed above in the table of our significant contractual obligations, and CDF2 Holdings, LLC ("CDF2 Holdings"), our wholly owned unconsolidated subsidiary. As discussed further in Note 3 - Other Interests to the Condensed Consolidated Financial Statements included in Item 1 of this Report on Form 10-Q, we hold a 100% equity interest in CDF2 Holdings, which is an unconsolidated variable interest entity ("VIE"), which wholly owns Cinedigm Digital Funding 2, LLC; however, we are not the primary beneficiary of the VIE.

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Impact of Inflation

The impact of inflation on our operations has not been significant to date. However, there can be no assurance that a high rate of inflation in the future would not have an adverse impact on our operating results.

Item 4. CONTROLS AND PROCEDURES

The management of the Company, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1914, as amended (the "Exchange Act")), as of June 30, 2016. Management concluded that, due to the on-going remediation associated with the material weakness identified in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016 ("2016 Form 10-K"), our disclosure controls and procedures were ineffective as of June 30, 2016 to provide reasonable assurance that the information required to be disclosed by us in the reports that we file or submit under the Exchage Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

A control system, no matter how well conceived and operated, can provide only reasonable assurance, not absolute assurance that the objective of the control system will be met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. Because of the inherent limitations in a cost-effective control system, misstatement due to error or fraud may occur and not be detected. However, our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives.

Changes in Internal Control over Financial Reporting

Our remediation efforts were ongoing during the three months ended June 30, 2016, and, other than those remediation efforts described in "Management's Remediation Initiatives" in Item 9A of our 2016 Form 10-K, there were no other material changes in our internal control over financial reporting that occured during the three months ended June 30, 2016 that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

However, as explained in greater detail under 9A of our 2016 Form 10-K we have, or are in the process of, implementing a broad range of remedial procedures to address the material weakness in our internal control over financial reporting identified in our 2016 form 10-K. Our efforts to improve our internal controls are on-going and focused on:

- Enhancing and developing our financial statement closing and reporting practices to include additional levels of checks and balances in our procedures to include proper segregation of duties and timely review.

- Considering the hiring of additional accounting and finance staff with the commensurate knowledge, experience and training necessary to complement the current staff in the financial reporting functions.

Therefore, while there were no changes, other than the matter discussed above, in our internal control over financial reporting in the three months ended June 30, 2016 that have materially affected, or are reasonably likely to materially

affect, our internal control over financial reporting, we continued monitoring the operation of those remedial measure through the date of this Form 10-Q.

For a more comprehensive discussion of the material weaknesses in internal control over financial reporting identified by management as of June 30, 2016 and the remedial measure undertaken to address these material weaknesses, investors are encouraged to review Item 9A, Controls and Procedures, in our 2016 Form 10-K.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

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ITEM 1A. RISK FACTORS

There have been no material changes to the Risk Factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

a) Sales of Unregistered Securities

None.

b) Use of Proceeds from Public Offering of Common Stock

None.

c) Issuer Purchases of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES
None.

ITEM 4. MINE SAFETY DISCLOSURES
Not Applicable.

ITEM 5. OTHER INFORMATION
None.

ITEM 6. EXHIBITS
The exhibits are listed in the Exhibit Index on page 46 herein.

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:	August 15, 2016	By:	/s/ Christopher J. McGurk Christopher J. McGurk Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
Date:	August 15, 2016	By:	/s/ Jeffrey S. Edell Jeffrey S. Edell Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number		Description of Document
3.1	--	Fourth Amended and Restated Certificate of Incorporation of the Company, as amended.
10.1	--	Amendment No. 3 and Waiver No. 2 to the Second Amended and Restated Credit Agreement, dated as May 15, 2016, among Cinedigm Corp and Société Générale as Administrative Agent.
10.2	--	First Amendment to Second Lien Loan Agreement, dated as of August 4, 2016, among the Company, the lenders party thereto and Cortland Capital Market Services Inc. as Administrative and Collateral Agent.
10.3	--	Registration Rights Agreement, dated as of August 4, 2016, among the Company and the holders party thereto.
31.1		Officer's Certificate Pursuant to 15 U.S.C. Section 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2		Officer's Certificate Pursuant to 15 U.S.C. Section 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1		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.
32.2		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.
101.INS		XBRL Instance Document.
101.SCH		XBRL Taxonomy Extension Schema.
101.CAL		XBRL Taxonomy Extension Calculation.
101.DEF		XBRL Taxonomy Extension Definition.
101.LAB		XBRL Taxonomy Extension Label.
101.PRE		XBRL Taxonomy Extension Presentation.