

Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp.  
 Form 5  
 April 08, 2009

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 MAYO A DALE

2. Issuer Name and Ticker or Trading Symbol  
 Access Integrated Technologies, Inc.  
 d/b/a Cinedigm Digital Cinema Corp.  
 [CIDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO and Chairman

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 03/31/2009

C/O ACCESS INTEGRATED TECHNOLOGIES, INC., 55 MADISON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MORRISTOWN, NJ 07960

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class B Common Stock				(A) Amount			
				or (D) Price			
					733,811	D	
Class A Common Stock	03/04/2009		G	30,000	D \$ 0	150,888 (1)	D

Class A  
Common Stock                                                                                   99,500     I               
By spouse  
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable     Expiration Date	Title     Amount of Number of Shares
Stock Option (Right to buy)	\$ 7.04	<u>        </u>	<u>        </u>	<u>        </u>	<u>        </u> <u>        </u>	03/08/2006     06/09/2010	Class A Common Stock     100,000
Stock Option (Right to buy)	\$ 10.89	<u>        </u>	<u>        </u>	<u>        </u>	<u>        </u> <u>        </u>	09/14/2006     12/15/2010	Class A Common Stock     300,000
Stock Option (Right to buy)	\$ 3.25	<u>        </u>	<u>        </u>	<u>        </u>	<u>        </u> <u>        </u>	03/31/2011 <sup>(3)</sup> 03/31/2013	Class A Common Stock     750,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYO A DALE C/O ACCESS INTEGRATED TECHNOLOGIES, INC. 55 MADISON AVENUE MORRISTOWN, NJ 07960	<u>        </u> X	<u>        </u> X	<u>        </u> President, CEO and Chairman	<u>        </u>

## Signatures

/s/ A. Dale Mayo                      04/08/2009

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 39,840 shares of Class A Common shares issued on January 24, 2008, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan, one-half of which shares vest on each of January 24, 2010 and January 24, 2011. The vested 19,921 shares were disposed of in the gift.

(2) Includes 12,000 shares of Class A common stock held for the account of Reporting Person's grandchildren, the custodian of which accounts is Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all the shares of Class A common stock held by the Reporting Person's spouse.

(3) Vesting may accelerate as follows: (a) on 3/31/09, 1/3 of the options will vest if the Class A Common Stock (the "Common Stock") has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date; 2/3 of the options will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date; or all of the options will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date; and (b) on 3/31/10, 1/3 of the unvested options will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date; 2/3 of the unvested options will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date; or all of the unvested options will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.