

Access Integrated Technologies, Inc. d/b/a Cinedigm Digital Cinema Corp.
Form SC 13D/A
August 13, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. – 3)*

Access Integrated Technologies, Inc.
(Name of Issuer)

Class A Common Stock, par value \$.001 per share
(Title of Class of Securities)

004329108
(CUSIP Number)

Adam M. Mizel
55 Madison Avenue, Suite 300
Morristown, NJ 07960
(973) 290-0800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 11, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 04329108

13D

Page 2 of 5 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Adam M. Mizel
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
OO
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	7.	SOLE VOTING POWER	
SHARES		-0-	
BENEFICIALLY	8.	SHARED VOTING POWER	
OWNED BY		2,655,811*	
EACH	9.	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON WITH	10.	SHARED DISPOSITIVE POWER	
		2,655,811*	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,655,811*
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.3%
14. TYPE OF REPORTING PERSON
IN

*Includes 450,000 shares issuable upon the exercise of options that become exercisable on August 11, 2012 or earlier if certain Common Stock price targets are achieved.

CUSIP No. 04329108

13D

Page 3 of 5 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 2. Aquifer Capital Group, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)''
(b)''

 3. SEC USE ONLY

 4. SOURCE OF FUNDS
WC

 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	
SHARES		-0-	
BENEFICIALLY	8.	SHARED VOTING POWER	
OWNED BY		2,205,811	
EACH	9.	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON WITH	10.	SHARED DISPOSITIVE POWER	
		2,205,811	

 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,205,811

 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.8%

 14. TYPE OF REPORTING PERSON
PN
-

Item 4. Purpose of Transaction.

Item 4 is amended to add the following:

On August 11, 2009, each of the Fund and Mr. Mizel received 100,000 shares of Common Stock as payment for financial advisory services rendered to the Issuer. On August 11, 2009, Mr. Mizel became Chief Financial Officer and Chief Strategy Officer of the Issuer and received options to purchase 450,000 shares of Common Stock. The options become exercisable on August 11, 2012 or earlier if certain Common Stock price targets are achieved.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The Reporting Persons may be deemed for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owners of an aggregate of 2,655,811 shares of Common Stock as of August 11, 2009, which represent 9.3% of the Issuer's outstanding shares of Common Stock.

This percentage calculation was based on 28,020,060 shares outstanding as of August 11, 2009 as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 as filed with the Securities and Exchange Commission.

(c) Except as set forth below, there have been no transaction in the shares of Common Stock by any of the Reporting Persons during the past sixty days:

Date	Amount Acquired	Price Per Share
8/11/09	200,000	Shares paid in exchange for financial advisory services rendered
8/11/09	450,000	Share underlying options granted in connection with employment

CUSIP No. 04329108

13D

Page 5 of 5 Pages

SIGNATURES

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

Aquifer Capital Group, LLC

Dated: August 13, 2009

By: /s/ Adam M. Mizel
Name: Adam M. Mizel
Title: Principal

Dated: August 13, 2009

/s/ Adam M. Mizel
Name: Adam M. Mizel
