

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**September 11, 2020**  
(Date of earliest event reported)

**Cinedigm Corp.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-31810**  
(Commission File Number)

**22-3720962**  
(IRS Employer  
Identification No.)

**237 West 35<sup>th</sup> Street, Suite 605, New York, New York**  
(Address of principal executive offices)

**10001**  
(Zip Code)

**212-206-8600**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transmission period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	CIDM	Nasdaq Global Market

---

---

**Item 3.02     Unregistered Sales of Equity Securities.**

The information set forth under Item 8.01 below is incorporated herein by reference. The shares of Cinedigm Corp.’s (the “Company”) Class A Common Stock, par value \$0.001 per share (the “Common Stock”), were issued pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended.

**Item 8.01     Other Events.**

On September 11, 2020, holders of two convertible subordinated promissory notes, having an aggregate of \$15 million principal amount (the “Notes”) and issued by the Company, converted the Notes in full into an aggregate of 10,000,000 shares of Common Stock at a conversion price of \$1.50 per share in accordance with the terms of the Notes. Accordingly, the Notes have been extinguished. The Notes were held by Global Investment SPC-Bison Global No. 1 SP and MingTai Investment LP, both of which are affiliates of Peixin Xu, the Chairman of Bison Capital Holding Company Limited, which is indirectly Cinedigm’s largest stockholder.

On September 11, 2020, the Company issued a press release announcing such conversions, a copy of which is filed herewith as Exhibit 99.1.

**Item 9.01     Financial Statements and Exhibits.**

(d)            EXHIBIT INDEX

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release issued on September 11, 2020.</a>

---

**SIGNATURE**

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.

CINEDIGM CORP.

Dated: September 14, 2020

By: /s/ Gary S. Loffredo  
Gary S. Loffredo  
Chief Operating Officer, President of Digital Cinema, General Counsel  
and Secretary

---



**Cinedigm's Largest Stockholder Converts \$15 Million of Convertible Debt into Common Stock at \$1.50 Per Share**

**Move Significantly Reduces Cinedigm's Overall Debt and Interest Expense**

**Los Angeles, CA, September 11, 2020** - Cinedigm (NASDAQ CIDM) announced today an agreement to convert an aggregate of \$15 million in convertible note debt to common equity at \$1.50 per share in accordance with the terms of the debt. The two convertible notes being converted are currently held by Global Investment SPC-Bison Global No. 1 SP and MingTai Investment LP. The notes have a principal amount of \$10 million with an annual interest rate of 5.0% and a principal amount of \$5 million with an annual interest rate of 8.0%. Both firms are affiliates of Peixin Xu, the Chairman of Bison Capital Holding Company Limited, which is indirectly Cinedigm's largest stockholder.

"This conversion of \$15 million in debt to equity significantly strengthens our balance sheet and greatly reduces our annual interest expense," said Chris McGurk, Cinedigm Chairman and CEO. "This is not only a very strong step forward for us financially, it is also a very positive affirmation of the value of our equity by Bison Global and MingTai Investment LP."

"We strongly believe in Cinedigm's upside potential in the explosively growing global streaming business and are committed to supporting its growth in every way we can. A strengthened balance sheet will improve Cinedigm's profitability and pave the way for new opportunities," said Peixin Xu, Chairman, Bison Capital. "We will continue to support Cinedigm as the Company rapidly builds out its streaming channel portfolio and global OTT footprint."

"Over the last year, we have made great progress in strengthening our balance sheet and this conversion of \$15 million of debt into equity is another significant step forward in that regard," said Gary Loffredo, Cinedigm COO. "Including this move, we will have reduced our total debt by \$36.1 million or 55% since the end of Fiscal Year 2019 and will have lowered our annual interest costs by \$3 million or 50% over that same period."

---

## **ABOUT CINEDIGM**

For twenty years, Cinedigm (CIDM) has been at the forefront of the digital transformation of entertainment. Today, Cinedigm continues that mission by providing content, channels and services to the world's largest media, technology and retail companies. Our content aggregation and distribution services power the world's leading digital platforms and retailers. Cinedigm's Digital Networks group provides channels and services that entertain consumers globally across hundreds of millions of devices. For more information, visit [www.cinedigm.com](http://www.cinedigm.com).

## **ABOUT BISON CAPITAL**

Founded by Peixin Xu in 2014, Bison Capital Holding Company Limited focuses on investments in the media and entertainment, healthcare and financial service industries. The company has made multiple investments in film and TV production, film distribution and entertainment-related mobile Internet services, including Bona Film, Xunlei and Weiying Technologies.

### **Press Contact for CIDM:**

Jill Calcaterra

[jcalcaterra@cinedigm.com](mailto:jcalcaterra@cinedigm.com)

310-466-5135

---