

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## DOLPHIN DIGITAL MEDIA INC

**Form: 4/A**

**Date Filed: 2016-09-22**

Corporate Issuer CIK: 1282224

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person O'Dowd William IV		2. Issuer Name and Ticker or Trading Symbol DOLPHIN DIGITAL MEDIA INC [DPDM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O DOLPHIN DIGITAL MEDIA, INC., 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE		3. Date of Earliest Transaction (Month/Day/Year) 03/07/2016		Chief Executive Officer	
CORAL GABLES, FL 33134		4. If Amendment, Date Original Filed (Month/Day/Year) 09/19/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							950,169 (1)	D		
Common Stock							614,682 (1)	I	By Dolphin Entertainment, Inc.	
Common Stock							1,242,104 (1)	I	By Dolphin Digital Media Holdings, LLC	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(2) (3)	03/07/2016		J(2)		2,300,000 (1) (4) (5)	(3)	(3)	Common Stock	2,185,000 (1) (3) (6)	(4)	2,300,000 (1) (5)	I	By Dolphin Entertainment, Inc.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dowd William IV C/O DOLPHIN DIGITAL MEDIA, INC. 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE CORAL GABLES, FL 33134	X	X	Chief Executive Officer	

**Signatures**

/s/ William O'Dowd IV 09/22/2016  
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) The Issuer completed a 20-to-1 reverse stock split effective May 10, 2016. The amount stated represents the post-split adjusted amount. Fractional shares resulting from the reverse stock split were rounded up to the nearest whole share.  
On March 7, 2016, a merger was completed among the Issuer, DDM Merger Sub, Inc., Dolphin Entertainment, Inc. and Dolphin Films, Inc., pursuant to which the Issuer acquired Dolphin Films Inc.
- (2) (the "Merger"). Pursuant to the merger agreement, as part of the Merger consideration, the Issuer issued 2,300,000 shares of Series B Convertible Preferred Stock to Dolphin Entertainment, Inc., an entity wholly owned by the Reporting Person.
- (3) Each share of Series B Convertible Preferred Stock is convertible into 0.95 shares of Common Stock (as adjusted for the reverse stock split) at any time and has no expiration date.

- (5) Adjusted to reflect the correct number of shares of Series B Convertible Preferred Stock issued in the Merger that was inadvertently reported incorrectly on a Form 4 filed on September 19, 2016.
- (6) Adjusted to reflect the correct number of shares of Common Stock underlying the Series B Convertible Preferred Stock that was inadvertently reported incorrectly on a Form 4 filed on September 19, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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C/O DOLPHIN DIGITAL MEDIA, INC., 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 03/07/2016		Chief Executive Officer	
CORAL GABLES, FL 33134 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year) 09/19/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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