

JDS CAPITAL LP
Form 4
August 02, 2010

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dimensional Associates, LLC

(Last) (First) (Middle)

1091 BOSTON POST ROAD

(Street)

RYE, NY 10580

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Orchard Enterprises, Inc. [ORCD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | | | \$ |
| Common Stock | 07/29/2010 | | J | | 100 ⁽¹⁾ <u>(2)</u> | A | 2.05 ⁽¹⁾ <u>(2)</u> <u>(3)</u> |
| | | | | | 2,709,376 ⁽⁴⁾ | D | |

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

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(9-02)

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

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| 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. De | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Convertible Preferred Stock ⁽⁵⁾ | ⁽⁵⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 1,489,726 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dimensional Associates, LLC 1091 BOSTON POST ROAD RYE, NY 10580 | X | X | | |
| JDS CAPITAL LP 1091 BOSTON POST ROAD RYE, NY 10580 | | X | | |
| JDS CAPITAL MANAGEMENT LLC 1091 BOSTON POST ROAD RYE, NY 10580 | | X | | |
| SAMBERG JOSEPH D 1091 BOSTON POST ROAD RYE, NY 10580 | | | X | |

Signatures

| | |
|---|------------|
| /s/ Joseph Samberg, managing member of JDS Capital Management, LLC, general partner of JDS Capital L.P. | 08/02/2010 |
| __Signature of Reporting Person | Date |
| /s/ Joseph D. Samberg, managing member of JDS Capital Management LLC, general partner of JDS Capital L.P. | 07/29/2010 |
| __Signature of Reporting Person | Date |
| /s/ Joseph D. Samberg, managing member of JDS Capital Management, LLC | 07/29/2010 |
| __Signature of Reporting Person | Date |
| /s/ Joseph D. Samberg | 07/29/2010 |

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).

Pursuant to the Agreement and Plan of Merger dated as of March 15, 2010, as amended (the "Merger Agreement"), among The Orchard Enterprises, Inc. (the "Company"), Dimensional Associates, LLC ("Dimensional") and Orchard Merger Sub, Inc. ("Merger Sub"), in connection with the merger of Merger Sub with and into the Company (the "Merger"), each share of the Company's common stock (other

- (1) than shares held by Dimensional, its associates and dissenting shareholder) was canceled and converted into the right to receive from Dimensional (i) \$2.05 per share in cash and (ii) a contingent right to receive additional cash consideration, under certain circumstances if Dimensional or the Company or any of their affiliates enters into a commitment to sell at least 80% of the Company's voting securities or assets within six months of the consummation of the Merger (collectively, the "Merger Consideration"
- (2) Each outstanding share of Merger Sub common stock was converted into one share of common stock of the Company, resulting in the issuance by the Company of 100 additional shares of the Company's common stock to Dimensional at the effective time of the Merger.

- (3) The aggregate Merger Consideration payable by Dimensional at the closing of the Merger was \$7,398,903, assuming that there are no dissenting shares. To the extent that any dissenting shares receive an amount per share other than the Merger Consideration, the aggregate amount may increase or decrease.

These securities are being reported as held by a group consisting of Dimensional, JDS Capital, L.P., JDS Capital Management, LLC and Joseph D. Samberg. All of these securities are owned directly by Dimensional. These securities may be deemed to be beneficially owned

- (4) by JDS Capital L.P., as the managing member of Dimensional, JDS Capital Management, LLC, as the general partner of JDS Capital L.P., and by Joseph D. Samberg as the managing member of JDS Capital Management, LLC. In addition, Mr. Samberg is filing this report in his capacity as a director of the Company and has an indirect interest in the shares held by Dimensional.

- (5) The Series A Convertible Preferred Stock is convertible into common stock at the option of the holder at any time at a rate of 3 1/3 shares of common stock for each preferred share subject to adjustments for stock splits, combinations and distributions and has no expiration date.

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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