

Orchard Enterprises, Inc.  
Form 4/A  
June 06, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stein Daniel C.

(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)

11/13/2007

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

11/15/2007

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/13/2007                              |   | A                                    | 8,127,829<br>(1) (2)  | A \$ 0<br>(2) 8,127,829<br>(1) (2)   | I   | Through<br>Dimensional<br>Associates,<br>LLC (3) (4)              |
| Series A<br>Preferred<br>Stock        | 11/13/2007                              |   | A                                    | 446,918<br>(2)  | A \$ 0<br>(2) 446,918 (2)  | I   | Through<br>Dimensional<br>Associates,<br>LLC (3) (4)              |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares                                  |
| Stock Option (right to buy) <sup>(5)</sup> | \$ 0   | 11/13/2007                           |  | J <sup>(5)</sup>               | 0 <sup>(5)</sup>  | 11/13/2007   | 11/13/2014      | Common Stock  | 0 <sup>(5)</sup> \$   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Stein Daniel C.<br>1091 BOSTON POST ROAD<br>RYE, NY 10580 | X             |           |         |       |

## Signatures

/s/ Stanley H. Schneider for Daniel C. Stein 06/06/2008

\_\_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) Amount of common stock does not reflect the one for three reverse stock split of the issuer's common stock effective November 14, 2007.

Represents securities issued to Dimensional Associates, LLC in connection with the merger of The Orchard Enterprises, Inc. into a subsidiary of the issuer as described in the definitive proxy statement of the issuer as filed with the Securities and Exchange Commission on October 5, 2007 and first mailed to the issuer's stockholders on October 10, 2007.

(3) Daniel Stein is the Chief Executive Officer of Dimensional Associates LLC, which directly holds the common stock and Series A preferred stock reported herein.

(4)

## Edgar Filing: Orchard Enterprises, Inc. - Form 4/A

Daniel Stein is deemed to be the beneficial owner of the common stock and Series A preferred stock held by Dimensional Associates, LLC only to the extent of the greater of his direct or indirect interest in the profits or capital accounts of Dimensional Associates, LLC. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Daniel Stein is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by Dimensional Associates, LLC in excess of such amount.

- (5) This amended Form 4 is filed to reflect that Daniel Stein was entitled to receive, but declined, the option to purchase 4,000 shares of issuer's common stock (after giving effect to the one for three reverse stock split effective November 14, 2007) as described in the issuer's Proxy Statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 29, 2008 and first mailed to the issuer's stockholders on May 5, 2008.

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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