

Digital Music Group, Inc.
Form 4
November 15, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Scholl Greg J.

(Last) (First) (Middle)

C/O THE ORCHARD, INC., 100
PARK AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Digital Music Group, Inc. [ORCD]

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

11/13/2007

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)
CEO,President,Treasurer & Sec.

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: Digital Music Group, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock option (right to buy)	\$ 2.48 ⁽¹⁾	11/13/2007	A	100,000 ⁽¹⁾					11/13/2007 ⁽²⁾	11/13/2014	Common stock	100,000
Restricted stock award	\$ 0.01	11/13/2007	A	100,000 ⁽¹⁾					11/13/2007 ⁽²⁾	⁽²⁾	Common stock	100,000
Deferred stock award	\$ 0	11/13/2007 ⁽³⁾	A	344,035 ⁽¹⁾					11/13/2007 ⁽³⁾	⁽³⁾	Common stock	344,035
Deferred stock award	\$ 0	11/13/2007 ⁽³⁾	A	1,393					11/13/2007 ⁽³⁾	⁽³⁾	Series A Preferred Stock	1,393

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scholl Greg J. C/O THE ORCHARD, INC. 100 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10017	X			CEO, President, Treasurer & Sec.

Signatures

/s/ Marianne Sarrazin for Greg Scholl
 11/15/2007
 **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 and exercise price do not reflect the one for three reverse stock split of the issuer's common stock that took effect November 14, 2007.
- These options and restricted stock awards were granted on November 13, 2007 under the terms of Mr. Scholl's employment agreement with the issuer as described in the Proxy Statement (as defined below). One-sixth of each vest every three months over the course of 18 months subject to acceleration or termination in certain circumstances. Giving effect to the reverse stock split, the stock options have an exercise price of \$7.44 and represent the right to acquire 33,333 shares of common stock, the restricted stock award represents the right to acquire 33,333 shares of common stock, and the deferred stock award represents the right to acquire 114,678 shares of common stock.
- (2) months subject to acceleration or termination in certain circumstances. Giving effect to the reverse stock split, the stock options have an exercise price of \$7.44 and represent the right to acquire 33,333 shares of common stock, the restricted stock award represents the right to acquire 33,333 shares of common stock, and the deferred stock award represents the right to acquire 114,678 shares of common stock.
- (3) Represent shares subject to deferred stock awards of The Orchard Enterprises Inc. granted October 2, 2007 (to replace awards granted July 10, 2007) that were assumed by the issuer in connection with the merger of The Orchard Enterprises, Inc. into a subsidiary of the issuer (the "Merger") as described in the definitive proxy statement of the issuer as filed with the Securities and Exchange Commission on

Edgar Filing: Digital Music Group, Inc. - Form 4

October 5, 2007 and first mailed to the issuer's stockholders on October 10, 2007 (the "Proxy Statement"). The deferred stock awards are fully vested and non-forfeitable. The shares will be transferred to Mr. Scholl as follows: upon the earlier of (a)(i) June 1, 2008 in respect of 20% of the awarded shares and (ii) January 1, 2009 in respect of the remaining 80% of the awarded shares; (b) a change in control (as defined in the terms of the award) and (c) death or disability.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.