

ENTERTAINMENT DISTRIBUTION CO INC  
 Form 4  
 October 26, 2007

**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 \*  
 Chapman Capital L.L.C.

2. Issuer Name and Ticker or Trading Symbol  
 ENTERTAINMENT DISTRIBUTION CO INC [EDCI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 P.O. BOX 129  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/24/2007

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

MANHATTAN BEACH, CA 90267  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.02 per share	10/24/2007		P		20,968	A	\$ 1.03	8,944,294 I	See footnote <sup>(1)</sup>
Common Stock, par value \$0.02 per share	10/25/2007		P		19,023	A	\$ 1.01	8,963,317 I	See footnote <sup>(1)</sup>
Common Stock, par value \$0.02 per share	10/26/2007		P		90,363	A	\$ 0.99	9,053,680 I	See footnote <sup>(1)</sup>



## Edgar Filing: ENTERTAINMENT DISTRIBUTION CO INC - Form 4

- (1) This Form 4 is being filed on behalf of Chap-Cap Partners II Master Fund, Ltd., and Chap-Cap Activist Partners Master Fund, Ltd., Cayman Islands exempted companies (collectively, "the Funds"), Chapman Capital L.L.C., a Delaware limited liability company ("Chapman Capital"), and Robert L. Chapman, Jr., an individual ("Mr. Chapman" and, together with the Funds and Chapman Capital, the "Reporting Persons"). All securities disclosed in this Form 4 are owned by the Funds managed by Chapman Capital. Robert L. Chapman, Jr. is the Managing Member of Chapman Capital. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), Chapman Capital and Mr. Chapman may be deemed to be the beneficial owners of the securities held by the Funds. Chapman Capital and Mr. Chapman hereby disclaim any beneficial ownership of all such securities for purposes of Section 16 of the Act, except to the extent of their indirect pecuniary interest therein.

### **Remarks:**

May be deemed to be a member of Section 13(d) "group" owning more than 10% of the issuer's common stock; disclaims beneficial ownership.

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.