

ENTERTAINMENT DISTRIBUTION CO INC
 Form 3
 November 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chapman Capital L.L.C. | | (Month/Day/Year) | ENTERTAINMENT DISTRIBUTION CO INC [EDCI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1007 N. SEPULVEDA BLVD. | | 11/05/2007 | | |
| #129 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| MANHATTAN | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| BEACH,Â CAÂ 90267 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.02 per share | 9,053,680 | I | See footnote <u>(1)</u> |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| Chapman Capital L.L.C. 1007 N. SEPULVEDA BLVD. #129 MANHATTAN BEACH, CA 90267 | Ã X | Ã X | Ã | Ã |
| Chap Cap Activist Partners Master Fund Ltd 1007 N. SEPULVEDA BLVD. # 129 MANHATTAN BEACH, CA 90267 | Ã | Ã | Ã | See footnote |
| Chap Cap Partners II Master Fund Ltd 1007 N. SEPULVEDA BLVD. # 129 MANHATTAN BEACH, CA 90267 | Ã | Ã | Ã | See footnote |
| Chapman Robert L JR 1007 N. SEPULVEDA BLVD. #129 MANHATTAN BEACH, CA 90267 | Ã X | Ã X | Ã | See footnote |

Signatures

/s/ Robert L. Chapman, Jr., Managing Member, on behalf of Chapman Capital L.L.C.

11/14/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 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 3 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.

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Remarks:

MayÃ beÃ deemedÃ toÃ beÃ aÃ memberÃ ofÃ SectionÃ 13(d)Ã "group"Ã owningÃ moreÃ thanÃ 10%Ã ofÃ theÃ issuer's

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.