

Pifer Daniel Alan  
Form 4  
September 01, 2009

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pifer Daniel Alan

(Last) (First) (Middle)

C/O THE ORCHARD  
ENTERPRISES, INC., 23 E. 4TH  
ST., 3RD FL.

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Orchard Enterprises, Inc. [ORCD]

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

08/28/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP Operations &amp; Technology

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock <u>(1)</u>	08/28/2009		F	577 D	\$ 1.6 16,685	D	
Restricted Common Stock <u>(2)</u>					4,862	D	
Restricted Common Stock <u>(3)</u>					8,334	D	

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

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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 (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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

Pifer Daniel Alan  
C/O THE ORCHARD ENTERPRISES, INC.  
23 E. 4TH ST., 3RD FL.  
NEW YORK, NY 10003

EVP  
Operations &  
Technology

## Signatures

/s/ Daniel A.  
Pifer      09/01/2009

                     \*\*Signature of      Date  
Reporting Person

## 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) On August 28, 2009, 1,389 shares of Common Stock vested in accordance with the Restricted Stock Award Agreement dated February 28, 2008. The reporting person elected to pay a tax liability arising upon vesting of the restricted stock by having the Company withhold shares that would otherwise have been issued to him based on a value of \$1.60 per share, the closing price of the Common Stock on the vesting date.
- (2) An award of 11,666 shares of restricted stock of the Company was granted to the reporting person on November 13, 2007 and was previously reported in Table II of the reporting person's Form 3 filed with the SEC on December 5, 2007. These shares of restricted stock vest as follows: (i) 1/3 vested on November 13, 2008, with quarterly vesting thereafter for a period of 24 months subject to acceleration or termination in certain circumstances. Accordingly, (i) 3,888 shares of restricted stock vested on November 13, 2008 and (ii) 972 shares vested on each of February 13, 2009, May 13, 2009 and August 13, 2009 and, subject to the 365 shares netted on August 13, 2009 to pay

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a tax liability arising upon the vesting of such restricted stock, which was previously reported, are included in the reporting person's ownership of Common Stock in Table I.

- (3) An award of 16,667 shares of restricted stock of the Company was granted to the reporting person on February 28, 2008 and was previously reported in Table II of the reporting person's Form 4 filed with the SEC on February 29, 2008. These shares of restricted stock vest as follows: (i) 1/3 vested on February 28, 2009, with quarterly vesting thereafter for a period of 24 months subject to acceleration or termination in certain circumstances. Accordingly, (i) 5,555 shares of restricted stock vested on February 28, 2009 and (ii) 1,389 shares vested on each of May 28, 2009 and August 28, 2009 and, subject to the 577 shares netted on August 28, 2009, which are reported herein, are included in the reporting person's ownership of Common Stock in Table I.

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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