

Digital Music Group, Inc.
Form 3
November 15, 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 Dimensional Associates, LLC | | | (Month/Day/Year) | | Digital Music Group, Inc. [ORCD] | |
| (Last) | (First) | (Middle) | 11/13/2007 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 1091 BOSTON POST ROAD | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| RYE, Â NY Â 10580 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | ___ Form filed by One Reporting Person | |
| | | | | | _X_ 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 | 8,127,829 ⁽¹⁾ ⁽²⁾ | D | Â |
| Series A Preferred Stock | 446,918 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dimensional Associates, LLC 1091 BOSTON POST ROAD RYE, NY 10580 | ^ | ^ X | ^ | ^ |
| JDS CAPITAL LP 1091 BOSTON POST ROAD RYE, NY 10580 | ^ | ^ X | ^ | ^ |
| JDS CAPITAL MANAGEMENT LLP 1091 BOSTON POST ROAD RYE, NY 10580 | ^ | ^ X | ^ | ^ |
| SAMBERG JOSEPH D 1091 BOSTON POST ROAD RYE, NY 10580 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Marianne Sarrazin for Joseph D. Samberg, Managing member of JDS Capital Management, LLC, general partner of JDS Capital L.P., managing member of Dimensional Associates, LLC | 11/15/2007 |
| __Signature of Reporting Person | Date |
| /s/ Marianne Sarrazin for Joseph D. Samberg, managing member of JDS Capital Management, LLC, general partner of JDS Capital, L.P. | 11/15/2007 |
| __Signature of Reporting Person | Date |
| /s/ Marianne Sarrazin for Joseph D. Samberg, managing member of JDS Capital Management, LLC | 11/15/2007 |
| __Signature of Reporting Person | Date |
| /s/ Marianne Sarrazin for Joseph D. Samberg | 11/15/2007 |
| __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).
- Share amount does not reflect the one for three reverse stock split effective November 14, 2007. Giving effect to the stock split,
- (1) Dimensional Associates, LLC, directly owns 2,709,276 shares of common stock, and JDS Capital L.P., JDS Capital Management LLC and Joseph D. Samberg beneficially own 2,709,276 shares of common stock.
- These securities are being filed as part of a group consisting of Dimensional Associates, LLC, JDS Capital, L.P., JDS Capital Management, LLC and Joseph D. Samberg. All of these securities are owned directly by Dimensional Associates, LLC. These securities
- (2) may be deemed to be beneficially owned by JDS Capital L.P., as the managing member of Dimensional Associates, LLC, JDS Capital Management, LLC, as the general partner of JDS Capital L.P., and by Joseph D. Samberg as the managing member of JDS Capital Management, LLC.

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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.