

Haase Stephen  
 Form 3  
 April 19, 2010

**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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Haase Stephen</p> <p>(Last) (First) (Middle)</p> <p>C/O THE ORCHARD ENTERPRISES, INC., Â 23. E. 4TH STREET, 3RD FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10003</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/04/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Orchard Enterprises, Inc. [ORCD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 EVP, Business Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 44,027 <sup>(1)</sup>                                    | D   | Â  |
| Common Stock (Restricted)          | 2,918 <sup>(2)</sup>                                     | D   | Â  |
| Common Stock (Restricted)          | 4,168 <sup>(3)</sup>                                     | 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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Stock Option (right to buy)                   | Â <u>(4)</u>  | 11/13/2014         | Common Stock   | 5,000                            | \$ 7.44  | D  | Â   |
| Stock Option (right to buy)                   | Â <u>(5)</u>  | 04/20/2015         | Common Stock   | 5,000                            | \$ 4.96  | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Haase Stephen<br>C/O THE ORCHARD ENTERPRISES, INC.<br>23. E. 4TH STREET, 3RD FLOOR<br>NEW YORK, NY 10003 | Â             | Â         | Â EVP, Business Development | Â     |

## Signatures

/s/ Stephen Haase                      04/19/2010

          Signature of                      Date  
Reporting Person

## 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) Includes 8,748 and 5,832 shares of common stock representing the vested portions of the restricted stock awards granted to Mr. Haase described in footnotes 2 and 3 below, net of 404 and 692 shares, respectively, withheld to cover the tax liability upon vesting.  
These shares of restricted stock were granted on November 13, 2007. They vest over a three-year period as follows: 1/3 of the shares on
    - (2) November 13, 2008, with quarterly vesting thereafter for a period of 24 months, subject to acceleration or termination in certain circumstances.
    - (3) These shares of restricted stock were granted on April 20, 2008. They vest over a three-year period as follows: 1/3 of the shares on April 20, 2009, with quarterly vesting thereafter for a period of 24 months, subject to acceleration or termination in certain circumstances.
    - (4) These options were granted on November 13, 2007. They vest over a three-year period as follows: 1/3 of the shares on November 13, 2008, with quarterly vesting thereafter for a period of 24 months, subject to acceleration or termination in certain circumstances.
    - (5) These options were granted on April 20, 2008. They vest over a three-year period as follows: 1/3 of the shares on April 20, 2009, with quarterly vesting thereafter for a period of 24 months, subject to acceleration or termination in certain circumstances.

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.