AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

March 10, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

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**SECURITIES** Form 5

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading COLANERO STEPHEN A Symbol AMC ENTERTAINMENT HOLDINGS, INC. [AMC]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 03/06/2015

Director 10% Owner X\_ Officer (give title Other (specify

**EVP & CHIEF MARKETING OFFICER** 

below)

AMC ENTERTAINMENT HOLDINGS INC, ONE AMC WAY,

(Street)

(State)

(Zip)

11500 ASH STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LEAWOOD, KS 66211

(City)

**STOCK** 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price **CLASS A** 352 (2) A **COMMON** 03/06/2015 M \$0 28,468 D **STOCK CLASS A COMMON** 03/06/2015 F 352 (3) D \$0 28,116 D

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

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# 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. Transactio Code (Instr. 8)	5. Number of or 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 Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
RESTRICTED STOCK UNIT	\$ 0	03/06/2015		A	10,531		03/06/2018	<u>(1)</u>	CLASS A COMMON STOCK	1
RESTRICTED STOCK UNIT	\$ 0	03/06/2015		C		352 (2)	03/06/2018	<u>(1)</u>	CLASS A COMMON STOCK	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COLANERO STEPHEN A AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211

EVP & CHIEF MARKETING OFFICER

#### **Signatures**

/S/EDWIN F GLADBACH, ATTORNEY IN
FACT
03/10/2015

\*\*Signature of Reporting Person Date

## **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) Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock ("Stock") within 30 days following the third anniversary of the grant date. This RSU award was granted on March 6, 2015 and is fully vested.
- (2) Represents accelerated conversion of RSUs and delivery of shares of Stock to cover the FICA tax withholding obligations at RSU vesting and income tax withholding obligations resulting from the accelerated delivery of Stock.
- (3) Represents the shares of Stock withheld to cover the tax withholding obligations described in footnote 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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