

RAMSEY CRAIG R
Form 4
January 04, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMSEY CRAIG R

2. Issuer Name **and** Ticker or Trading
Symbol
AMC ENTERTAINMENT
HOLDINGS, INC. [AMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
AMC ENTERTAINMENT
HOLDINGS INC, ONE AMC WAY,
11500 ASH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, CHIEF FINANCIAL OFFICER

(Street)
LEAWOOD, KS 66211

4. If Amendment, Date Original
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
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| CLASS A COMMON STOCK <u>(1)</u> <u>(2)</u> <u>(3)</u> | 01/02/2019 | | M | | 25,545 | A | \$ 0 134,074 |
| CLASS A COMMON STOCK <u>(4)</u> | 01/02/2019 | | F | | 7,999 | D | \$ 0 126,075 |

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

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(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) | Amount or Number of Shares |
|--|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| RESTRICTED STOCK UNITS ⁽¹⁾ | \$ 0 | 01/02/2019 | | C | 5,550 | <u>(1)</u> | CLASS A COMMON STOCK | 5,550 |
| RESTRICTED STOCK UNITS ⁽²⁾ | \$ 0 | 01/02/2019 | | C | 6,751 | <u>(2)</u> | CLASS A COMMON STOCK | 6,751 |
| RESTRICTED STOCK UNITS ⁽³⁾ | \$ 0 | 01/02/2019 | | C | 13,244 | <u>(3)</u> | CLASS A COMMON STOCK | 13,244 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| RAMSEY CRAIG R AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211 | EVP, CHIEF FINANCIAL OFFICER |

Signatures

/S/EDWIN F GLADBACH,
ATTORNEY-IN-FACT

01/04/2019

 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)

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Shares of Issuer's Class A Common Stock ("Shares") were issued upon the vesting of certain Restricted Stock Units ("RSUs") granted to the Reporting Person pursuant to the terms of a Restricted Stock Award Agreement ("Award") dated March 1, 2016, under the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan ("EIP"). One third of the original grant vested at the beginning of the year based upon the Reporting Person's continued employment with the Issuer with each RSU convertible into one Share within 30 days following vesting.

- (2) Shares were issued upon the vesting of certain RSUs granted to the Reporting Person pursuant to the terms of an Award dated March 31, 2017, under the EIP. One third of the original grant vested at the beginning of the year based upon the Reporting Person's continued employment with the Issuer with each RSU convertible into one Share within 30 days following vesting.

- (3) Shares of Stock were issued upon the vesting of certain RSUs granted to the Reporting Person pursuant to the terms of an Award dated March 12, 2018, under the EIP. One third of the original grant vested at the beginning of the year based upon the Reporting Person's continued employment with the Issuer with each RSU convertible into one Share within 30 days following vesting.

- (4) Shares otherwise issuable were withheld to satisfy the Reporting Person's tax obligations arising from RSU conversion and Stock delivery events described in notes 1-3 above.

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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