

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

February 26, 2016

**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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COX CHRIS A**

(Last) (First) (Middle)

**AMC ENTERTAINMENT  
HOLDINGS INC, ONE AMC WAY,  
11500 ASH STREET**

(Street)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/24/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP, CHIEF ACCOUNTING OFFICER**

**LEAWOOD, KS 66211**

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| CLASS A<br>COMMON<br>STOCK            | 02/24/2016                              |                                                             | M                     | 167 <sup>(2)</sup> A                                                       | \$ 0 5,774                                                                                                         | D                                                                    |                                         |
| CLASS A<br>COMMON<br>STOCK            | 02/24/2016                              |                                                             | F                     | 167 <sup>(3)</sup> D                                                       | \$ 0 5,607                                                                                                         | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|--------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
|                                                  |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                               | Title                               |
| RESTRICTED<br>STOCK<br>UNITS <sup>(1)</sup>      | \$ 0                                                                  | 02/24/2016                              |                                                             | A                                       | 1,335                                                                                                        | 03/06/2018                                                     | <sup>(1)</sup>                                                   | CLASS A<br>COMMON<br>STOCK          |
| RESTRICTED<br>STOCK<br>UNITS <sup>(1)</sup>      | \$ 0                                                                  | 02/24/2016                              |                                                             | C                                       | 167<br><sup>(2)</sup>                                                                                        | 03/06/2018                                                     | <sup>(1)</sup>                                                   | CLASS A<br>COMMON<br>STOCK          |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships                    |
|--------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                        | Director 10% Owner Officer Other |
| COX CHRIS A<br>AMC ENTERTAINMENT HOLDINGS<br>INC<br>ONE AMC WAY, 11500 ASH STREET<br>LEAWOOD, KS 66211 | SVP, CHIEF ACCOUNTING<br>OFFICER |

## Signatures

/s/ Edwin F. Gladbach,  
Attorney-In-Fact 02/26/2016

                    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 within 30 days following the third anniversary of the grant date. The RSUs were granted on March 6, 2015, subject to performance based vesting conditions. On February 24, 2016, the Compensation Committee of the Issuer certified achievement of the performance goals and approved the vesting of the RSUs.
- (2) Represents accelerated conversion of RSUs and delivery of shares to cover the FICA tax withholding obligations resulting from RSU vesting along with the income tax withholding obligations resulting from the accelerated delivery of shares.

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(3) Represents the shares 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.

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