

AMC ENTERTAINMENT HOLDINGS, INC.

Form 8-K

April 29, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 25, 2014**

**AMC ENTERTAINMENT HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-33892**  
(Commission File Number)

**26-0303916**  
(I.R.S. Employer Identification  
Number)

**One AMC Way**

**11500 Ash Street, Leawood, KS 66211**

(Address of Principal Executive Offices, including Zip Code)

**(913) 213-2000**

(Registrant's Telephone Number, including Area Code)

## Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On April 29, 2014, we announced our financial results for the first quarter ended March 31, 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(a) On April 25, 2014, we held our 2014 annual meeting of stockholders (the Annual Meeting).

The matters submitted to stockholders at the Annual Meeting and the voting results are as follows:

**Item 1 : Election of Directors**

Stockholders elected all Class I director nominees to hold office for terms expiring at the 2017 Annual Meeting.

| Nominee              | For         | Withheld  | Broker Non-Votes |
|----------------------|-------------|-----------|------------------|
| Mr. Anthony J. Saich | 239,242,906 | 3,678,685 | 3,923,425        |
| Mr. Jian Wang        | 234,161,389 | 8,760,202 | 3,923,425        |

**Item 2 : Ratification of the Appointment of the Independent Registered Public Accountant**

Stockholders ratified the appointment of KPMG LLP as our independent registered public accountant for the fiscal year ending December 31, 2014.

| For         | Against | Abstain |
|-------------|---------|---------|
| 246,202,325 | 631,462 | 11,229  |

**Item 3 : Advisory Vote on Executive Compensation**

Stockholders approved, on a non-binding advisory basis, the compensation paid to our named executive officers.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 242,832,266 | 29,503         | 59,822         | 3,923,425               |

**Item 4 : Frequency of Advisory Vote on Executive Compensation**

Stockholders selected one year as the frequency of the non-binding advisory vote on the compensation of our named executive officers.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|----------------|-------------------------|
| 239,261,607   | 15,384         | 3,546,196      | 98,404         | 3,923,425               |

In light of the stockholder vote, our board of directors has determined that it will include an advisory stockholder vote on named executive officer compensation in our proxy materials every year until the next required advisory vote on the frequency of stockholder advisory votes on executive compensation.

**Item 8.01**                      **Other Events.**

On April 25, 2014, our board of directors declared a cash dividend in the amount of \$0.20 per share of Class A and Class B common stock, payable on June 16, 2014 to shareholders of record on June 6, 2014. A copy of the press release dated April 28, 2014 is filed as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01**                      **Financial Statements and Exhibits.**

(d) Exhibits.

99.1                      Earnings press release dated April 29, 2014

99.2                      Quarterly dividend press release dated April 28, 2014

The information furnished pursuant to Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMC ENTERTAINMENT HOLDINGS, INC.

Date: April 29, 2014

By: /s/ Craig R. Ramsey  
Craig R. Ramsey  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Document Description</b>                           |
|---------------------------|---|
| 99.1                      | Earnings press release dated April 29, 2014           |
| 99.2                      | Quarterly dividend press release dated April 28, 2014 |