

RAMSEY CRAIG R
Form 4
January 04, 2019

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
CLASS A COMMON STOCK <u>(1)</u> <u>(2)</u> <u>(3)</u>	01/02/2019		M	25,545	A	\$ 0	134,074 D
CLASS A COMMON STOCK <u>(4)</u>	01/02/2019		F	7,999	D	\$ 0	126,075 D

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

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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.

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.