

RLJ ENTERTAINMENT, INC.
Form 3
October 18, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â AMC Networks Inc.		(Month/Day/Year)	RLJ ENTERTAINMENT, INC. [RLJE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/14/2016		
11 PENN PLAZA			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK, Â NY Â 10001			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Common Stock Warrant (Right to Buy) <u>(1)</u>	10/14/2016	10/14/2021	Common Stock	5,000,000 <u>(2)</u>	\$ 3 <u>(3)</u>	I	By Subsidiary
Common Stock Warrant (Right to Buy) <u>(1)</u>	10/14/2016	10/14/2022	Common Stock	10,000,000 <u>(2)</u>	\$ 3 <u>(3)</u>	I	By Subsidiary
Common Stock Warrant (Right to Buy) <u>(1)</u>	10/14/2016	10/14/2023	Common Stock	5,000,000 <u>(2) (4)</u>	\$ 3 <u>(3)</u>	I	By Subsidiary

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMC Networks Inc. 11 PENN PLAZA NEW YORK, NY 10001	Â	Â X	Â	Â

Signatures

/s/ Anne Kelly, Senior Vice President, Corporate & Securities and Secretary of AMC Networks Inc.

10/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) AMC Networks Inc. ("AMC") may be deemed to beneficially own the warrants (the "Warrants") to purchase from RLJ Entertainment, Inc. ("RLJE") shares of common stock, par value \$0.001 per share, of RLJE ("Common Stock"), and all shares of Common Stock that are issuable upon exercise of the Warrants ("Warrant Shares"), indirectly through its wholly-owned subsidiaries. The Warrants are held directly by Digital Entertainment Holdings LLC ("DEH"), an indirect wholly-owned subsidiary of AMC. DEH is a direct wholly-owned subsidiary of IFC Entertainment Holdings LLC. IFC Entertainment Holdings LLC is a direct wholly-owned subsidiary of Rainbow Programming Holdings LLC. Rainbow Programming Holdings LLC is a direct wholly-owned subsidiary of Rainbow Media Enterprises, Inc. Rainbow Media Enterprises, Inc. is a direct wholly-owned subsidiary of Rainbow Media Holdings, LLC. Rainbow Media Holdings, LLC is a direct wholly-owned subsidiary of AMC.

(2) The number of Warrant Shares is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Warrant.

(3) The exercise price per Warrant Share is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Warrant.

(4) The Warrant expiring on October 14, 2023 provides that the number of Warrant Shares subject to the Warrant shall be increased to the extent necessary to ensure that upon the full exercise of the Warrant, DEH will hold at least 50.1% of the outstanding equity securities of RLJE on a fully diluted basis (less the number of shares previously issued to DEH (i) upon the exercise of the Warrants expiring on October 14, 2021 and October 14, 2022 and (ii) as interest payments pursuant to a Credit Agreement, dated October 14, 2016, between DEH and RLJE (the "Credit Agreement").

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.