

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

January 07, 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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(Print or Type Responses)

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

(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)
01/05/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP & CFO

LEAWOOD, KS 66211

(City) (State) (Zip)

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

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)
CLASS A COMMON STOCK	01/05/2016		M	19,226 (1)	A \$ 0 61,795	D	
CLASS A COMMON STOCK	01/05/2016		F	6,363 (2)	D \$ 0 55,432	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 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 UNIT (1)	\$ 0	01/05/2016		C	19,226 (1)	(1) (1)	CLASS A COMMON STOCK	19,226

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 & CFO

Signatures

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

01/07/2016

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) Shares of Class A Common Stock ("Stock") were delivered upon the vesting and settlement of 19,226 Restricted Stock Units ("RSU") pursuant to the terms of the RSU Award Agreement dated August 7, 2015 (the "Award"). Each RSU was convertible into one share of Stock upon vesting. The Award was granted to Mr. Ramsey as compensation for his service as the Company's Interim Chief Executive Officer and vested upon employment of a permanent Chief Executive Officer.

(2) Of the 19,226 shares of Stock deliverable upon vesting of the RSUs, 6,363 were withheld to satisfy Mr. Ramsey's tax obligations arising from the vesting of the RSUs and delivery of the Stock.

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.