

AMC Networks Inc.
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CABLEVISION SYSTEMS CORP /NY

(Last) (First) (Middle)

1111 STEWART AVENUE

(Street)

BETHPAGE, NY 11714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMC Networks Inc. [AMCX]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
AMC Networks Inc. Class A Common Stock	06/30/2011		J(1)(2)(3)		57,813,256.75	D	(1) (2) (3)
					(1) (2) (3)		0
							D

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
AMC Networks Inc. Class B Common Stock	\$ 0	06/30/2011		J(1)(2)(3)	13,534,418.25 (1) (2) (3)	(4) (4)	AMC Networks Inc. Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CABLEVISION SYSTEMS CORP /NY 1111 STEWART AVENUE BETHPAGE, NY 11714		X		
CSC HOLDINGS LLC 1111 STEWART AVENUE BETHPAGE, NY 11714		X		

Signatures

/s/ Victoria D. Salhus, Senior Vice President, Deputy General Counsel and Secretary of Cablevision Systems Corporation and CSC Holdings, LLC

07/01/2011

__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).

Pursuant to the Amended and Restated Certificate of Incorporation of AMC Networks Inc. ("AMC"), a Delaware corporation and a wholly-owned, indirect subsidiary of Cablevision Systems Corporation ("Cablevision"), a Delaware corporation, filed by AMC with the Secretary of the State of Delaware on June 28, 2011, the outstanding shares of Common Stock of AMC were automatically converted into 57,813,256.75 fully-paid and nonassessable shares of Class A Common Stock of AMC and 13,534,418.25 fully-paid and nonassessable shares of Class B Common Stock of AMC (the "Recapitalization"). Immediately prior to the Recapitalization, Cablevision was the indirect owner of 6,000 shares of Common Stock of AMC held by CSC Holdings, LLC ("CSC"), a Delaware limited liability company and a wholly-owned, direct subsidiary of Cablevision. As a result of the Recapitalization, the 6,000 shares of Common Stock of AMC were automatically converted into 57,813,256.75 shares of Class A Common Stock of AMC and 13,534,418.25 shares of Class B Common Stock of AMC.

On June 30, 2011, CSC distributed 57,813,256.75 shares of Class A Common Stock of AMC and 13,534,418.25 shares of Class B Common Stock of AMC to Cablevision (the "CSC Distribution"). As a result of the CSC Distribution and the Recapitalization, which are exempt pursuant to Rule 16a-9 of the Securities Exchange Act of 1934, Cablevision directly held 57,813,256.75 shares of Class A Common Stock of AMC and 13,534,418.25 shares of Class B Common Stock of AMC.

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- On June 30, 2011, 57,813,256.75 shares of Class A Common Stock of AMC and 13,534,418.25 shares of Class B Common Stock of AMC were distributed by Cablevision at 11:59 p.m. to enable Cablevision to effect the legal and structural separation of AMC from Cablevision by way of a pro rata dividend to its stockholders of one share of Class A Common Stock of AMC for every four shares of Cablevision NY Group Class A Common Stock and one share of Class B Common Stock of AMC for every four shares of Cablevision NY Group Class B Common Stock (in both cases, with cash payments in lieu of fractional shares) held as of the close of business, New York City time, on June 16, 2011 (the "Spin-off"). As a result of the CSC Distribution and the Spin-off, Cablevision and CSC no longer beneficially own any shares of AMC and consequently are no longer subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, with respect to the Class A Common Stock and Class B Common Stock of AMC.
- (3)
- (4) Class B Common Stock is convertible at the option of the holder one for one into Class A Common Stock of AMC.

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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