

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

January 06, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD MARK A

(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)
01/04/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
EVP, DEVELOPMENT

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 Beneficial Ownership (Instr. 4)
CLASS A COMMON STOCK <u>(1)</u>	01/04/2017		M	39,108 A	\$ 0 58,627	D	
CLASS A COMMON STOCK <u>(2)</u>	01/04/2017		F	12,909 D	\$ 0 45,718	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 UNITS ⁽¹⁾	\$ 0	01/04/2017		C	39,108	⁽¹⁾ ⁽¹⁾	CLASS A COMMON STOCK	39,108

Reporting Owners

Reporting Owner Name / Address	Relationships
MCDONALD MARK A AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211	Director 10% Owner Officer Other EVP, DEVELOPMENT

Signatures

/s/ Edwin F. Gladbach,
Attorney-In-Fact 01/06/2017

 **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).

- Shares of Class A Common Stock ("Stock") were delivered upon the settlement of the Restricted Stock Units ("RSU") granted to the
- (1) Reporting Person pursuant to the terms of Restricted Stock Award Agreements dated January 2, 2014. Each RSU had previously vested and was convertible into one share of Stock within 30 days following the third anniversary of grant.
 - (2) Shares of Stock otherwise deliverable were withheld to satisfy the Reporting Person's tax obligations arising from RSU conversion and Stock delivery events described in note 1 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.