

READING INTERNATIONAL INC  
Form 4  
August 16, 2016

**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 \*  
Cotter James J JR

2. Issuer Name and Ticker or Trading Symbol  
READING INTERNATIONAL INC [RDI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O SHEPPARD MULLIN,  
RICHTER, ET. AL., 12275 EL  
CAMINO REAL, SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/12/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
See Remarks

(Street)  
SAN DIEGO, CA 92130

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        | (A) or (D)                                               | Price                             |   |
| Class A Nonvoting Common Stock  | 08/12/2016                           |                                                    | S                              | 25,000                                                            | D                                                                                             | \$ 12.9635                                               | 745,186                           | D |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | (1)                                                      |                                   |   |
| Class A Nonvoting Common Stock  | 08/15/2016                           |                                                    | S                              | 23,000                                                            | D                                                                                             | \$ 12.685                                                | 722,186                           | D |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | (2)                                                      |                                   |   |
| Class A Nonvoting               | 08/16/2016                           |                                                    | S                              | 70,000                                                            | D                                                                                             | \$ 12.9139                                               | 652,186                           | D |

Common  
Stock

(3)

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

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SEC 1474  
(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships |           |             |       |
|----------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                                                      | Director      | 10% Owner | Officer     | Other |
| Cotter James J JR<br>C/O SHEPPARD MULLIN, RICHTER, ET. AL.<br>12275 EL CAMINO REAL, SUITE 200<br>SAN DIEGO, CA 92130 | X             | X         | See Remarks |       |

## Signatures

/s/ James J.  
Cotter, Jr. 08/16/2016

\*\*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) Represents the weighted average share price of an aggregate total of 25,000 shares sold in the price range of \$12.7691 to \$13.0660 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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(2) Represents the weighted average share price of an aggregate total of 23,000 shares sold in the price range of \$12.6225 to \$12.7780 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Represents the weighted average share price of an aggregate total of 70,000 shares sold in the price range of \$12.7515 to \$13.00 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

### **Remarks:**

On June 18, 2015, the issuer disclosed in a Current Report on Form 8-K that, on June 12, 2015, the board of directors of the issuer

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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