

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS CARLA C

2. Issuer Name and Ticker or Trading
Symbol
AMC ENTERTAINMENT
HOLDINGS, INC. [AMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE AMC WAY, 11500 ASH
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, HUMAN RESOURCES

(Street)
LEAWOOD, KS 66211

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
CLASS A COMMON STOCK ⁽¹⁾ ⁽²⁾	01/04/2017		M	6,896 A	\$ 0 6,896	D	
CLASS A COMMON STOCK ⁽³⁾	01/04/2017		F	2,427 D	\$ 0 4,469	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
displays a currently valid OMB control**

SEC 1474
(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	01/04/2017		C	4,034	<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	4,034
RESTRICTED STOCK UNITS ⁽²⁾	\$ 0	01/04/2017		C	2,862	<u>(2)</u>	<u>(2)</u>	CLASS A COMMON STOCK	2,862

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANDERS CARLA C ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211	SVP, HUMAN RESOURCES

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.

Shares of Stock were delivered upon the vesting and settlement of certain RSUs granted to the Reporting Person pursuant to the terms of a Restricted Stock Award Agreement dated March 1, 2016. One third of the original grant vested at the beginning of the year based upon

(2) the Reporting Person's continued employment with the Issuer with each RSU convertible into one share of Stock within 30 days following vesting.

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- (3) 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 notes 1 and 2 above.

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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