

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

February 26, 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 *
FRANK ELIZABETH F

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**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP CHIEF CONTENT AND PROGRAM

LEAWOOD, KS 66211

(City) (State) (Zip)

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

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	
CLASS A COMMON STOCK	02/24/2016		M		1,048 (2)	A \$ 0 27,942	D
CLASS A COMMON STOCK	02/24/2016		F		1,048 (3)	D \$ 0 26,894	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
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		A		23,464		03/06/2018	⁽¹⁾	CLASS A COMMON STOCK
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		C		1,048 ⁽²⁾		03/06/2018	⁽¹⁾	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRANK ELIZABETH F ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211	EVP CHIEF CONTENT AND PROGRAM

Signatures

/s/ Edwin F. Gladbach,
Attorney-In-Fact 02/26/2016

__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) Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock within 30 days following the third anniversary of the grant date. The RSUs were granted on March 6, 2015, subject to performance based vesting conditions. On February 24, 2016, the Compensation Committee of the Issuer certified achievement of the performance goals and approved the vesting of the RSUs.
- (2) Represents accelerated conversion of RSUs and delivery of shares to cover the FICA tax withholding obligations resulting from RSU vesting along with the income tax withholding obligations resulting from the accelerated delivery of shares.
- (3) Represents the shares withheld to cover the tax withholding obligations described in footnote 2.

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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