

COTTER ELLEN M  
Form 4  
April 17, 2019

**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 ELLEN M

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)  
5995 SEPULVEDA BLVD, SUITE 300  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/13/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairperson, President and CEO

CULVER CITY, CA 90230

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 |   | 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  | (D) |   |  |                                   |
| Class A Nonvoting Common Stock  | 04/13/2019                           |  | M                   |   | 2,751   | A   | \$ 0  | 823,983  | D                                 |
| Class A Nonvoting Common Stock  | 04/13/2019                           |  | F                   |   | 951   | D   | \$ 15.9   | 823,032  | D                                 |
| Class B Voting Stock            |                                      |  |                     |   |   |     |   | 50,000   | D                                 |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                                       | (1)  | 04/13/2019                           |  | M                              | 2,751   | (2) (2)  | Class A Non-Voting Common Stock 2,751                         |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 16.36   |                                      |  |                                |   | (3) 04/12/2023   | Class A Non-Voting Common Stock 47,400                        |
| Restricted Stock Units                                       | (1)  |                                      |  |                                |   | (4) (4)  | Class A Non-Voting Common Stock 3,130                         |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 11.95   |                                      |  |                                |   | (5) 03/09/2021   | Class A Non-Voting Common Stock 59,700                        |
| Restricted Stock Units                                       | (1)  |                                      |  |                                |   | (6) (6)  | Class A Non-Voting Common Stock 5,630                         |

|   |          |     |            |  |      |
|---|----------|-----|------------|--|------|
| Stock<br>Options;<br>Right to<br>Buy; Class<br>A<br>Non-Voting<br>Common<br>Stock | \$ 15.97 | (7) | 03/22/2022 | Class A<br>Non-Voting<br>Common<br>Stock | 52,0 |
| Restricted<br>Stock Units   | (1)      | (8) | (8)        | Class A<br>Non-Voting<br>Common<br>Stock | 19,4 |
| Stock<br>Options;<br>Right to<br>Buy; Class<br>A<br>Non-Voting<br>Common<br>Stock | \$ 16.14 | (8) | 03/13/2024 | Class A<br>Non-Voting<br>Common<br>Stock | 89,4 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| COTTER ELLEN M<br>5995 SEPULVEDA BLVD<br>SUITE 300<br>CULVER CITY, CA 90230 | X             | X         | Chairperson,<br>President and<br>CEO |       |

## Signatures

/s/ Ellen Cotter                      04/17/2019

\_\_Signature of                      Date  
Reporting Person

## 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 represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting on the unit.  
Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 13, 2018. Original grant was for 11,002 restricted stock units. The first installment vested on April 13, 2019. The remaining installments will vest on April 13, 2020, April 13, 2021 and April 13, 2022.
- (3) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, April 13, 2018. Original grant was for 47,493 stock options. The first installment became exercisable on April 13, 2019. The remaining installments become exercisable on April 13, 2020, April 13, 2021 and April 13, 2022.
- (4)

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Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 12,552 restricted stock units. The first three installments vested on March 10, 2017, March 10, 2018 and March 10, 2019. The remaining installment will vest on March 10, 2020.

- (5) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 10, 2016. Original grant was for 59,763 stock options. The first three installments became exercisable on March 10, 2017, March 10, 2018 and March 10, 2019. The remaining installment will vest on March 10, 2020.

- (6) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 11,271 restricted stock units. The first two installments vested on March 23, 2018 and March 23, 2019. The remaining two installments will vest on March 23, 2020 and March 23, 2021.

- (7) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 23, 2017. Original grant was for 52,023 stock options. The first two installments became exercisable on March 23, 2018 and March 23, 2019. The remaining two installments will vest on March 23, 2020 and March 23, 2021.

- (8) Granted pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant, March 14, 2019.

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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