AMC ENTERTAINMENT HOLDINGS, INC.
Form S-1
August 30, 2013

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As filed with the Securities and Exchange Commission on August 30, 2013

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**7832**	**26-0303916**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Kevin M. Connor, Esq.
Senior Vice President, General Counsel & Secretary
AMC Entertainment Inc.
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(913) 213-2000**
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Approximate date of commencement of proposed sale to public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o	Non-accelerated filer ý (Do not check if a smaller reporting company)	Smaller reporting company o

Title of Each Class of Securities to be Registered	**Proposed Maximum Aggregate Offering Price(1)(2)**	**Amount of Registration Fee(3)**
Class A Common Stock, $0.01 par value	$400,000,000	$54,560

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act.

(2) Includes shares of common stock that may be purchased by the underwriters to cover over-allotments, if any.

(3) A registration fee in the amount of $32,085 was previously paid by the registrant in connection with the filing of a Registration Statement on Form S-1 (Registration No. 333-168105) on July 14, 2010. Pursuant to Rule 457(p) under the Securities Act, the filing fee of $32,085 previously paid by the registrant is being used to offset the filing fee of $54,560 required for the filing of this Registration Statement.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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SUBJECT TO COMPLETION, DATED AUGUST 30, 2013

PRELIMINARY PROSPECTUS

Shares

AMC Entertainment Holdings, Inc.

Class A Common Stock
$ per share

This is the initial public offering of our Class A common stock. We are selling shares of our Class A common stock. We currently expect the initial public offering price to be between $ and $ per share of Class A common stock.

We have granted the underwriters an option to purchase up to additional shares of Class A common stock to cover over-allotments.

We will apply to have the Class A common stock listed on the New York Stock Exchange under the symbol "AMC."

Upon consummation of this offering, we will have two classes of common stock: our Class A common stock and Class B common stock. The rights of the holders of Class A common stock and Class B common stock will be identical, except with respect to voting and conversion applicable to the Class B common stock. Each share of Class A common stock will be entitled to one vote. Each share of Class B common stock will be entitled to three votes and will be convertible at any time into one share of Class A common stock.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 20.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public Offering Price	$	$
Underwriting Discount	$	$

Proceeds to AMC Entertainment Holdings, Inc. (before expenses)	$	$

The underwriters expect to deliver the shares to purchasers on or about , 2013 through the book-entry facilities of The Depository Trust Company.

, 2013

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We are responsible for the information contained in this prospectus. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than its date.

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MARKET AND INDUSTRY INFORMATION

Information regarding market share, market position and industry data pertaining to our business contained in this prospectus consists of our estimates based on data and reports compiled by industry professional organizations, including the Motion Picture Association of America ("MPAA"), the National Association of Theatre Owners ("NATO"), Nielsen Media Research, Rentrak Corporation ("Rentrak"), industry analysts and our management's knowledge of our business and markets. Unless otherwise noted in this prospectus, all information provided by the MPAA is for the 2012 calendar year, all information provided by NATO is for the 2012 calendar year and all information provided by Rentrak is for the 2012 calendar year.

Although we believe that the sources are reliable, we have not independently verified market industry data provided by third parties or by industry or general publications. Similarly, while we believe our internal estimates with respect to our industry are reliable, our estimates have not been verified by any independent sources. While we are not aware of any misstatements regarding any industry data presented in this prospectus, our estimates involve risks and uncertainties and are subject to changes based on various factors, including those discussed under "Risk Factors" in this prospectus.

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PROSPECTUS SUMMARY

The following summary highlights information contained elsewhere in this prospectus. You should read the entire prospectus carefully, especially the risks of investing in our Class A common stock discussed under "Risk Factors" and our Consolidated Financial Statements and accompanying notes.

AMC Entertainment Holdings, Inc. ("Parent"), an entity created on June 6, 2007, is the sole stockholder of AMC Entertainment Inc. ("AMCE"). As used in this prospectus, unless the context otherwise requires, references to "we," "us," "our," the "Company," "AMC" or "AMC Entertainment" refer to Parent and its consolidated subsidiaries.

On November 15, 2012, we announced that we changed our fiscal year to a calendar year so that the calendar year shall begin on January 1st and end on December 31st of each year. Prior to the change, fiscal years refer to the fifty-two weeks, and in some cases fifty-three weeks, ending on the Thursday closest to the last day of March.

As used in this prospectus, the term "pro forma" refers to, in the case of pro forma financial information, such information after giving pro forma effect to (i) the Merger (as defined below) and (ii) this offering and the use of proceeds therefrom and related transactions (collectively, the "Transactions"). Except as stated otherwise herein, the share data set forth in this prospectus reflects the reclassification of Parent's capital stock as described below under " The Reclassification."

Certain financial measures presented in this prospectus, such as Adjusted EBITDA and Theatre Level Adjusted EBITDA are not recognized terms under accounting principles generally accepted in the United States ("GAAP"). These measures exclude a number of significant items, including our interest expense and depreciation and amortization expense. For a discussion of the use of these measures and a reconciliation to the most directly comparable GAAP measures, see pages " Summary Historical and Unaudited Financial and Operating Data." We also use "cash on cash return" as a measure of the performance of our theatres after implementation of one or more of the strategic initiatives described below under " Our Strategy: The Customer Experience Leader." Management uses this metric to measure as a yardstick for the increase in operating performance of our theatres relative to the capital invested in them and to guide the allocation of future capital deployment. We believe that securities analysts and investors also view this measure as an important tool for measuring our performance. We define "cash-on-cash" return on the capital investment for a strategic initiative as the increase in Theatre-level Adjusted EBITDA (as defined on page 19) attributable to such capital investment for the twelve month period following completion of the capital investment over the preceding 12 month period divided by the amount of such capital expenditures, net of landlord contribution (as defined on page 19).

Our Company

We are one of the world's largest theatrical exhibition companies and an industry leader in innovation and operational excellence. We introduced Multiplex theatres in the 1960s and the North American stadium-seated Megaplex theatre format in the 1990s. Our field operations teams win recognition from national organizations like the Motion Picture Association of America and local groups in "Best of" competitions, while maintaining greater than 50% top-box guest satisfaction and industry leading theatre productivity metrics.

As of June 30, 2013, we owned, operated or held interests in 343 theatres with a total of 4,937 screens primarily in North America. Our theatres are predominantly located in major metropolitan markets, which we believe give our circuit a unique profile and offer strategic and operational advantages. Our top five markets, in each of which we hold the #1 or #2 share position, are New York (42% share), Los Angeles (27%), Chicago (44%), Philadelphia (28%) and Dallas (28%). For the twelve months ended June 30, 2013, these five metro markets comprised 40% of our revenues and 38% of our attendance. Strategically, these markets and our theatres in them are diverse, operationally complex,

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and, in many cases, for established locations, the scarcity of new theatre opportunities creates a significant competitive advantage against newcomers or alternative entertainment options.

Across our entire circuit, approximately 200 million guests visited our theatres during calendar year 2012 and during the twelve months ended June 30, 2013. For the year ended December 31, 2012, our best ever, we had total revenues of $2.7 billion; Adjusted EBITDA of $438.3 million and net income of $51.5 million, and for the twelve months ended June 30, 2013, we generated total revenues of $2.7 billion, Adjusted EBITDA of $436.5 million and net income of $82.8 million. According to publically available information for our peers, during the calendar year ended December 31, 2012, our circuit led in revenues per head ($13.56), average ticket price ($9.04) and concessions per head ($3.92). For the same period, our attendance per screen (41,900) and admissions gross profit per screen ($179,000) were among the highest of our peers. In the last two years ended June 30, 2013, we have deployed a total of $144.4 million in growth-oriented capital, including $16.7 million contributed by landlords, into our circuit and infrastructure to help generate those results. We believe that it is the quality of our theatre locations and our customer-focused innovation that continue to drive improved productivity per location, return on investment and shareholder value.

We believe that our size, reputation, financial performance, history of innovation, strong major market presence and highly productive theatre circuit position us well for the future. A future where, after more than nine decades of business models driven by *quantity* of theatres, screens and seats, we believe *quality* of the movie going experience will determine long term, sustainable success. We are improving the quality of the movie-going experience in ways that extend stay and capture a greater proportion of total movie-going spending in order to maximize the economic potential of each guest visit, create sustainable growth and deliver shareholder value.

Our intention is to capitalize on this pivot towards quality by leveraging our proud tradition of best-in-class theatre operations, combined with the next wave of innovations in movie-going. We plan to continue investing in our theatres and upgrading the consumer experience to take greater advantage of incremental revenue-generating opportunities, primarily through an array of improved and differentiated customer experiences in (1) comfort & convenience; (2) food & beverage; (3) engagement & loyalty; (4) sight & sound and (5) targeted programming.

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The following table summarizes our current deployment progress in screens through August 30, 2013 as well as our expected plans for future deployment of our strategy over the next five years. These investments must meet specific cash-on-cash return criteria and are designed to increase attendance, customer spend and profitability.

		Comfort & Convenience		**Enhanced Food & Beverage**				**Premium Sight & Sound**		
					Coke Freestyle Machines			**IMAX**		**RealD 3D**
Regions	**Total Screens**	**Motorized, plush recliners with leg rest; Relax at the push of a button**	**Guarantee of pre-selected seat; Arrive just-in-time and anxiety-free**	**Shopping experience featuring broadened menu offerings, including made-to-order options**	**Innovative technology featuring 120+ drink flavor options; Guest customized**	**Full service bar serving premium beers, wines and mixed drinks; Enjoy before or after movie**	**Casual, in theatre dining provided via seat side service; Conveniently satisfies consumer need for "dinner and a movie"**	**High technology film format delivers unmatched viewing experience**	**Proprietary, immersive sight and sound format for ultimate guest escape**	**Crisp, bright, depth delivering technology; Ultra realistic images take the guest inside the movie**
New York/New Jersey/Philadelphia(1)	688	60	72	14	55	28	28	17	2	374
California	653	12	29	20	94	22	6	24	5	342
Illinois(2)	532	18	36	30	48	39		13	1	238
Texas	393	9	30	74	131	198	13	9	1	172
Florida	380	0	24	24	44	110	6	11	2	180
Missouri/Kansas/Oklahoma(3)	285	24	68	28	72	82	27	8	1	134
Arizona/Colorado	319	25	28	48	76	76	14	8	1	149
Michigan/Ohio	336	31	62	30	63	164	13	7		136
Washington DC(4)	157	17	18		17			6	1	82
Massachusetts	119	22	37		22			3		62
Balance	1,078	53	84	29	146	101	6	29	1	489
Totals	**4,940**	**271**	**488**	**297**	**768**	**820**	**113**	**135**	**15**	**2,358**
Incremental Revenue/Patron		**$0.92**	**See (5).**	**$0.12**	**$0.08**	**$0.30**	**$11.72**	**$5.73**	**$5.08**	**$3.38**
5-Year Deployment Plan	**249**	**1,582**	**1,806**	**500**	**4,421**	**700**	**200**	**15**	**19**	**217**

(1) Includes Connecticut.

(2) Chicago metropolitan market, including theatres in Indiana. Also includes Wisconsin and Iowa.

(3) Includes St. Louis metropolitan market.

(4) Washington, D.C. metropolitan market, including Maryland and Virginia.

(5) Not charged separately, included in ticket price.

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Our Strategy: The Customer Experience Leader

Through most of its history, movie-going has been defined by product the movies themselves. Yet, long term significant, sustainable changes in the economics of the business and attendance patterns have been driven by improvements to the movie-going experience, not the temporary ebb and flow of product. The introduction of Multi- and then Megaplexes, with their then-modern amenities and stadium seats, for example, changed the landscape of the industry.

We believe the industry is in the early stages of once again significantly upgrading the movie-going experience, and this shift towards quality presents opportunities to those who are positioned to capitalize on it. As is our custom, we intend to be a leader in this change, with consumer-focused innovations that improve productivity, maximize revenue-generation per guest visit and, in turn, drive shareholder value.

Our strategic objective is then very straightforward: we intend to be the customer experience leader. We aim to maintain and increase our leadership position and competitive advantage through the following five tightly defined strategies:

1) More Comfort & Convenience We believe that in an era of jam-packed, busy schedules and stressful lives, movie-going more than ever represents an easy, familiar escape. Against that reality, we believe that maximizing comfort and convenience for our guests will be increasingly necessary to maintain and improve customer relevance.

Three specific initiatives help us deliver more comfort and convenience to our guests. The most impactful so far, as measured by improved guest satisfaction, economic and financial metrics, is recliner re-seats. Along with these physical plant transformations, open-source internet ticketing and reserved seating help us shape and adapt our circuit to meet and exceed our guests' expectations.

Recliner re-seats are the key feature of full theatre renovations. These exhaustive theatre renovations involve stripping theatres to their basic structure in order to replace finishes throughout, upgrade the sight and sound experience, install modernized points of sale and, most importantly, replace traditional theatre seats with plush, electric recliners that allow guests to deploy a leg rest and fully recline at the push of a button. The renovation process typically involves losing 64% seating capacity. For an industry historically focused on quantity, this reduction in seating capacity could be viewed as counter-intuitive and harmful to revenues. However, the *quality* improvement in the guest experience is driving, on average, an 84% increase in attendance at these locations. Our guests have responded favorably to the significant personal space gains from ample row depths, ability to recline or stretch their legs, extra-wide pillowed chaise and oversized armrests. Starting with one 12-screen theatre a little over two years ago, as of August 2013 we now feature recliner re-seats in 25 theatres, or 271 screens, with another 8 theatres, or 93 screens, under construction. Cash-on-cash returns for the four locations opened prior to July 1, 2012 have averaged over 100%. We believe that approximately $^1/_4$ of our circuit's re-seat potential has been addressed, leaving us with over 1,500 addressable screens to go. Thus far, we have only implemented modest ticket pricing increases at these re-seated theatres, and we believe there is unrealized revenue potential at these theatres as we rebalance the supply-demand relationship created by added comfort from re-seats and our customers' willingness to pay for this improved experience.

Rebalancing of the new supply-demand relationship created by recliner re-seats presents us two further opportunities to improve guest convenience and maximize operating results: open-source internet ticketing and reserved seating.

Open-source internet ticketing makes all our seats (almost 950,000) in all our theatres and auditoriums for all our showtimes (approximately 22,000 per day), as available as possible, on as many websites as possible. This is a significant departure from the prior ten-year practice, when tickets to any one of our buildings were only available on one website. In the two years since we exercised our right

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to end exclusive contracts, internet tickets sold as a percentage of total tickets sold has increased significantly from 5.5% to 8.5%. We believe increased online access is important because it captures guests' purchase intent more immediately and directly than if we had to wait until they showed up at the theatre box office to make a purchase. Once our guests buy a ticket, they are less likely to change their mind. Carefully monitoring internet pre-sales also lets us adjust capacity in real time, moving movies that are poised to overperform to larger capacity or more auditoriums, thereby maximizing yield.

Reserved seating, now fully implemented in 44 of our busiest theatres, allows our guests to choose a specific seat in advance of the movie. We believe that knowing there is a specifically chosen seat waiting for a show that promises to be a sellout is comforting to our guests, and removes anxiety around the experience. We believe reserved seating will become increasingly prevalent to the point of being a pre-requisite in the medium-term future.

We believe the comfort and personal space gains from recliner re-seats, coupled with the immediacy of demand captured from open-source internet ticketing and the anxiety removal of reserved seating make a powerful economic combination for us that none of our peer set is exploiting as aggressively as we are.

2) Enhanced Food & Beverage Popcorn and soft drinks are as integral a part of the movie-going experience as the movies themselves. Yet, approximately one third of our 200 million annual guests do not purchase food or a beverage. In order to increase the percentage of guests purchasing food or a beverage as well as increase sales per patron, we have developed food and beverage concepts that expand selection and service offerings. These concepts range from the simple and traditional (Concession Freshens) to the vastly innovative and complex (Dine-In Theatres). This array of concepts, progressively more innovative and capital intensive, creates further service and selection across a range of theatre types and attendance levels and allows us to satisfy more guests and different guest needs and generate additional revenues.

The most broadly deployed concept is *Concession Freshen,* which supplements the traditional menu with made-to-order hot foods, espresso drinks, smoothies, better-for-you products and an expanded range of candies and frozen novelty treats. *Concession Freshen* capitalizes on food and beverage trends our guests have adopted in other quick-eat venues. To date, we have implemented 80 *Concession Freshens* where we enjoy average incremental concessions per head (CPH) of $0.04 and cash-on-cash returns for the 58 locations deployed prior to July 1, 2012 have averaged over 37%.

At the next level, and designed for higher volume theatres, *Marketplace* vastly expands menu offerings as well as delivers a more guest engaging, post-pay shopping experience. In addition to the expanded offerings found in *Concession Freshens*, *Marketplaces* also feature grab-and-go and self-serve food and beverages, including Coke Freestyle®, which puts our guests in charge with over 120 drink flavor options. AMC's operational excellence and history of innovation allowed us first-mover advantage on this new technology, which today is deployed in 47 of our theatres and we anticipate will be in all of our circuit by mid-2015. We find that when customers are allowed to browse and choose, overall satisfaction goes up and they spend more. Our CPH metrics improve on average $0.12. We now operate 14 *Marketplaces* with plans to install as many as 25 more, as our next generation concession format.

Deployed alone or alongside our other food and beverage concepts are our *MacGuffins Bar & Lounges*. We believe that few innovations have won over the adult movie goer more decisively than our full service bars featuring premium beers, wines and liquors. In the last 30 months we have deployed 44 *MacGuffins*, and with their impressive average incremental CPH of $0.30, we are moving quickly to install an additional 25 within twelve months and believe the concept will be successful in an additional 50-75 theatres thereafter. *MacGuffins* have delivered average

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cash-on-cash returns for the twelve locations deployed prior to July 1, 2012 of over 100%. Due to our excellent track record successfully operating *MacGuffins*, AMC enjoys a significant advantage within the exhibition industry when it comes to permitting, installing and commissioning these improvements.

At the top of the scale are our *Dine-In Theatres*. *Dine-In Theatres* are full restaurant operations, giving our guests the ultimate dinner-and-a-movie experience all at a single seat. Compressing by almost half what would otherwise be a four or five hour, multi-destination experience, young people and adults alike are afforded a huge convenience, which puts the idea of going to a movie much more in play. We currently operate 11 *Dine-In Theatres*. Cash-on-cash returns for the four locations deployed prior to July 1, 2012 averaged 11% in their first full year of operations. At our seven locations that were open prior to July 1, 2011, cash-on-cash returns grew to 34% in the second full year of operations as consumer awareness increased. These increases in cash-on-cash returns were driven primarily by an increase in CPH of $6.15. Today, *Dine-In Theatres* represent 3% of our total theatres but generated 10% of our circuit-wide food and beverage revenues. We plan to open 20 more *Dine-In Theatres* in the next 5 years.

Building on the success of our full-service *Dine-In Theatres,* we are under construction at two locations with an emerging concept, *DIT Express*. *DIT Express* emphasizes freshness, speed and convenience. Guests place their orders at a central station and the order is delivered to our guests at their reserved seat. *DIT Express* was developed in conjunction with Union Square Events (a division of Union Square Hospitality Group). Like our other food and beverage concepts, we believe that *DIT Express* will become an important part of our toolkit.

In this most important area of profitability for any exhibition circuit, we believe that our ability to innovate concepts, adapt those concepts to specific buildings and generate incremental revenue differentiates us from our peers and provides us with a competitive advantage. This is in part due to our core geographic markets' larger, more diverse and more affluent customer base; in part due to our management team's demonstrated and extensive experience in food, beverage and hospitality; and in part due to our three-plus year head start in this difficult to execute space.

We believe significant financial opportunities exist as we have a substantial pipeline of investments to take advantage of incremental attendance-generating and revenue-generating prospects by deploying building-by-building solutions from a proprietary menu of proven, guest-approved food and beverage concepts.

3) Greater Engagement & Loyalty We believe that in the theatrical exhibition business, as in all consumer-oriented businesses, engagement and loyalty are the hallmarks of winning organizations.

Our brand is the most recognizable in the business, with over 80% awareness in the United States according to an Ipsos Omnibus survey completed July 2013 far above any competitor. We build on that strength by seeking engagement and loyalty from our guests in four measurable, specific and inter-related ways. At the top of the pyramid is *AMC Stubs*®, the industry's most sophisticated loyalty program. At the base of the pyramid are our mobile apps, website (www.amctheatres.com) and social media outreach, which combined seek to drive engagement to levels unprecedented in the movie exhibition industry. We believe there is incremental attendance potential to be gained from avid movie-goers who generate a disproportionate share of industry revenues and who state that the quality of the movie-going experience directly influences their movie-going habits.

AMC Stubs® is the industry's first program of its kind. Fee-based (consumers pay $12/year to belong), it rewards loyalists with in-theatre value ($10 for every $100 spent) instead of hard to track "points". The program is fully automated and user-friendly from a guest perspective. As of August 2013 we had 2.3 million member households, which represent approximately 20% of our total weekly box office revenues. Transaction data from this loyal customer base are mined for

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consumer insights that are used to develop targeted, relevant guest offers, leading to increased attendance and sales. The program increases switching costs, especially for those patrons located near our competitors' theatres, and leads to higher loyalty.

Our www.amctheatres.com state-of-the-art *website*, leverages adaptive technology that optimizes the users' experience regardless of platform (phone, tablet, laptop, etc.) and has nearly 9 million visits per month, with peak months over 12 million, generating up to almost 300 million page visits per year. The website generates ticket sales and higher conversion rates by simplifying guests' purchasing decision and process.

The *AMC mobile apps*, available for iOS, Android and Windows devices have been downloaded nearly 1.75 million times since launch, generating almost a half million sessions per week. This convenient way to purchase tickets also features *Enhanced Maps,* which allows guests to browse for their nearest AMC theatre or favorite AMC theatre amenity, and *My AMC,* which allows guests to generate a personalized movie queue of coming releases.

On the *social media* front, our Facebook 'Likes', recently at 4 million and growing, are more than all our peer competitors' counts combined. We are similarly engaged on Twitter (almost 200,000 followers), Pinterest, Instagram and YouTube. Our participation in these social networks keeps movie-going top of mind and allows targeted campaigns and offers with clear 'calls to action' that generate incremental attendance and incremental revenues per patron.

The competitive advantage in greater guest engagement and loyalty includes the ability to use market intelligence to better anticipate guests' needs and desires and to capture incremental share of entertainment dollars and time.

4) Premium Sight & Sound At its core, our business is a visual and aural medium. The quality of projection and sound is therefore mission critical, and has improved significantly with the advent of *digital systems*. Today, our conversion to these digital systems is substantially complete, and 4,757 or 96% of our screens employ state-of-the-art Sony 4K or similar digital projectors. Importantly, the digital conversions enabled *3D exhibition*, and today 2,358 screens (48% of total) are so enabled. We have at least one 3D enabled screen in 97% of our locations.

In sight and sound, we believe that size is critical in our customers' decision-making. Consistent with this belief, we are the world's largest *IMAX* exhibitor, with 135 screens, all 3D-enabled, with nearly twice the screen count of our closest competitor and representing a 44% market share in the United States (as of June 30, 2013). In addition, we currently have our own private label large format, marketed as *ETX*, in 15 locations (also all 3D enabled). Combined, these 150 screens represent only 3% of our total screens, yet on the weekends when big movies open, as much as 19% of our box office flows from them.

The premium sight and sound experiences 3D, ETX and IMAX give our customers more options and earn incremental pricing from our guests. On average, pricing premiums currently amount to $4.19 per patron, driving better economics for us and the Hollywood studios, while also delivering our audience a superior experience. For context, box office gross profit per patron for premium formats averages 19% more than gross profit per patron for conventional 2D formats. We anticipate increasing our premium large-format screen count by 34 screens.

Further, we do not expect technology advances to cease. Sound quality, for example, continues to improve, as our recent tests of Dolby ATMOS demonstrate (AMC theatres were among the very few selected for pilot tests). And, laser projection technology, the next level in clarity, brightness and sharpness, is evolving as well. While all of these will require some level of capital investment, the promise of strong guest relevance is significant.

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5) Targeted Programming The core of our business, historically and now, is Hollywood movies. We play all varieties, from adrenaline-filled action movies to heart-warming family films, laugh out loud comedies and terrifying horror flicks. We play them in 2D, 3D, IMAX, ETX and even closed captioned and sometimes with subtitles. If a movie is commercially available, it is likely to be playing at an AMC theatre today or tonight, because we schedule shows in the morning, afternoon and even at midnight or later, just to make sure it is convenient for our guests.

Increasingly, we are playing movies and other content originating from more sources. We believe that as diversity grows in the United States, the ability to adapt and target programming for a fragmented audience will grow increasingly critical. We believe this is something we already do very well. As measured by an Insight Strategy Group survey conducted November 2011, approximately 51% of our audience was Latino or African American. Latino families are Hollywood's, and our, best customers. They go to the movies 6.4x per year (56% more than average), and 65% of Latinos live within 20 miles of an AMC theatre. For movies targeted at these diverse audiences, we frequently experience attendance levels greater than our average, national market share. For example, Tyler Perry's latest three films, which are targeted towards African American audiences, have produced industry box office of over $125 million and an average market share for AMC of over 23% during the twelve months ended June 30, 2013. Additionally, during the twelve months ended June 30, 2013, we exhibited 89 Bollywood movies capturing an above average 28% market share and generating over $10 million in box office revenues. Given the population growth patterns from the last US census, we believe that our ability to effectively serve these communities will help strengthen our competitive position.

Through AMC Independent, we have also reached into the independent (or "indie") production and distribution community. Growing quickly from its inception three years ago, we played 467 films during the twelve months ended June 30, 2013 from this very creative community.

Open Road, our joint venture with another major exhibitor, is similarly an effort to grow our sources of content and provide access to our screens for content that may not otherwise find its way there.

We believe AMC is a vital exhibitor for Hollywood studios and for independent distributors because we generate more box office revenue per theatre and provide stronger in-theatre and online promotional exposure for movies. Theatres are a content owner's highest quality revenue stream because every guest pays every time they watch the content. Among all theatres, AMC's venues are the most valuable to content owners. Due to the studios' fixed distribution cost per licensed film, their product is never more productive than at an AMC theatre. When our scale and parent company growth are taken into account, AMC is the most efficient and effective partner a content owner has.

Our Competitive Strengths

We believe we have the following competitive strengths:

Leading Market Share in Important, Affluent & Diverse Markets

Across the country's three biggest metropolitan markets New York, Los Angeles and Chicago, representing 20% of the country's total box office we hold a 36% combined market share. On any given weekend, half of the top ten theatres for the #1 opening movie title in the United States are AMC theatres. We believe our strong presence in these top markets makes our theatres highly visible and therefore strategically more important to content providers, who rely on the large audiences and marketing momentum provided by major markets to drive opinion-making and deliver a movie's overall box office results.

Our customers are concentrated in major metropolitan markets and are generally more affluent and culturally diverse than those in smaller markets. There are inherent complexities in effectively and efficiently serving them. In some of our more densely populated major metropolitan markets, there is also a scarcity of attractive retail real estate opportunities. Taken together, these factors solidify our market share position. Further, our history and strong presence in these markets have created a greater opportunity to introduce our enhanced customer experience concepts and exhibit a broad array of programming and premium formats, all of which we believe drive higher levels of attendance and higher revenues at our theatres.

Well Located, Highly Productive Theatres

Our theatres are generally located in the top retail centers across the United States. We believe this provides for long-term visibility and higher productivity, and is a key element in the success of our Enhanced Food & Beverage and Comfort & Convenience initiatives. Our location strategy, combined with our strong major market presence and our focus on a superior guest experience, enable us to deliver industry-leading theatre-level productivity. During the six months ended June 30, 2013, eight of the ten highest grossing theatres in the United States were AMC theatres. During the same period, our average total revenues per theatre were $7.8 million, 37% higher than our closest peer. This per unit productivity is important not only to content providers, but also to developers and landlords, for whom per location and per square foot sales numbers are critical measures. The net effect is a close relationship with the commercial real estate community, which gives us first-look and preferred tenant status on emerging opportunities.

Selectively Participating in a Consolidating Industry

Throughout the last two decades, AMC has been an active participant in our industry's consolidation. In that span, we have acquired and successfully integrated Loews, General Cinema, Kerasotes and more recently, select operations of Rave Digital Media and Rave Review Cinemas. We intend to remain an active participant in consolidation, and selectively pursue acquisitions where the characteristics of the location, overall market and facilities further enhance the quality of our theatre portfolio.

Additionally, our focus on improving the customer experience and our strong relationships with landlords and developers have provided opportunities to expand our footprint in existing markets by acquiring competitors' existing theatres at the end of their lease term at little or no cost. We believe that our Comfort & Convenience and Enhanced Food & Beverage concepts have high appeal to landlords wanting to increase traffic and sales in their retail centers. These "spot acquisitions" have given us the ability to bolster our presence in existing markets at relatively low cost and more quickly (weeks, months) as compared to new builds (months, years).

Strong Free Cash Flow Generation

For calendar year 2012 and the twelve months ended June 30, 2013, our net cash provided by operating activities totaled $150.4 million and $263.0 million, respectively. We believe that our strategic initiatives, highly productive theatre circuit and continued focus on cost control will enable us to generate sufficient cash flow provided by operating activities to fund the deployment of capital to execute our strategy to grow our revenues, maintain our facilities, service our indebtedness and pay dividends to our stockholders.

Experienced and Dynamic Team

Our senior management team, led by Gerardo (Gerry) Lopez, President and Chief Executive Officer, has the expertise that will be required to transform movie-going from a commodity to a

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differentiated entertainment experience. A dynamic and balanced team of executives combines long-tenured leaders in operations, real estate and finance who contributed to building AMC's hard earned reputation for operations excellence with creative entertainment and restaurant industry executives in marketing, programming and food & beverage who bring to AMC business acumen and experience that support innovation in theatrical exhibition.

We anticipate that, in connection with this offering, we will enter into long term employment agreements with key members of management and implement a significant equity based compensation plan that will align management's interests with those of our shareholders.

In July 2013, AMC relocated its Theatre Support Center to a new, state-of-the-art facility in Leawood, Kansas. With a technology platform that provides for real-time monitoring of AMC screens across the country and a workplace conducive to collaboration and teamwork, AMC's management team has the organization well aligned with its strategy.

Furthermore, we believe that our people, the nearly 22,000 AMC associates, constitute an essential strength of our Company. They strive to make movie-going experiences at AMC always a treat. Our auditoriums offer clear and bright projection, our food is hot and our drinks are cold. Our doors, lobbies, hallways and bathrooms are clean and we select and train our people to make smiles happen. We create events and want our guests to always feel special at an AMC theatre. This is an experience delivered almost 200 million times a year.

Over the past three years together, this group has enhanced quality and increased variety at our concession stands, introduced in-theatre dining options in many markets, revitalized 40 theatres, launched our industry-leading loyalty program, *AMC Stubs*, and achieved our Company's highest ever ratings for top-box overall customer satisfaction. We feel like this is only the beginning.

Key Strategic Shareholder

In August 2012, AMC was acquired by the Wanda Group ("Wanda"), one of the largest, privately-held conglomerates in China. In addition to its core business as a prominent developer and owner of commercial real estate, Wanda also owns related businesses in entertainment, hospitality and retail. Wanda is the largest theatre exhibition operator in China through its controlling ownership interest in Wanda Cinema Line, which was ranked as the #1 movie theatre chain by market share in 2012 with advanced technology across 126 locations and 1,095 screens. By joining AMC to Wanda Cinema Line, Wanda Group has become the world's largest theatrical exhibition operator in terms of revenue, enjoying an important strategic position in the large and fast growing international market. The combined ownership and scale of AMC and Wanda Cinema Line, has enabled us to enhance relationships and obtain better terms from important concession, lighting and theatre supply vendors, and to expand our strategic partnership with IMAX. Wanda and AMC are also working together to offer Hollywood studios and other production companies valuable access to our industry-leading promotion and distribution platforms, with the goal of gaining greater access to content and playing a more important role in the industry going forward.

Wanda has been making significant cultural and entertainment investments since 2005, and has invested more than $3.2 billion in cultural and entertainment activities. Wanda is one of China's largest corporate investors in this sector and has expanded globally.

The Industry

Movie going is embedded in the American social fabric. For over 100 years people young and old, of all races and socio-economic levels have enjoyed the entertainment that motion pictures offer.

In the United States, the movie exhibition business is large, stable and mature. While in any given calendar quarter the quantity and quality of movies can drive volatile results, box office revenues have advanced from 2011 to 2012. Calendar year 2012 was, in fact, the industry's best ever, with box office revenues of $10.8 billion, (6.4% growth over 2011) and over 1.3 billion admissions.

The movie exhibition business has survived the booms and busts of economic cycles and has adapted to myriad changes in technology and customer behavior. There is great value for the entertainment dollar in movie going, and no replacement has been invented for the escape and fun that a night at the movies represents.

We believe the exhibition business is in the early stages of a transition. After decades of economic models driven by *quantity* (number of theatres, screens and seats), it is the *quality* of the movie going experience that will define future success. Whether in enhanced food and beverage options (*Concession Freshens, Marketplaces, Coke Freestyle, MacGuffins or Dine-in Theatres*); comfort and convenience (recliner re-seats, open-source internet ticketing, reserved seating); engagement and loyalty (*AMC Stubs*, website, mobile apps, social media) or sight and sound (digital projectors, 3D, our own ETX format or IMAX); it is the ease of use and the amenities that these innovations bring to guests that will drive sustained profitability in the years ahead. As this transition accelerates, we believe movie exhibition's attraction as an investment will grow.

The Wanda Transaction

On August 30, 2012, Wanda acquired Parent through a merger between Parent and Wanda Film Exhibition Co. Ltd., ("Merger Subsidiary"), a wholly-owned indirect subsidiary of Wanda, whereby Merger Subsidiary merged with and into Parent with Parent continuing as the surviving corporation and as a wholly-owned indirect subsidiary of Wanda (the "Merger"). Prior to the Merger, Parent was owned by J.P. Morgan Partners, LLC and certain related investment funds ("JPMP"), Apollo Management, L.P. and certain related investment funds ("Apollo"), affiliates of Bain Capital Partners ("Bain"), The Carlyle Group ("Carlyle") and Spectrum Equity Investors ("Spectrum") (collectively, the "Former Sponsors").

The Reclassification

Prior to consummating this offering, we intend to reclassify each share of Parent's existing Class A common stock and Class N common stock. Pursuant to the reclassification, each holder of shares of existing Class A common stock will receive shares of Class B common stock for one share of existing Class A common stock, and each holder of shares of Class N common stock will receive shares of new Class A common stock for one share of Class N common stock. The transactions described in this paragraph are referred to in this prospectus as the "Reclassification."

Currently, Parent is owned by an indirect, wholly owned subsidiary of Wanda and by certain members of management as follows: Wanda (99.88%) and members of management (0.12%). After giving effect to the Reclassification and this offering, Wanda will hold shares of our Class B common stock, representing approximately % of our outstanding common stock and % of the combined voting power of our outstanding common stock, and will have the power to control our affairs and policies including with respect to the election of directors (and, through the election of directors, the appointment of management), the entering into of mergers, sales of substantially all of our assets and other extraordinary transactions.

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Risk Factors

Our business is subject to numerous risks, as discussed more fully in the section entitled "Risk Factors" beginning on page 20 of this prospectus, which you should read in its entirety. In particular:

- We have no control over distributors of the films and our business may be adversely affected if our access to motion pictures is limited or delayed;
- We depend on motion picture production and performance;
- Our substantial debt could adversely affect our operations and prevent us from satisfying those debt obligations;
- Limitations on the availability of capital may prevent deployment of strategic initiatives;
- We have had significant financial losses in previous years;
- We may be limited in our ability to utilize, or may not be able to utilize, net operating loss carryforwards to reduce our future tax liability;
- We are subject, at times, to intense competition;
- An increase in the use of alternative film delivery methods or other forms of entertainment may drive down our attendance and limit our ticket prices;
- Our results of operations may be impacted by shrinking video release windows; and
- The agreements governing our indebtedness contain covenants that may limit our ability to take advantage of certain business opportunities advantageous to us.

Corporate Information

We are a Delaware corporation. Our principal executive offices are located at One AMC Way, 11500 Ash Street, Leawood, Kansas 66211. The telephone number of our principal executive offices is (913) 213-2000. We maintain a website at www.amctheatres.com, on which we will post our key corporate governance documents, including our board committee charters and our code of ethics. We do not incorporate the information on our website into this prospectus and you should not consider any information on, or that can be accessed through, our website as part of this prospectus.

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The Offering

Class A common stock offered by us	Shares
Class A common stock to be outstanding immediately after this offering	Shares
Class B common stock to be outstanding immediately after this offering	Shares
Option to purchase additional shares	We have granted to the underwriters a 30-day option to purchase up to additional shares of our Class A common stock from us at the initial public offering price less underwriting discounts and commissions.
Common stock voting rights	Upon consummation of this offering, the holders of our Class A common stock will be entitled to one vote per share, and the holders of our Class B common stock will be entitled to three votes per share. Each share of Class B common stock may be converted into one share of Class A common stock at the option of the holder. If, on the record date for any meeting of the stockholders, the number of shares of Class B common stock then outstanding is less than 30% of the aggregate number of shares of Class A common stock and Class B common stock outstanding, then each share of Class B common stock will automatically convert into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, except for certain transfers to other holders of Class B common stock or their affiliates or to certain unrelated third parties as described under "Description of Capital Stock Conversion and Restrictions on Transfer." Holders of Class A common stock and Class B common stock will vote together as a single class on all matters unless otherwise required by law. Upon consummation of this offering, assuming no exercise of the underwriters' option to purchase additional shares, (1) holders of Class A common stock will hold approximately % of the combined voting power of our outstanding common stock and approximately % of our total equity ownership and (2) holders of Class B common stock will hold approximately % of the combined voting power of our outstanding common stock and approximately % of our total equity ownership.

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	If the underwriters exercise their option to purchase additional shares of Class A common stock in full, (1) holders of Class A common stock will hold approximately % of the combined voting power of our outstanding common stock and approximately % of our total equity ownership and (2) holders of Class B common stock will hold approximately % of the combined voting power of our outstanding common stock and approximately % of our total equity ownership. See "Description of Capital Stock Voting Rights."
	The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion applicable to the Class B common stock. See "Description of Capital Stock Common Stock" for a description of the material terms of our common stock.
Dividend policy	We intend to pay cash dividends commencing from the closing date of this offering. We expect that our first dividend will be with respect to the quarter of fiscal 20 . The declaration and payment of future dividends to holders of our common stock will be at the sole discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, legal requirements, restrictions in our senior secured credit facility and the indentures governing our debt securities and other factors our board of directors deem relevant. See "Risk Factors We may not generate sufficient cash flows or have sufficient restricted payment capacity under our senior secured credit facility or the indentures governing our debt securities to pay our intended dividends on the common stock," and "Dividend Policy."
Use of proceeds	We estimate that our net proceeds from this offering without exercise of the underwriters' option to purchase additional shares will be approximately $ million after deducting the estimated underwriting discounts and commissions and expenses, assuming the shares are offered at $ per Class A share, which represents the midpoint of the range set forth on the front cover of this prospectus. We intend to use the net proceeds to us for general corporate purposes, which may include, among other things, capital expenditures and retirement of outstanding debt.
Proposed national securities exchange trading symbol	"AMC"

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Unless otherwise stated herein, the information in this prospectus (other than our historical financial statements and historical financial data) assumes that:

- the Reclassification has been completed;
- the underwriters have not exercised their option to purchase up to additional shares of Class A common stock from us;
- the initial offering price is $ per share, the midpoint of the range set forth on the cover page of this prospectus; and
- our amended and restated certificate of incorporation and amended and restated bylaws are in effect, pursuant to which the provisions described under "Description of Capital Stock" will become operative.

In the Reclassification, each holder of shares of existing Class A common stock will receive shares of Class B common stock for one share of existing Class A common stock, and each holder of shares of Class N common stock will receive shares of new Class A common stock for one share of Class N common stock. The number of shares of common stock to be outstanding after completion of this offering is based on shares of our common stock to be sold in this offering and, except where we state otherwise, the common stock information we present in this prospectus excludes shares of common stock we will reserve for future issuance under our equity incentive plan.

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Summary Historical and Unaudited Financial and Operating Data

The following summary historical financial and operating data sets forth our historical financial and operating data for the twelve and six months ended June 30, 2013 and the 26 weeks ended June 28, 2012, for the Predecessor period from March 30, 2012 to August 30, 2012, for the Successor period from August 31, 2012 to December 31, 2012 and for the fiscal years ended March 29, 2012 and March 31, 2011 and have been derived from our Consolidated Financial Statements and related notes for such periods included elsewhere in this prospectus. The historical financial data set forth below is qualified in its entirety by reference to our Consolidated Financial Statements and the notes thereto included elsewhere in this prospectus.

In connection with the change of control due to the Merger, our assets and liabilities were adjusted to fair value on the closing date of the Merger by application of "push down" accounting. As a result of the application of "push down" accounting in connection with the Merger, our financial statement presentations herein distinguish between a predecessor period for periods prior to the Merger ("Predecessor"), and a successor period for periods subsequent to the Merger ("Successor"). The Successor applied "push down" accounting and its financial statements reflect a new basis of accounting that is based on the fair value of assets acquired and liabilities assumed as of the Merger date. The Consolidated Financial Statements presented herein are those of Successor from its inception on August 31, 2012 through June 30, 2013, and those of Predecessor for all periods prior to the Merger date. As a result of the application of "push down" accounting at the time of the Merger, the financial statements for the Predecessor period and for the Successor period are presented on different bases and are, therefore, not comparable. For additional information about the Merger, see the notes to our audited Consolidated Financial Statements for the period ended December 31, 2012 and our unaudited Consolidated Financial Statements for the six months ended June 30, 2013 included elsewhere in this prospectus.

The summary historical financial and operating data presented below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical consolidated financial statements, including the notes thereto, included in this prospectus.

	Twelve Months Ended June 30, 2013(1)	Six Months Ended June 30, 2013	Twenty-six Weeks Ended June 28, 2012	From Inception August 31, 2012 through December 31, 2012	March 30, 2012 through August 30, 2012(2)	52 Weeks Ended March 29, 2012	52 Weeks Ended March 31, 2011
		(Successor)	(Predecessor)	(Successor)	(Predecessor)	(Predecessor)	(Predecessor)
	(Unaudited)	(Unaudited)	(Unaudited)				
	(in thousands, except per share and operating data)						
Statement of Operations Data:							
Total revenues	$ 2,687,660	$ 1,340,467	$ 1,306,814	$ 811,492	$ 1,206,072	$ 2,521,977	$ 2,362,538
Operating Costs and Expenses:							
Cost of operations	1,775,574	881,896	855,218	552,540	781,193	1,706,418	1,631,497
Rent	447,762	227,348	222,765	143,374	189,086	445,326	451,874
General and administrative:							
Merger, acquisition and transactions costs	7,213	1,653	4,476	3,366	4,417	3,958	16,838
Management fee	1,250		2,500		2,500	5,000	5,000
Other	74,155	33,347	30,946	29,110	27,023	51,495	58,157
Depreciation and amortization	203,102	98,832	105,181	71,633	80,971	212,817	211,444
Impairment of long-lived assets			285			285	12,779
Operating costs and expenses	2,509,056	1,243,076	1,221,371	800,023	1,085,190	2,425,299	2,387,589
Operating income (loss)	$ 178,604	$ 97,391	$ 85,443	$ 11,469	$ 120,882	$ 96,678	$ (25,051)
Other (income) expense	594	(294)	1,657	49	960	1,965	42,687
Interest expense	146,750	70,791	85,011	47,132	70,004	178,127	183,657
Equity in (earnings) loss of non-consolidated entities	(20,132)	(23,820)	(19,448)	2,480	(7,545)	(12,559)	(17,178)

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	Twelve Months Ended June 30, 2013(1)	Six Months Ended June 30, 2013	Twenty-six Weeks Ended June 28, 2012	From Inception August 31, 2012 through December 31, 2012	March 30, 2012 through August 30, 2012(2)	52 Weeks Ended March 29, 2012	52 Weeks Ended March 31, 2011
		(Successor)	(Predecessor)	(Successor)	(Predecessor)	(Predecessor)	(Predecessor)
	(Unaudited)	(Unaudited)	(Unaudited)				
	(in thousands, except per share and operating data)						
Gain on NCM transactions							(64,441)
Investment (income) expense	(3,062)	(3,337)	(51)	290	(41)	17,619	(484)
Earnings (loss) from continuing operations before income taxes	54,454	54,051	18,274	(38,482)	57,504	(88,474)	(169,292)
Income tax provision (benefit)	13,030	12,950	905	(2,020)	2,500	2,015	1,950
Earnings (loss) from continuing operations	$ 41,424	$ 41,101	$ 17,369	$ (36,462)	$ 55,004	$ (90,489)	$ (171,242)
Basic earnings (loss) from continuing operations per share		$ 26.78	$ 13.58	$ (24.08)	$ 43.00	$ (70.74)	$ (133.90)
Diluted earnings (loss) from continuing operations per share		$ 26.78	$ 13.47	$ (24.08)	$ 42.74	$ (70.74)	$ (133.90)
Average shares outstanding:							
Basic		1,534.92	1,279.14	1,514.48	1,279.14	1,279.14	1,278.92
Diluted		1,534.92	1,289.30	1,514.48	1,286.81	1,279.14	1,278.92
Balance Sheet Data (at period end):							
Cash and equivalents	$ 136,307			$ 133,071		$ 277,605	$ 417,408
Corporate borrowings, including current portion	2,080,787			2,078,675		2,146,534	2,312,108
Other long-term liabilities	447,066			426,468		426,829	432,439
Capital and financing lease obligations, including current portion	119,581			122,645		62,220	65,675
Stockholders' equity	827,531			774,105		157,601	265,949
Total assets	4,349,076			4,272,675		3,640,267	3,855,954
Other Data:							
Net cash provided by (used in) operating activities	$ 262,989	$ 133,504	$ 20,953	$ 73,892	$ 76,372	$ 137,029	$ (16,168)
Adjusted EBITDA(3)	436,538	216,863	218,651	104,369	222,846	370,099	315,837
Theatre Level Adjusted EBITDA(4)	491,477	240,307	243,927	128,106	248,547	403,213	347,941
NCM cash distributions received	28,759	12,425	12,994	10,176	6,667	31,523	35,502
Capital expenditures	(198,515)	(104,695)	(73,346)	(72,774)	(40,116)	(139,359)	(129,347)
Growth capital expenditures(5)	(115,487)	(68,144)	(18,158)	(34,782)	(15,794)	(27,547)	(35,774)
Landlord contributions(6)	13,566	8,897	3,200	4,169	2,000	3,200	4,000
Net rewards accumulated under AMC Stubs:							
Admissions	(5,295)	(4,171)	(7,383)	(382)	(4,146)	(16,752)	
Concessions	(31,284)	(15,286)	(19,866)	(9,522)	(16,385)	(32,209)	
Operating Data (at period end):							
Screen additions	35			22	13	26	55
Screen acquisitions	191	25		166			960
Screen dispositions	75	29	35	19	62	120	400
Average screens continuing operations(7)	4,791	4,855	4,770	4,732	4,742	4,811	4,920
Number of screens operated	4,937	4,937	4,833	4,988	4,819	4,868	4,962
Number of theatres operated	343	343	336	344	333	338	352
Screens per theatre	14.4	14.4	14.4	14.5	14.5	14.4	14.1
Attendance (in thousands) continuing operations(7)	198,016	96,977	97,995	60,336	90,616	194,205	188,810

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(1) The statement of operations data for the twelve months ended June 30, 2013, which are unaudited, have been calculated by subtracting the data for the twenty-six weeks ended June 28, 2012 from the data for the calendar year 2012 included elsewhere in this prospectus, and adding the data for the six

months ended June 30, 2013. This presentation is not in accordance with GAAP. We believe that this presentation provides useful information to investors regarding our recent financial performance and we view this presentation of the four most recently completed quarters as a key measurement period for investors to assess our historical results. This presentation has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP.

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(2)

On November 15, 2012, we announced that we changed our fiscal year to a calendar year so that the calendar year shall begin on January 1st and end on December 31st of each year. Prior to the change, fiscal years refer to the fifty-two weeks, and in some cases fifty-three weeks, ending on the Thursday closest to the last day of March.

(3)

We present Adjusted EBITDA as a supplemental measure of our performance. We define Adjusted EBITDA as earnings (loss) from continuing operations plus (i) income tax provisions (benefit), (ii) interest expense and (iii) depreciation and amortization, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance and to include any cash distributions of earnings from our equity method investees. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Set forth below is a reconciliation of Adjusted EBITDA to earnings (loss) from continuing operations, our most comparable GAAP measure:

	Twelve Months Ended June 30, 2013	Six Months Ended June 30, 2013 (Successor)	Twenty-six Weeks Ended June 28, 2012 (Predecessor)	From Inception August 31, 2012 through December 31, 2012 (Successor)	March 30, 2012 through August 30, 2012 (Predecessor)	52 Weeks Ended March 29, 2012 (Predecessor)	52 Weeks Ended March 31, 2011 (Predecessor)
	(in thousands)						
Earnings (loss) from continuing operations	$ 41,424	$ 41,101	$ 17,369	$ (36,462)	$ 55,004	$ (90,489)	$ (171,242)
Plus:							
Income tax provision (benefit)	13,030	12,950	905	(2,020)	2,500	2,015	1,950
Interest expense	146,750	70,791	85,011	47,132	70,004	178,127	183,657
Depreciation and amortization	203,102	98,832	105,181	71,633	80,971	212,817	211,444
Impairment of long-lived assets			285			285	12,779
Certain operating expenses(a)	16,292	6,354	6,758	7,675	5,858	16,275	57,267
Equity in (earnings) losses of non-consolidated entities	(20,132)	(23,820)	(19,448)	2,480	(7,545)	(12,559)	(17,178)
Cash distributions from non-consolidated entities(b)	29,347	12,579	13,026	10,226	7,051	33,112	35,893
Gain on NCM transactions							(64,441)
Investment (income) expense	(3,062)	(3,337)	(51)	290	(41)	17,619	(484)
Other (income) expense(c)	985	(240)	1,657	49	1,297	1,977	42,828
General and administrative expense unallocated:							
Merger, acquisition and transaction costs	7,213	1,653	4,476	3,366	4,417	3,958	16,838
Management fee	1,250		2,500		2,500	5,000	5,000
Stock-based compensation expense	339		982		830	1,962	1,526
Adjusted EBITDA(d)	$ 436,538	$ 216,863	$ 218,651	$ 104,369	$ 222,846	$ 370,099	$ 315,837

(a)

Amounts represent preopening expense, theatre and other closure expense (income), deferred digital equipment rent expense and disposition of assets and other gains included in operating expenses.

(b)

Effective July 1, 2011, cash distributions from non-consolidated entities were included in our Adjusted EBITDA presentation with conforming reclassification made for the current and prior year presentation. The presentation reclassification reflects how our management evaluates our Adjusted EBITDA performance and is generally consistent with treatment in our various debt covenant calculations.

(c)

Other expense for the 52 weeks ended March 31, 2011 is comprised of the loss on extinguishment of indebtedness related to the redemption of our 12% Senior Discount Notes due 2014 ("Discount Notes due 2014") of $14.8 million, our 11% Senior Subordinated Notes due 2016 ("Notes due 2016") of $24.3 million and expense related to the modification of the former senior secured credit facility of $3.7 million.

(d)

The additional four days included in the Transition Period contributed approximately $25.0 million in Adjusted EBITDA. The acquisition of Kerasotes contributed approximately $34.6 million during the fifty-two weeks ended March 29, 2012 in Adjusted EBITDA compared to $31.6 million during the forty-four week period of May 24, 2010 to March 31, 2011.

Adjusted EBITDA is a non-GAAP financial measure commonly used in our industry and should not be construed as an alternative to net earnings (loss) as an indicator of operating performance or as an alternative to cash flow provided by operating activities as a measure of liquidity (as determined in accordance with GAAP). Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. We have included Adjusted EBITDA because we believe it provides management and investors with additional information to measure our performance and liquidity, estimate our value and evaluate our ability to service debt.

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Adjusted EBITDA has important limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. For example, Adjusted EBITDA:

does not reflect our capital expenditures, future requirements for capital expenditures or contractual commitments;

does not reflect changes in, or cash requirements for, our working capital needs;

does not reflect the significant interest expenses, or the cash requirements necessary to service interest or principal payments, on our debt;

excludes tax payments that represent a reduction in cash available to us;

does not reflect any cash requirements for the assets being depreciated and amortized that may have to be replaced in the future; and

does not reflect management fees that were paid to the Former Sponsors.

(4)

We present Theatre Level Adjusted EBITDA as a supplemental measure of our performance which we believe provides management and investors with additional information to measure the performance of our theatres, individually and as an entirety, including the impact of our growth capital expenditures and landlord contributions on their operating results. We define Theatre Level Adjusted EBITDA as Adjusted EBITDA minus (i) cash distributions from non-consolidated entities, (ii) stock based compensation expense included in general and administrative other, (iii) deferred rent and (iv) capital lease expense, and plus (i) general and administrative expense other and (ii) theatre service expense, as shown in the table below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Theatre Level Adjusted EBITDA, you should be aware that in the future we may incur income and expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Theatre Level Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Set forth below is a reconciliation of Theatre Level Adjusted EBITDA to Adjusted EBITDA:

	Twelve Months Ended June 30, 2013	Six Months Ended June 30, 2013	Twenty-six Weeks Ended June 28, 2012	From Inception August 31, 2012 through December 31, 2012	March 30, 2012 through August 30, 2012	52 Weeks Ended March 29, 2012	52 Weeks Ended March 31, 2011
		(Successor)	(Predecessor)	(Successor)	(Predecessor)	(Predecessor)	(Predecessor)
				(in thousands)			
Adjusted EBITDA	$ 436,538	$ 216,863	$ 218,651	$ 104,369	$ 222,846	$ 370,099	$ 315,837
Add/(Subtract):							
Cash distributions from non-consolidated entities	(29,347)	(12,579)	(13,026)	(10,226)	(7,051)	(33,112)	(35,893)
Stock-based compensation expense	(339)		(982)		(830)	(1,962)	(1,526)
General and administrative expense other	74,155	33,347	30,946	29,110	27,023	51,495	58,157
Theatre service expense	35,910	17,686	17,119	12,325	13,684	33,505	26,520
Deferred rent	(12,854)	(6,638)	(4,294)	(4,724)	(3,437)	(7,422)	(4,761)
Capital lease expense	(12,586)	(8,372)	(4,487)	(2,748)	(3,688)	(9,390)	(10,393)
Theatre Level Adjusted EBITDA	$ 491,477	$ 240,307	$ 243,927	$ 128,106	$ 248,547	$ 403,213	$ 347,941

(5)

Growth capital expenditures are our gross cash investments before landlord contributions to enhance Sight & Sound, Food & Beverage and Comfort & Convenience for our customers. Growth capital expenditures are part of our total capital expenditures and exclude expenditures for maintenance and other recurring items.

(6) Landlord contributions are amounts received from our landlords for theatres undergoing transformation to enhance Sight & Sound, Food & Beverage or Comfort & Convenience for our customers. Amounts received from landlords are recorded as deferred rent and are amortized as a reduction to rent expense over the base term of the lease agreement.

(7) Includes consolidated theatres only.

RISK FACTORS

Before you decide to purchase shares of our Class A common stock, you should understand the high degree of risk involved. You should consider carefully the following risks and other information in this prospectus, including our pro forma and historical financial statements and related notes. If any of the following risks actually occur, our business, financial condition and operating results could be adversely affected. As a result, the trading price of our Class A common stock could decline, perhaps significantly.

Risks Related to Our Industry and Our Business

We have no control over distributors of the films and our business may be adversely affected if our access to motion pictures is limited or delayed.

We rely on distributors of motion pictures, over whom we have no control, for the films that we exhibit. Major motion picture distributors are required by law to offer and license film to exhibitors, including us, on a film-by-film and theatre-by-theatre basis. Consequently, we cannot assure ourselves of a supply of motion pictures by entering into long-term arrangements with major distributors, but must compete for our licenses on a film-by-film and theatre-by-theatre basis. Our business depends on maintaining good relations with these distributors, as this affects our ability to negotiate commercially favorable licensing terms for first-run films or to obtain licenses at all. With only 7 distributors representing approximately 90% of the U.S. box office in 2012, there is a high level of concentration in the industry. Our business may be adversely affected if our access to motion pictures is limited or delayed because of deterioration in our relationships with one or more distributors or for some other reason. To the extent that we are unable to license a popular film for exhibition in our theatres, our operating results may be adversely affected.

We depend on motion picture production and performance.

Our ability to operate successfully depends upon the availability, diversity and appeal of motion pictures, our ability to license motion pictures and the performance of such motion pictures in our markets. The most attended films are usually released during the summer and the calendar year-end holidays, making our business highly seasonal. We license first-run motion pictures, the success of which has increasingly depended on the marketing efforts of the major motion picture studios. Poor performance of, or any disruption in the production of these motion pictures (including by reason of a strike or lack of adequate financing), or a reduction in the marketing efforts of the major motion picture studios, could hurt our business and results of operations. Conversely, the successful performance of these motion pictures, particularly the sustained success of any one motion picture, or an increase in effective marketing efforts of the major motion picture studios, may generate positive results for our business and operations in a specific fiscal quarter or year that may not necessarily be indicative of, or comparable to, future results of operations. As movie studios rely on a smaller number of higher grossing "tent pole" films there may be increased pressure for higher film licensing fees. In addition, a change in the type and breadth of movies offered by motion picture studios may adversely affect the demographic base of moviegoers.

Our substantial debt could adversely affect our operations and prevent us from satisfying those debt obligations.

We have a significant amount of debt. As of June 30, 2013, we had outstanding $2,200.4 million of indebtedness ($2,092.7 million face amount), which consisted of $771.2 million under our senior secured credit facility ($773.1 million face amount), $651.3 million of our senior notes ($600 million face amount), $658.3 million of our existing subordinated notes ($600.0 million face amount) and $119.6 million of existing capital and financing lease obligations, and up to $150.0 million would have been available for borrowing as additional senior debt under our senior secured credit facility. As of

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June 30, 2013, we also had approximately $3.6 billion of undiscounted rental payments under operating leases (with initial base terms generally between 15 to 20 years).

The amount of our indebtedness and lease and other financial obligations could have important consequences to you. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to obtain additional financing in the future for working capital, capital expenditures, dividend payments, acquisitions, general corporate purposes or other purposes;
- require us to dedicate a substantial portion of our cash flow from operations to the payment of lease rentals and principal and interest on our indebtedness, thereby reducing the funds available to us for operations and any future business opportunities;
- limit our planning flexibility for, or ability to react to, changes in our business and the industry; and
- place us at a competitive disadvantage with competitors who may have less indebtedness and other obligations or greater access to financing.

If we fail to make any required payment under our senior secured credit facility or to comply with any of the financial and operating covenants contained therein, we would be in default. Lenders under our senior secured credit facility could then vote to accelerate the maturity of the indebtedness under the senior secured credit facility and foreclose upon the stock and personal property of our subsidiaries that is pledged to secure the senior secured credit facility. Other creditors might then accelerate other indebtedness. If the lenders under the senior secured credit facility accelerate the maturity of the indebtedness thereunder, we might not have sufficient assets to satisfy our obligations under the senior secured credit facility or our other indebtedness. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources."

Our indebtedness under our senior secured credit facility bears interest at rates that fluctuate with changes in certain prevailing interest rates (although, subject to certain conditions, such rates may be fixed for certain periods). If interest rates increase, we may be unable to meet our debt service obligations under our senior secured credit facility and other indebtedness.

Limitations on the availability of capital may prevent deployment of strategic initiatives.

Our key strategic initiatives, including recliner re-seats, enhanced food & beverage and premium sight & sound, require significant capital expenditures to implement. Our net capital expenditures aggregated approximately $104.7 million for the six months ended June 30, 2013 and $139.4 million for fiscal 2012. We estimate that our gross cash outflows for capital expenditures will be approximately $260.0 million to $290.0 million for calendar 2013 and will continue at approximately $240.0 million annually over the next three years. Actual capital expenditures for calendar 2013 may differ materially from our estimates. The lack of available capital resources due to business performance or other financial commitments could prevent or delay the deployment of innovations in our theatres. We may have to seek additional financing or issue additional securities to fully implement our growth strategy. We cannot be certain that we will be able to obtain new financing on favorable terms, or at all. In addition, covenants under our existing indebtedness limit our ability to incur additional indebtedness, and the performance of any additional or improved theatres may not be sufficient to service the related indebtedness that we are permitted to incur.

We have had significant financial losses in previous years.

Prior to fiscal 2007, we had reported net losses in each of the prior nine fiscal years totaling approximately $510.1 million. For fiscal 2007, 2008, 2009, 2010, 2011, 2012, the period March 30, 2012

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through August 30, 2012, and the period August 31, 2012 through December 31, 2012, we reported net earnings (losses) of $116.9 million, $(6.2) million, $(149.0) million, $79.9 million, $(174.3) million, $(94.1) million, $90.2 million, and $(37.2) million, respectively. If we experience losses in the future, we may be unable to meet our payment obligations while attempting to expand our theatre circuit and withstand competitive pressures or adverse economic conditions.

We may be limited in our ability to utilize, or may not be able to utilize, net operating loss carryforwards to reduce our future tax liability.

As of December 31, 2012 we had federal income tax loss carryforward of $671.9 million and state income tax loss carryforward of $544.2 million which will be limited annually due to certain change in ownership provisions of the Internal Revenue Code ("IRC") Section 382. Our federal tax loss carryforwards will begin to expire in 2017 and will completely expire in 2031. Our state tax loss carryforwards may be used over various periods ranging from 1 to 20 years.

We have experienced numerous "ownership changes" within the meaning of Section 382(g) of the Internal Revenue Code of 1986, as amended, including the Merger. These ownership changes have and will continue to subject our tax loss carryforwards to annual limitations which will restrict our ability to use them to offset our taxable income in periods following the ownership changes. In general, the annual use limitation equals the aggregate value of our equity at the time of the ownership change multiplied by a specified tax-exempt interest rate.

We have had significant financial losses in previous years and as a result we currently maintain a full valuation allowance for our deferred tax assets including our federal and state tax loss carryforwards.

We are subject, at times, to intense competition.

Our theatres are subject to varying degrees of competition in the geographic areas in which we operate. Competitors may be national circuits, regional circuits or smaller independent exhibitors. Competition among theatre exhibition companies is often intense with respect to the following factors:

- *Attracting patrons.* The competition for patrons is dependent upon factors such as the availability of popular motion pictures, the location and number of theatres and screens in a market, the comfort and quality of the theatres and pricing. Competitors have built or may be planning to build theatres in certain areas where we operate, which could result in excess capacity and increased competition for patrons.

- *Licensing motion pictures.* We believe that the principal competitive factors with respect to film licensing include licensing terms, number of seats and screens available for a particular picture, revenue potential and the location and condition of an exhibitor's theatres.

- *New sites and acquisitions.* We must compete with exhibitors and others in our efforts to locate and acquire attractive new and existing sites for our theatres. There can be no assurance that we will be able to acquire such new sites or existing theatres at reasonable prices or on favorable terms. Moreover, some of these competitors may be stronger financially than we are. As a result of the foregoing, we may not succeed in acquiring theatres or may have to pay more than we would prefer to make an acquisition.

The theatrical exhibition industry also faces competition from other forms of out-of-home entertainment, such as concerts, amusement parks and sporting events and from other distribution channels for filmed entertainment, such as cable television, pay-per-view and home video systems and from other forms of in-home entertainment.

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An increase in the use of alternative film delivery methods or other forms of entertainment may drive down our attendance and limit our ticket prices.

We compete with other film delivery methods, including network, syndicated cable and satellite television, and DVDs, as well as video-on-demand, pay-per-view services and downloads via the Internet. We also compete for the public's leisure time and disposable income with other forms of entertainment, including sporting events, amusement parks, live music concerts, live theatre and restaurants. An increase in the popularity of these alternative film delivery methods and other forms of entertainment could reduce attendance at our theatres, limit the prices we can charge for admission and materially adversely affect our business and results of operations.

Our results of operations may be impacted by shrinking video release windows.

Over the last decade, the average video release window, which represents the time that elapses from the date of a film's theatrical release to the date a film is available on DVD or similar on demand release, an important downstream market, has decreased from approximately six months to approximately three to four months. If patrons choose to wait for a DVD release rather than attend a theatre for viewing the film, it may adversely impact our business and results of operations, financial condition and cash flows. Within the last two years, several major film studios have tested premium video-on-demand products released in homes approximately 60 days after a movie's theatrical debut, which threatened the length of the release window. We cannot assure you that this release window, which is determined by the film studios, will not shrink further or be eliminated altogether, which could have an adverse impact on our business and results of operations.

The agreements governing our indebtedness contain covenants that may limit our ability to take advantage of certain business opportunities advantageous to us.

The agreements governing our indebtedness contain various covenants that limit our ability to, among other things:

- incur or guarantee additional indebtedness;
- pay dividends or make other distributions to our stockholders;
- make restricted payments;
- incur liens;
- engage in transactions with affiliates; and
- enter into business combinations.

These restrictions could limit our ability to obtain future financing, make acquisitions or needed capital expenditures, withstand economic downturns in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise.

Although the indentures for our notes contain a fixed charge coverage test that limits our ability to incur indebtedness, this limitation is subject to a number of significant exceptions and qualifications. Moreover, the indentures do not impose any limitation on our incurrence of capital or finance lease obligations or liabilities that are not considered "Indebtedness" under the indentures (such as operating leases), nor do they impose any limitation on the amount of liabilities incurred by subsidiaries, if any, that might be designated as "unrestricted subsidiaries," which are subsidiaries that we designate, that are not subject to the restrictive covenants contained in the indentures governing our notes. Furthermore, there are no restrictions in the indentures on our ability to invest in other entities (including unaffiliated entities) and no restrictions on the ability of our subsidiaries to enter into agreements restricting their ability to pay dividends or otherwise transfer funds to us. Also, although

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the indentures limit our ability to make restricted payments, these restrictions are subject to significant exceptions and qualifications.

General political, social and economic conditions can reduce our attendance.

Our success depends on general political, social and economic conditions and the willingness of consumers to spend money at movie theatres. If going to motion pictures becomes less popular or consumers spend less on concessions, which accounted for 28% of our revenues in calendar 2012, our operations could be adversely affected. In addition, our operations could be adversely affected if consumers' discretionary income falls as a result of an economic downturn. Geopolitical events, including the threat of domestic terrorism or cyber attacks, could cause people to avoid our theatres or other public places where large crowds are in attendance. In addition, due to our concentration in certain markets, natural disasters such as hurricanes or earthquakes in those markets could adversely affect our overall results of operations.

We may be reviewed by antitrust authorities in connection with acquisition opportunities that would increase our number of theatres in markets where we have a leading market share.

Given our size and market share, pursuit of acquisition opportunities that would increase the number of our theatres in markets where we have a leading market share would likely result in significant review by the Antitrust Division of the United States Department of Justice and state agencies, and we may be required to dispose of theatres in order to complete such acquisition opportunities. For example, in connection with the acquisition of Kerasotes, we were required to dispose of 11 theatres located in various markets across the United States, including Chicago, Denver and Indianapolis. As a result, we may not be able to succeed in acquiring other exhibition companies or we may have to dispose of a significant number of theatres in key markets in order to complete such acquisitions.

We depend on key personnel for our current and future performance.

Our current and future performance depends to a significant degree upon the retention of our senior management team and other key personnel. The loss or unavailability to us of any member of our senior management team or a key employee could have a material adverse effect on our business, financial condition and results of operations. We cannot assure you that we would be able to locate or employ qualified replacements for senior management or key employees on acceptable terms.

Optimizing our theatre circuit through new construction and the transformation of our existing theatres is subject to delay and unanticipated costs.

The availability of attractive site locations for new theatre construction is subject to various factors that are beyond our control.

These factors include:

- local conditions, such as scarcity of space or increase in demand for real estate, demographic changes and changes in zoning and tax laws; and

- competition for site locations from both theatre companies and other businesses.

We typically require 18 to 24 months in the United States from the time we reach an agreement with a landlord to when a theatre opens.

In addition, the improvement of our existing theatres through our enhanced food and beverage and recliner re-seat initiatives is subject to substantial risks such as difficulty obtaining permits, landlord approvals, and new types of operating licenses (e.g. liquor licenses). We may also experience cost overruns from delays or other unanticipated costs in both new construction and facility improvements. Furthermore, our new sites and transformed locations may not perform to our expectations.

We may not achieve the expected benefits and performance from strategic theatre acquisitions.

In any acquisition, we expect to benefit from cost savings through, for example, the reduction of overhead and theatre level costs, and from revenue enhancements resulting from the acquisition. However, there can be no assurance that we will be able to generate sufficient cash flow from these acquisitions to service any indebtedness incurred to finance such acquisitions or realize any other anticipated benefits. Nor can there be any assurance that our profitability will be improved by any one or more acquisitions. Although we have a long history of successfully integrating acquisitions, any acquisition may involve operating risks, such as:

- the difficulty of assimilating and integrating the acquired operations and personnel into our current business;
- the potential disruption of our ongoing business;
- the diversion of management's attention and other resources;
- the possible inability of management to maintain uniform standards, controls, procedures and policies;
- the risks of entering markets in which we have little or no experience;
- the potential impairment of relationships with employees;
- the possibility that any liabilities we may incur or assume may prove to be more burdensome than anticipated; and
- the possibility that the acquired theatres do not perform as expected.

If our cash flows prove inadequate to service our debt and provide for our other obligations, we may be required to refinance all or a portion of our existing debt or future debt at terms unfavorable to us.

Our ability to make payments on and refinance our debt and other financial obligations and to fund our capital expenditures and acquisitions will depend on our ability to generate substantial operating cash flow. This will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors beyond our control.

In addition, our notes require us to repay or refinance those notes when they come due. If our cash flows were to prove inadequate to meet our debt service, rental and other obligations in the future, we may be required to refinance all or a portion of our existing or future debt, on or before maturity, to sell assets or to obtain additional financing. We cannot assure you that we will be able to refinance any of our indebtedness, including our senior secured credit facility, sell any such assets or obtain additional financing on commercially reasonable terms or at all.

The terms of the agreements governing our indebtedness restrict, but do not prohibit us from incurring additional indebtedness. If we are in compliance with the financial covenants set forth in the senior secured credit facility and our other outstanding debt instruments, we may be able to incur substantial additional indebtedness. If we incur additional indebtedness, the related risks that we face may intensify.

We rely on our information systems to conduct our business, and failure to protect these systems against security breaches could adversely affect our business and results of operations. Additionally, if these systems fail or become unavailable for any significant period of time, our business could be harmed.

The efficient operation of our business is dependent on computer hardware and software systems. Information systems are vulnerable to security breaches by computer hackers and cyber terrorists. We rely on industry accepted security measures and technology to securely maintain confidential and

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proprietary information maintained on our information systems. However, these measures and technology may not adequately prevent security breaches. In addition, the unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could result in decreased performance and increased operating costs, causing our business and results of operations to suffer. Any significant interruption or failure of our information systems or any significant breach of security could adversely affect our business and results of operations.

Our investment in and revenues from National Cinemedia, LLC ("NCM") may be negatively impacted by the competitive environment in which NCM operates.

We have maintained an investment in NCM. NCM's in-theatre advertising operations compete with other cinema advertising companies and other advertising mediums including, most notably, television, newspaper, radio and the Internet. There can be no guarantee that in-theatre advertising will continue to attract major advertisers or that NCM's in-theatre advertising format will be favorably received by the theatre-going public. If NCM is unable to generate expected sales of advertising, it may not maintain the level of profitability we hope to achieve, its results of operations and cash flows may be adversely affected and our investment in and revenues and dividends from NCM may be adversely impacted.

We may suffer future impairment losses and theatre and other closure charges.

The opening of new theatres by us and certain of our competitors has drawn audiences away from some of our older theatres. In addition, demographic changes and competitive pressures have caused some of our theatres to become unprofitable. Since not all theatres are appropriate for our new initiatives, we may have to close certain theatres or recognize impairment losses related to the decrease in value of particular theatres. We review long-lived assets, including intangibles, marketable securities and non-consolidated entities for impairment as part of our annual budgeting process and whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. We recognized non-cash impairment losses in 1996 and in each fiscal year thereafter except for 2005 and the Transition Period. Our impairment losses of long-lived assets from continuing operations over this period aggregated to $298.1 million. Beginning fiscal 1999 through June 30, 2013, we also incurred theatre and other closure expenses, including theatre lease termination charges aggregating approximately $141.6 million. Deterioration in the performance of our theatres could require us to recognize additional impairment losses and close additional theatres, which could have an adverse effect on the results of our operations. We continually monitor the performance of our theatres, and factors such as changing consumer preferences for filmed entertainment in international markets and our inability to sublease vacant retail space could negatively impact operating results and result in future closures, sales, dispositions and significant theatre and other closure charges prior to expiration of underlying lease agreements.

We are subject to substantial government regulation, which could entail significant cost.

We are subject to various federal, state and local laws, regulations and administrative practices affecting our business, and we must comply with provisions regulating health and sanitation standards, equal employment, environmental, and licensing for the sale of food and, in some theatres, alcoholic beverages. Our new theatre openings could be delayed or prevented or our existing theatres could be impacted by difficulties or failures in our ability to obtain or maintain required approvals or licenses. Changes in existing laws or implementation of new laws, regulations and practices could have a significant impact on our business. A significant portion of our theatre level employees are part time workers who are paid at or near the applicable minimum wage in the theatre's jurisdiction. Increases in the minimum wage and implementation of reforms requiring the provision of additional benefits will increase our labor costs.

Our theatres must comply with Title III of the Americans with Disabilities Act of 1990, or ADA. Compliance with the ADA requires that public accommodations "reasonably accommodate" individuals with disabilities and that new construction or alterations made to "commercial facilities" conform to accessibility guidelines unless "structurally impracticable" for new construction or technically infeasible for alterations. Non-compliance with the ADA could result in the imposition of injunctive relief, fines, and an award of damages to private litigants or additional capital expenditures to remedy such noncompliance.

Although AMCE already files certain periodic reports with the Securities and Exchange Commission (the "SEC"), becoming a public company will increase our expenses and administrative burden, in particular to bring our company into compliance with certain provisions of the Sarbanes Oxley Act of 2002 and NYSE rules to which we are not currently subject.

As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, our administrative staff will be required to perform additional tasks. For example, in anticipation of becoming a public company, we will need to create or revise the roles and duties of our board committees, retain a transfer agent and adopt an insider trading policy in compliance with our obligations under the securities laws.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 and related regulations implemented by the SEC and the NYSE, are increasing legal and financial compliance costs and making some activities more time consuming. We are currently evaluating and monitoring developments with respect to these rules and cannot predict or estimate the amount of the additional costs we may incur or the timing of such costs. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee, and qualified executive officers.

Risks Related to This Offering

Future sales of our Class A common stock could cause the market price for our Class A common stock to decline.

Upon consummation of this offering, there will be shares of our Class A common stock outstanding and shares of our Class B common stock outstanding. All shares of Class A common stock sold in this offering will be freely transferable without restriction or further registration under the Securities Act of 1933, as amended (the "Securities Act"). Of the remaining shares of Class A common stock outstanding, will be restricted securities within the meaning of Rule 144 under the Securities Act, but will be eligible for resale subject to applicable volume, manner of sale, holding period and other limitations of Rule 144. We cannot predict the effect, if any, that market sales of shares of our Class A common stock or the availability of shares of our Class A common stock for sale will have on the market price of our Class A common stock prevailing from time to time. Sales of substantial amounts of shares of our Class A common stock in the public market, or the perception that those sales will occur, could cause the market price of our Class A common stock to decline. After giving effect to the Reclassification, Wanda will hold shares of our Class B common stock, all of which constitute "restricted securities" under the Securities Act. Provided the holders comply with the applicable volume limits and other conditions prescribed in Rule 144 under the Securities Act, all of these restricted securities are currently freely tradeable. The SEC adopted revisions to Rule 144 that, among other things, shorten the holding period applicable to restricted securities under certain circumstances from one year to six months.

We, our officers and directors, and certain of our stockholders have agreed that, for a period of days from the date of this prospectus, we and they will not, without the prior written consent of and dispose of or hedge any shares or any securities convertible into or exchangeable for our common stock. and in their sole discretion may release any of the securities subject to these lock-up agreements at any time, which, in the case of officers and directors, shall be with notice. Following the expiration of the applicable lock-up period, all these shares of our common stock will be eligible for future sale, subject to the applicable volume, manner of sale, holding period and other limitations of Rule 144. See "Shares Eligible for Future Sale" for a discussion of the shares of common stock that may be sold into the public market in the future, including common stock held by Wanda.

Our stock price may be volatile and may decline substantially from the initial offering price.

Immediately prior to this offering, there has been no public market for our Class A common stock, and an active trading market for our Class A common stock may not develop or continue upon completion of the offering. The initial public offering price will be determined by negotiations between us and the representatives of the underwriters and may not be indicative of the price at which our Class A common stock will trade after the offering.

The stock market in general has experienced extreme price and volume fluctuations in recent years. These broad market fluctuations may adversely affect the market price of our Class A common stock, regardless of our actual operating performance. You may be unable to resell your shares at or above the public offering price because of a number of factors, including:

- actual or anticipated quarterly fluctuations in our operating results;
- changes in expectations of future financial performance or changes in estimates of securities analysts;
- changes in the market valuations of other companies;
- announcements relating to actions of other media companies, strategic relationships, acquisitions or industry consolidation;
- terrorist acts or wars; and
- general economic, market and political conditions including those not related to our business.

We may not generate sufficient cash flows or have sufficient restricted payment capacity under our senior secured credit facility or the indentures governing our debt securities to pay our intended dividends on our Class A common stock.

Following this offering, and subject to legally available funds, we intend to pay quarterly cash dividends, commencing from the closing date of this offering. We expect that our first dividend will be with respect to the quarter of 20 . We are a holding company and will have no direct operations. We will only be able to pay dividends from our available cash on hand and funds received from our subsidiaries. Our subsidiaries' ability to make distributions to us will depend on their ability to generate substantial operating cash flow. Our ability to pay dividends to our stockholders will be subject to the terms of our senior secured credit facility and the indentures governing the outstanding notes. Our operating cash flow and ability to comply with restricted payments covenants in our debt instruments will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors beyond our control. In addition, dividend payments are not mandatory or guaranteed, and our board of directors may never declare a dividend, decrease the level of dividends or entirely discontinue the payment of dividends. Your decision whether to purchase shares of our Class A common stock should allow for the possibility that no dividends will be paid. You may not receive any dividends as a result of the following additional factors, among others:

- the agreements governing our indebtedness contain covenants that may limit our ability to take advantage of certain business opportunities advantageous to us that may arise;
- we are not legally or contractually required to pay dividends;
- while we currently intend to pay a regular quarterly dividend, this policy could be modified or revoked at any time;
- even if we do not modify or revoke our dividend policy, the actual amount of dividends distributed and the decision to make any distribution is entirely at the discretion of our board of directors and future dividends with respect to shares of our capital stock, if any, will depend on, among other things, our results of operations, cash requirements, financial condition, business opportunities, provisions of applicable law and other factors that our board of directors may deem relevant;
- the amount of dividends distributed is and will be subject to contractual restrictions under the restrictive payment covenants contained in:
  - the indentures governing our debt securities,
  - the terms of our senior secured credit facility, and
  - the terms of any other outstanding indebtedness incurred by us or any of our subsidiaries after the completion of this offering;
- the amount of dividends distributed is subject to state law restrictions; and
- our stockholders have no contractual or other legal right to dividends.

The maximum amount we would be permitted to distribute in compliance with our senior secured credit facility and the indentures governing our debt securities on a pro forma basis was approximately $ million as of June 30, 2013. As a result of the foregoing limitations on our ability to make distributions, we cannot assure you that we will be able to make all of our intended quarterly dividend payments.

We have elected to take advantage of the "controlled company" exemption to the corporate governance rules for publicly-listed companies, which could make our Class A common stock less attractive to some investors or otherwise harm our stock price.

Because we qualify as a "controlled company" under the corporate governance rules for publicly-listed companies, we are not required to have a majority of our board of directors be independent, nor are we required to have a compensation committee or an independent nominating function. In light of our status as a controlled company, our board of directors has determined not to have a majority of our board of directors be independent, have a compensation committee composed solely of independent directors or have an independent nominating function and has chosen to have the full board of directors be directly responsible for nominating members of our board. Accordingly, should the interests of Wanda, as our controlling stockholder, differ from those of other stockholders, the

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other stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance rules for publicly-listed companies. Our status as a controlled company could make our Class A common stock less attractive to some investors or otherwise harm our stock price.

Our controlling shareholder's interests may not be aligned with our public stockholders'.

Our Class B common stock has three votes per share, and our Class A common stock, which is the stock we are offering in our initial public offering, has one vote per share. Upon completion of this offering, Wanda will own approximately shares of Class B common stock, or % of our outstanding common stock, representing approximately % of the voting power of our outstanding common stock (representing approximately % of our outstanding common stock and approximately % of the voting power of our outstanding common stock, if the underwriters exercise their option to purchase additional shares in full). As such, Wanda will have significant influence over our reporting and corporate management and affairs, and, because of the three-to-one voting ratio between our Class B and Class A common stock, Wanda will continue to control a majority of the combined voting power of our common stock and therefore be able to control all matters submitted to our stockholders for approval (including election of directors and approval of significant corporate transactions, such as mergers) so long as the shares of Class B common stock owned by Wanda and its permitted transferees represent at least % of all outstanding shares of our Class A and Class B common stock.

The supervoting rights of our Class B common stock and other anti-takeover protections in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage or prevent a takeover of our company, even if an acquisition would be beneficial to our stockholders.

Provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as amended, as well as provisions of the Delaware General Corporation Law (the "DGCL") and the supermajority rights of our Class B common stockholder, could delay or make it more difficult to remove incumbent directors or for a third party to acquire us, even if a takeover would benefit our stockholders. These provisions include:

- a dual class common stock structure, which provides Wanda with the ability to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding Class A and Class B common stock;
- a classified board of directors;
- the sole power of a majority of the board of directors to fix the number of directors;
- limitations on the removal of directors;
- the sole power of the board of directors or Wanda, in the case of a vacancy of a Wanda board designee, to fill any vacancy on the board of directors, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;
- the ability of our board of directors to designate one or more series of preferred stock and issue shares of preferred stock without stockholder approval; and
- the inability of stockholders to call special meetings.

Our issuance of shares of preferred stock could delay or prevent a change of control of our company. Our board of directors has the authority to cause us to issue, without any further vote or action by the stockholders, up to shares of preferred stock, par value $0.01 per share, in one or more series, to designate the number of shares constituting any series, and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series. The issuance of

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shares of preferred stock may have the effect of delaying, deferring or preventing a change in control of our company without further action by the stockholders, even where stockholders are offered a premium for their shares.

Our incorporation under Delaware law, the ability of our board of directors to create and issue a new series of preferred stock or a stockholder rights plan and certain other provisions of our amended and restated certificate of incorporation and amended and restated bylaws could impede a merger, takeover or other business combination involving Parent or the replacement of our management or discourage a potential investor from making a tender offer for our Class A common stock, which, under certain circumstances, could reduce the market value of our Class A common stock. See "Description of Capital Stock."

The distributions we pay on our Class A common stock may not qualify as dividends for U.S. federal income tax purposes, which could adversely affect the U.S. federal income tax consequences to you of owning our Class A common stock.

For U.S. federal income tax purposes, a distribution that we pay on a share of our Class A common stock will be treated as a dividend only to the extent the distribution is paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes (which we refer to as "Tax E&P").

We had no accumulated Tax E&P as of June 30, 2012. Furthermore, we do not anticipate any Tax E&P for the current year, and our ability to generate Tax E&P in any future year is subject to a number of variables that are uncertain and difficult to predict.

To the extent that our Tax E&P is insufficient and distributions we pay on a share of our Class A common stock are not treated as dividends for U.S. federal income tax purposes, if you are a domestic corporation, you will not be entitled to claim a "dividends-received" deduction, which generally applies to dividends received from other domestic corporations. In addition, if all or any portion of a distribution that you receive on a share of our Class A common stock is not treated as a dividend for U.S. federal income tax purposes, you (whether or not a domestic corporation) will be required (i) to reduce your tax basis in that share, but not below zero, to the extent that the distribution is not treated as a dividend for U.S. federal income tax purposes, and, on a subsequent taxable disposition of your share, you will recognize a greater amount of gain (or a lower amount of loss) than you otherwise would have recognized if the distribution had been treated entirely as a dividend for U.S. federal income tax purposes or (ii) once your tax basis is reduced to zero, recognize gain immediately, which gain, in either case, may be subject to tax at a higher rate than applies to dividends. In the case of a domestic corporation, any such gain will effectively be taxed at the full ordinary tax rate (instead of the lower effective rate applicable to dividend income by reason of the dividends-received deduction).

Prospective foreign investors should see "Material U.S. Federal Income Tax Considerations to Non-U.S. Holders" for a more detailed description of the material U.S. federal income tax consequences of the ownership and disposition of shares of our Class A common stock to such investors.

We may apply the proceeds of this offering to uses that do not improve our operating results or increase the value of your investment.

We intend to use the net proceeds from this offering for general corporate purposes, which may include, among other things, capital expenditures and debt service. However, we do not have more specific plans for the net proceeds from this offering and will have broad discretion in how we use the net proceeds of this offering. These proceeds could be applied in ways that do not improve our operating results or increase the value of your investment.

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Our issuance of preferred stock could dilute the voting power of the common stockholders.

The issuance of shares of preferred stock with voting rights may adversely affect the voting power of the holders of our other classes of voting stock either by diluting the voting power of our other classes of voting stock if they vote together as a single class, or by giving the holders of any such preferred stock the right to block an action on which they have a separate class vote even if the action were approved by the holders of our other classes of voting stock.

Our issuance of preferred stock could adversely affect the market value of our Class A common stock.

The issuance of shares of preferred stock with dividend or conversion rights, liquidation preferences or other economic terms favorable to the holders of preferred stock could adversely affect the market price for our Class A common stock by making an investment in the common stock less attractive. For example, investors in the common stock may not wish to purchase Class A common stock at a price above the conversion price of a series of convertible preferred stock because the holders of the preferred stock would effectively be entitled to purchase Class A common stock at the lower conversion price causing economic dilution to the holders of Class A common stock.

If we raise additional capital through the issuance of new equity securities at a price lower than the initial public offering price, you will incur dilution.

If we raise additional capital through the issuance of new equity securities at a lower price than the initial public offering price, you will be subject to dilution which could cause you to lose all or a portion of your investment. If we are unable to access the public markets in the future, or if our performance prospects decrease, we may need to consummate a private placement or public offering of our common stock at a lower price than the initial public offering price.

As a result of this offering, Parent and certain of its domestic affiliates may not be able to file a consolidated tax return which could result in increased tax liability.

Currently, Parent and certain of its domestic affiliates (the "AMC affiliated tax group") are members of a consolidated group for federal income tax purposes, of which a Wanda domestic subsidiary is the common parent. Upon consummation of this offering the AMC affiliated tax group will cease to be members of the Wanda federal consolidated group. The AMC affiliated tax group will not be permitted to file a consolidated return for federal income tax purposes for five years, however, unless we obtain a waiver from the Internal Revenue Service. It is uncertain whether we will obtain a waiver if we seek one. If we do not obtain a waiver, each member of the AMC affiliated tax group will be required to file a separate federal income tax return, and, as a result, the income (and tax liability) of a member will only be offset by its own tax loss carryforwards (and other tax attributes) and not by tax loss carryforwards, current year losses or other tax attributes of other members of the group. We believe that we should not incur substantial additional federal tax liability if we are not permitted to file a federal consolidated return, because (i) most of our revenues are generated by a single member of the AMC affiliated tax group and most of our tax loss carryforwards are attributable to such member and (ii) there are certain other beneficial aspects of the structure of the AMC affiliated tax group. We cannot assure you, however, that we will not incur substantial additional tax liability if the AMC affiliated tax group is not permitted to file a federal consolidated return for five years.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this prospectus contains forward-looking statements. The words "forecast," "estimate," "project," "intend," "expect," "should," "believe" and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors, including those discussed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the following:

- limited supply of motion pictures or delayed access to motion pictures;
- level of motion picture production and performance of motion pictures in our markets;
- risks and uncertainties relating to our significant indebtedness;
- limitations on the availability of capital may prevent us from deploying strategic initiatives;
- risks of financial losses may prevent us from meeting our payment obligations;
- our ability to utilize net operating loss carryforwards to reduce our future tax liability;
- increased competition in the geographic areas in which we operate;
- increased use of alternative film delivery methods or other forms of entertainment;
- shrinking video release windows;
- certain covenants in the agreements that govern our indebtedness may limit our ability to take advantage of certain business opportunities;
- general political, social and economic conditions;
- review by antitrust authorities in connection with acquisition opportunities;
- dependence on key personnel for current and future performance;
- optimizing our theatre circuit through construction and the transformation of our existing theatres may be subject to delay and unanticipated costs;

- our ability to achieve expected benefits and performance from our strategic theatre acquisitions;
- our ability to service our indebtedness or our ability to refinance our indebtedness on terms favorable to us;
- failures or security breaches of our information systems;
- our investment in and revenues from NCM may be negatively impacted by the competitive environment in which NCM operates
- risks relating to impairment losses and theatre and other closure charges;
- increased costs in order to comply with governmental regulation; and
- increased expenses and administrative burden associated with being a public company.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative but not exhaustive. In addition, new risks and uncertainties may arise from time to time. Accordingly, all forward-looking statements should be evaluated with an understanding of their inherent uncertainty.

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Except as required by law, we assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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USE OF PROCEEDS

We estimate that our net proceeds from this offering without exercise of the underwriters' option to purchase additional shares will be approximately $ million after deducting the estimated underwriting discounts and commissions and expenses, assuming the shares are offered at $ per share, which represents the midpoint of the range set forth on the front cover of this prospectus. If the underwriters exercise their option to purchase additional shares in full, the net proceeds to us will be approximately $ million.

We intend to use these net proceeds for general corporate purposes, which may include, among other things, capital expenditures and retirement of outstanding debt.

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DIVIDEND POLICY

Following this offering and subject to legally available funds, we intend to pay a quarterly cash dividend at an annual rate initially equal to $ per share (or a quarterly rate initially equal to $ per share) of Class A and Class B common stock, commencing from the closing date of this offering. We expect that our first dividend will be with respect to the quarter of 20 . Based on the approximately million shares and million shares of Class A common stock and Class B common stock, respectively, to be outstanding after the offering, this dividend policy implies a quarterly cash requirement of approximately $ million. We cannot assure you that any dividends will be paid in the anticipated amounts and frequency set forth in this prospectus, if at all.

We are a holding company and have no direct operations. We will only be able to pay dividends from our available cash on hand and funds received from our subsidiaries. Their ability to make any payments to us will depend upon many factors, including our operating results, cash flows and the terms of our senior secured credit facility and the indentures governing our subsidiaries' debt securities. In addition, our ability to pay dividends to our stockholders will be subject to the terms of our indebtedness. Although we have sustained net losses in prior periods and cannot assure you that we will be able to pay dividends on a quarterly basis or at all, we believe that a number of recent positive developments in our business have improved our ability to pay dividends in compliance with applicable state corporate law once this offering has been completed. These include: the completion of the Kerasotes Acquisition and the Rave theatres acquisition, which increased the scale and cash flow of our company, and we expect will continue to generate, synergies and cost savings; the continued positive impact of our implementation of improved and differentiated customer experiences in comfort and convenience; food and beverage; engagement and loyalty; sight and sound and targeted programming. Further, we expect to continue to benefit from substantial net operating loss carry-forwards from prior periods that will be available to offset taxes that we may owe. Also, because the DGCL permits corporations to pay dividends either out of surplus (generally, the excess of a corporation's net assets (total assets minus total liabilities) over its stated capital, in each case as defined and calculated in the manner prescribed by the DGCL) or net profits, we may be able to pay dividends even if we report net losses in future periods. We do not intend to borrow funds to pay the projected quarterly dividend described above.

The maximum amount we would be permitted to distribute in compliance with our senior secured credit facility and the indentures governing our debt securities, on a pro forma basis, was approximately $ million as of June 30, 2013.

The declaration and payment of any future dividends will be at the sole discretion of our board of directors after taking into account various factors, including legal requirements, our subsidiaries' ability to make payments to us, our financial condition, operating results, cash flow from operating activities, available cash and current and anticipated cash needs.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of June 30, 2013 (i) on an actual basis, and (ii) as adjusted to give effect to this offering and the use of proceeds therefrom. The information in this table should be read in conjunction with "Unaudited Pro Forma Condensed Financial Information," "Business," the unaudited consolidated financial statements and the historical financial statements of the Company and the respective accompanying notes thereto appearing elsewhere in this prospectus.

	As of June 30, 2013	
	Actual	As Adjusted
	(in thousands)	
Cash and cash equivalents(1)	$ 136,307	$
Short term debt	$ 14,367	$
Long-term debt:		
9.75% Senior Subordinated Notes due 2020 (Par value $600,000)	658,283	
8.75% Senior Fixed rate Notes due 2019 (Par value $600,000)	651,262	
Senior secured credit facility:		
Revolving loan facility(2)		
Term loan due 2020 (Par value $765,312)	763,492	
Capital and financing lease obligations	112,964	
Total debt	$ 2,200,368	$
Stockholders' equity		
Class A Common Stock voting issued hereby ($.01 par value shares authorized; shares issued and outstanding as of June 30, 2013 as adjusted to give effect to the Reclassification)	$	$
Class B Common Stock voting issued hereby ($.01 par value shares authorized; shares issued and outstanding as of June 30, 2013 as adjusted to give effect to the Reclassification)	$	$
Existing Class A Common Stock voting ($.01 par value, 2,000,000 shares authorized; 1,531,424 shares issued and outstanding as of June 30, 2013)	15	
Class N Common Stock voting ($.01 par value, 25,000 shares authorized; 3,497 shares issued and outstanding as of June 30, 2013)		
Additional paid-in capital	801,796	
Accumulated other comprehensive income	17,072	
Accumulated earnings	8,648	
Total stockholders' equity	827,531	
Total Capitalization	$ 3,027,899	$

(1) A $1.00 increase (decrease) in the assumed initial public offering price of $ per share would increase (decrease) our cash and cash equivalents by $, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated expenses payable by us.

(2) The aggregate revolving loan commitment under our senior secured credit facility is $150.0 million.

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DILUTION

Dilution is the amount by which the offering price paid by the purchasers of our Class A common stock to be sold in the offering exceeds the net tangible book value per share of Class A common stock after the offering. Net tangible book value per share is determined at any date by subtracting our total liabilities from the total book value of our tangible assets and dividing the difference by the number of shares of common stock deemed to be outstanding at that date.

Our net tangible book value as of , 2013 was $ million, or $ per share. After giving effect to the receipt and our intended use of approximately $ million of estimated net proceeds from our sale of shares of Class A common stock in the offering at an assumed offering price of $ per share (the midpoint of the range set forth on the cover page of this prospectus), our as adjusted net tangible book value as of , 2013 would have been approximately $ million, or $ per share. This represents an immediate increase in pro forma net tangible book value of $ per share to existing stockholders and an immediate dilution of $ per share to new investors purchasing shares of Class A common stock in the offering. The following table illustrates this substantial and immediate per share dilution to new investors:

	Per Share
Assumed initial public offering price per share	$
Net tangible book value before the offering	
Increase per share attributable to investors in the offering	
Pro forma net tangible book value after the offering	
Dilution per share to new investors	$

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share would increase (decrease) our pro forma net tangible book value by $, the as adjusted net tangible book value per share after this offering by $ per share and the dilution per share to new investors in this offering by $, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated expenses payable by us.

The following table summarizes on an as adjusted basis as of , 2013, giving effect to:

on an actual basis;

the total number of shares of Class A common stock purchased from us;

the total consideration paid to us, assuming an initial public offering price of $ per share (before deducting the estimated underwriting discount and commissions and offering expenses payable by us in connection with this offering); and

the average price per share paid by existing stockholders and by new investors purchasing shares in this offering:

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
Existing stockholders		%	$	%	$
Investors in the offering		%		%	
Total		100%	$	100%	$

A $1.00 increase (decrease) in the assumed initial public offering price of $ per share (the midpoint of the range set forth on the cover page of this prospectus) would increase (decrease) total

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consideration paid by existing stockholders, total consideration paid by new investors and the average price per share by $, $ and $, respectively, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and without deducting underwriting discounts and commissions and estimated expenses payable by us.

The tables and calculations above assume no exercise of shares of Class A common stock issuable in this offering to the underwriters pursuant to an option to purchase additional shares.

To the extent any of these options are exercised, there will be further dilution to new investors.

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UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

We derived the following unaudited pro forma condensed financial information by applying pro forma adjustments attributable to the Transactions to our historical Consolidated Financial Statements included in this prospectus.

These adjustments include:

- this offering and the use of the proceeds therefrom; and
- the Merger.

The unaudited pro forma balance sheet gives pro forma effect to the Transactions as if they had occurred on June 30, 2013. The unaudited pro forma condensed statement of operations data for the six months ended June 30, 2013 and the Transition Period gives pro forma effect to the Transactions as if they had occurred on March 30, 2012. We describe the assumptions underlying the pro forma adjustments in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed financial information.

We estimate that our net proceeds from this offering without exercise of the option to purchase additional shares will be approximately $ million after deducting the estimated underwriting discounts and commissions and expenses, assuming the shares are offered at $ per share, which represents the midpoint of the range set forth on the front cover of this prospectus. If the underwriters exercise their option to purchase additional shares in full, the net proceeds to us will be approximately $ million. We intend to use these net proceeds for general corporate purposes, which may include, among other things, capital expenditures and retirement of outstanding debt.

The unaudited pro forma condensed financial information is for illustrative and informational purposes only and should not be considered indicative of the results that would have been achieved had the transactions been consummated on the dates or for the periods indicated and do not purport to represent consolidated balance sheet data or statement of operations data or other financial data as of any future date or any future period.

The unaudited pro forma condensed financial information should be read in conjunction with the information contained in "Selected Historical Financial and Operating Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," our Consolidated Financial Statements and accompanying notes appearing elsewhere in this prospectus.

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AMC ENTERTAINMENT HOLDINGS, INC.

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA BALANCE SHEET
AS OF JUNE 30, 2013
(dollars in thousands)

	As of June 30, 2013		
	Parent Historical	Offering Transactions Pro Forma Adjustments	Parent Pro Forma
Assets			
Cash and equivalents	$ 136,307	$	$
Current assets	152,521		
Property, net	1,137,797		
Intangible assets, net	238,830		
Goodwill	2,294,231		
Other long-term assets	389,390		
Total assets	$ 4,349,076	$	$
Liabilities and Stockholders' Equity			
Current liabilities	$ 536,778	$	$
Current Maturities:			
Senior Secured Term Loan and Capital and Financing Lease Obligations	14,367		
Corporate borrowings:			
9.75% Senior Subordinated Notes due 2020	658,283		
8.75% Senior Notes due 2019	651,262		
Senior Secured Term Loan Facility due 2020	763,492		
Capital and financing lease obligations	112,964		
Other long-term liabilities	784,399		
Total liabilities	$ 3,521,545	$	$
Stockholders' equity:			
Common Stock	15		
Additional paid-in capital	801,796		
Accumulated other comprehensive loss	17,072		
Accumulated earnings	8,648		
Total stockholders' equity	827,531		
Total liabilities and stockholders' equity	$ 4,349,076	$	$

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Information.

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AMC ENTERTAINMENT HOLDINGS, INC.

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA STATEMENT OF OPERATIONS
SIX MONTHS ENDED JUNE 30, 2013
(dollars in thousands, except per share data)

	Six Months Ended June 30, 2013		
	Parent Historical (Predecessor)	Offering Transactions Pro Forma Adjustments	Parent Pro Forma
Revenues	$ 1,340,467		
Cost of operations	881,896		
Rent	227,348		
General and administrative:			
M&A Costs	1,653		
Management fee			
Other	33,347		
Depreciation and amortization	98,832		
Operating costs and expenses	1,243,076		
Operating income	97,391		
Other expense	(294)		
Interest expense	70,791		
Equity in earnings of non-consolidated entities	(23,820)		
Investment income	(3,337)		
Total other expense	43,340		
Earnings from continuing operations before income taxes	54,051		
Income tax provision	12,950		
Earnings from continuing operations	$ 41,101		
Basic earnings per share from continuing operations	$ 26.78		
Average shares outstanding-Basic	1,534.92		
Diluted earnings per share from continuing operations	$ 26.78		
Average shares outstanding-Diluted	1,534.92		

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

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AMC ENTERTAINMENT HOLDINGS, INC.

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA STATEMENT OF OPERATIONS
TRANSITION PERIOD (MARCH 30, 2012 to DECEMBER 31, 2012)
(dollars in thousands, except per share data)

	Parent Historical March 30, 2012 through August 30, 2012 (Predecessor)	Parent Historical August 31, 2012 through December 31, 2012 (Successor)	Parent Transition Period Ended December 31, 2012	Merger Pro Forma Adjustments	Parent Pro Forma for Merger	Offering Transaction Pro Forma Adjustment	Parent Pro Forma
Revenues	$ 1,206,072	$ 811,492	$ 2,017,564	$ (8,458)(2)	$ 2,009,106	$	$
Cost of operations	781,193	552,540	1,333,733	1,473(3)	1,335,206		
Rent	189,086	143,374	332,460	(1,063)(4)	331,397		
General and administrative:							
M&A Costs	4,417	3,366	7,783		7,783		
Management fee	2,500		2,500	(2,500)(5)			
Other	27,023	29,110	56,133	(539)(6)	55,594		
Depreciation and amortization	80,971	71,633	152,604	(2,370)(7)	150,234		
Operating costs and expenses	1,085,190	800,023	1,885,213	(4,999)	1,880,214		
Operating income (expense)	120,882	11,469	132,351	(3,459)	128,892		
Other expense	960	49	1,009		1,009		
Interest expense	70,004	47,132	117,136	(9,444)(8)	107,692		
Equity in earnings of non-consolidated entities	(7,545)	2,480	(5,065)	(2,434)(9)	(7,499)		
Investment (income) expense	(41)	290	249	329(10)	578		
Total other expense (income)	63,378	49,951	113,329	(11,549)	101,780		
Earnings from continuing operations before income taxes	57,504	(38,482)	19,022	8,090	27,112		
Income tax provision (benefit)	2,500	(2,020)	480	3,000(11)	3,480		
Earnings from continuing operations	$ 55,004	$ (36,462)	$ 18,542	$ 5,090	$ 23,632	$	$
Basic earnings (loss) per share from continuing operations	$ 43.00	$ (24.08)					
Average shares outstanding-Basic	1,279.14	1,514.48					
Diluted earnings (loss) per share from continuing operations	$ 42.74	$ (24.08)					
Average shares outstanding-Diluted	1,286.81	1,514.48					

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

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AMC ENTERTAINMENT HOLDINGS, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Earnings per Share from Continuing Operations

Earnings per share from continuing operations is computed by dividing net earnings from continuing operations by the weighted-average number of common shares outstanding. Diluted earnings per share from continuing operations includes the effects of outstanding stock options, if dilutive. The following table sets forth the computation of basic and diluted earnings from continuing operations per common share:

(in thousands, except per share data)	Six Months Ended June 30, 2013 (Successor)	From Inception August 31, 2012 through December 31, 2012 (Successor)	March 30, 2012 through August 30, 2012 (Predecessor)
Numerator:			
Earnings (loss) from continuing operations	$ 41,101	$ (36,462)	$ 55,004
Denominator:			
Shares for basic earnings (loss) per common share	1,534.92	1,514.48	1,279.14
Stock options and nonvested restricted stock			7.67
Shares for diluted earnings (loss) per common share	1,534.92	1,514.48	1,286.81
Basic earnings (loss) from continuing operations per common share	$ 26.78	$ (24.08)	$ 43.00
Diluted earnings (loss) from continuing operations per common share	$ 26.78	$ (24.08)	$ 42.74

There are no outstanding options to purchase shares of common stock or restricted stock during the six months ended June 30, 2013.

Pro Forma Earnings per Share from Continuing Operations

Basic earnings per share from continuing operations is computed by dividing net earnings from continuing operations by the weighted-average number of common shares outstanding. Diluted earnings per share from continuing operations includes the effects of outstanding stock options, if dilutive. The

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following table sets forth the computation of basic and diluted loss from continuing operations per common share:

(in thousands, except per share data)	Six Months Ended June 30, 2013	Transition Period
Numerator:		
Earnings (loss) from continuing operations	$	$
Denominator:		
Shares for basic earnings (loss) per common share		
Stock options and nonvested restricted stock		
Shares for diluted earnings (loss) per common share		
Basic earnings (loss) from continuing operations per common share	$	$
Diluted earnings (loss) from continuing operations per common share	$	$

There are no outstanding options to purchase shares of common stock or restricted stock during the six months ended June 30, 2013.

Options to purchase shares of common stock at a weighted average exercise price of $ per share were outstanding during the period above, but were not included in the computation of diluted earnings per share since the options were anti-dilutive.

Offering Transactions Pro Forma Adjustments

(1)

Reflects the estimated cash sources and uses of funds in connection with the offering Transactions as summarized below.

Sources of Funds	Amount (thousands of dollars)	Uses of Funds	Amount (thousands of dollars)
Proceeds from the sale of common stock			
	$		$
	$		$

(1a)

Pro forma adjustments have been made to stockholders' equity for those income statement items that are not expected to have a continuing impact in connection with the offering Transactions, as follows:

	$

(2)

Represents the elimination of historical breakage income recorded for packaged tickets and lower amounts of breakage income for gift cards. At the date of the Merger our deferred revenues were adjusted to estimated fair value by eliminating unrecognized breakage. As a result of the Merger we will not recognize breakage income on package tickets for 18 months subsequent to the Merger

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and will initially recognize reduced amounts of breakage income for gift cards subsequent to the Merger due to the elimination of amounts of unrecognized breakage from deferred revenues.

(thousands of dollars)	Transition Period
Eliminated historical package ticket breakage	$ (4,802)
Reduce gift card breakage for Merger	(3,656)
	$ (8,458)

(3)

As a result of the Merger we eliminated our deferred rent liabilities related to future escalations of minimum rentals for our digital projectors. Subsequent to the Merger our straight line rent expense increases as a result of this Merger adjustment. We also increased unfavorable license amounts for our 3D licensing agreement with Real D which have the effect of reducing our Real D expense in the future.

(thousands of dollars)	Transition Period
Increase in straight line rent expense for digital projectors	$ 1,555
Decrease in license expense for 3D agreement	(82)
	$ (1,473)

(4)

As a result of the Merger we eliminated our deferred rent liabilities related to future escalations of minimum rentals for our theatre leases. Subsequent to the Merger our straight line rent expense increases as a result of this Merger adjustment. We also increased unfavorable lease liabilities for certain of our theatre leases which has the effect of reducing our rent expense in the future.

(thousands of dollars)	Transition Period
Increase in straight line rent for theatre leases	$ 4,030
Decrease in deferred rent expense for unfavorable theatre leases	(5,093)
	$ (1,063)

(5)

Prior to the Merger we paid management fees to the Former Sponsors of $1,250 per quarter. Subsequent to the Merger these management fees have ceased.

(6)

In connection with the Merger we remeasured our pension and post-retirement plan liabilities and as a result eliminated amortization of net loss and prior service credit on our plans.

(thousands of dollars)	Transition Period
Amortization of net loss Pension Benefits	$ (899)
Amortization of net loss Postretirement Benefits	(88)
Amortization of prior service credit Postretirement Benefits	448
	$ (539)

(7)

We recorded our amortizable intangible assets in connection with the Merger at estimated fair value. The gross carrying amount of our intangible assets was reduced significantly from amounts recorded prior to the Merger. As a result, we will experience a lower amount of amortization expense for intangible assets subsequent to the Merger.

(thousands of dollars)	Transition Period
Amortization of intangible assets	$ (2,370)

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(8)

In connection with the Merger we recorded our debt at fair value, which resulted in the elimination of deferred charges for debt issuance costs and related amortization and also resulted in an increase to our previously recorded debt balances based on estimated fair values.

(thousands of dollars)	Transition Period	
Remove historical amounts from Predecessor period:		
Amortization of deferred charges	$	(2,345)
Amortization of discount		(497)
Include post-Merger amounts for:		
Accretion of premium on debt		(6,602)
	$	(9,444)

(9)

We recorded our equity method investments at estimated fair value in connection with the Merger. The increase in the carrying value of our equity method investment for NCM caused us to change the way in which we record earnings related to NCM. Prior to the Merger a majority of our Tranche 1 investment in NCM was recorded at $0 carrying value and as a result our equity in earnings was limited to cash distributions on Tranche 1. Subsequent to the Merger, our carrying value in Tranche 1 is recorded at fair value and we record our share of NCM's earnings as equity in earnings in our investment account with cash distributions recorded against the investment balance. Additionally, the step up in carrying value of our equity method investments created differences between our investment and our underlying ownership share of the investee's net assets. We amortize these basis differences to equity in earnings over the respective lives of the underlying assets and liabilities.

(thousands of dollars)	Transition Period	
Amortization of basis difference for NCM	$	1,263
Amortization of basis difference for DCIP		(264)
Revalued NCM equity earnings		(3,433)
	$	(2,434)

(10)

Prior to the Merger, our distributions from NCM pursuant to the Tax Receivable Agreement ("TRA") were recorded as part of equity in earnings for our Tranche 1 investment and as a return of capital for our Tranche 2 investment. In connection with the Merger, we identified the TRA as an identifiable amortizing intangible asset and recorded it at fair value. Subsequent to the Merger, cash distributions from NCM for the TRA and amortization of the intangible asset are recorded as components of investment income.

(thousands of dollars)	Transition Period	
Cash receipts for TRA	$	(298)
Amortization of TRA intangible asset		627
	$	329

(11)

Represents the expected income tax impact of the Transactions, in U.S. tax jurisdictions at our expected state and federal tax rate of 37.5%.

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SELECTED HISTORICAL FINANCIAL AND OPERATING DATA

The following table sets forth certain of our selected historical financial and operating data. Our selected financial data for the six months ended June 30, 2013 and the twenty six weeks ended June 28, 2012, the Transition Period and the fiscal years ended March 29, 2012, March 31, 2011, April 1, 2010 and April 2, 2009 have been derived from the Consolidated Financial Statements for such periods either included elsewhere in this prospectus or not included herein.

The selected financial data presented herein should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," Consolidated Financial Statements, including the notes thereto, and our other historical financial information, including the notes thereto, included elsewhere in this prospectus.

	Six Months Ended June 30, 2013	26 Weeks Ended June 28, 2012	From Inception August 31, 2012 through December 31, 2012	March 30, 2012 through August 30, 2012(1)	52 Weeks Ended March 29, 2012	52 Weeks Ended March 31, 2011	52 Weeks Ended April 1, 2010	52 Weeks Ended April 2, 2009
	(Successor)	(Predecessor)	(Successor)	(Predecessor)	(Predecessor)	(Predecessor)	(Predecessor)	(Predecessor)
Statement of Operations Data:								
Revenues:								
Admissions	$ 898,190	$ 877,408	$ 548,632	$ 816,031	$ 1,721,295	$ 1,644,837	$ 1,659,549	$ 1,534,644
Concessions	387,414	360,149	229,739	342,130	689,680	644,997	627,235	608,977
Other theatre	54,863	69,257	33,121	47,911	111,002	72,704	71,021	71,435
Total revenues	1,340,467	1,306,814	811,492	1,206,072	2,521,977	2,362,538	2,357,805	2,215,056
Operating Costs and Expenses:								
Film exhibition costs	476,719	463,918	291,561	436,539	916,054	860,470	901,076	819,192
Concession costs	53,748	49,219	30,545	47,326	93,581	79,763	69,164	64,733
Operating expense(2)	351,429	342,081	230,434	297,328	696,783	691,264	588,365	555,468
Rent	227,348	222,765	143,374	189,086	445,326	451,874	419,227	427,617
General and administrative:								
Merger, acquisition and transactions costs	1,653	4,476	3,366	4,417	3,958	16,838	2,578	1,481
Management fee		2,500		2,500	5,000	5,000	5,000	5,000
Other	33,347	30,946	29,110	27,023	51,495	58,157	58,274	53,800
Depreciation and amortization	98,832	105,181	71,633	80,971	212,817	211,444	186,350	198,224
Impairment of long-lived assets		285			285	12,779	3,765	65,397
Operating costs and expenses	1,243,076	1,221,371	800,023	1,085,190	2,425,299	2,387,589	2,233,799	2,190,912
Operating income (loss)	97,391	85,443	11,469	120,882	96,678	(25,051)	124,006	24,144
Other (income) loss	(294)	1,657	49	960	1,965	42,687	(74,202)	
Interest expense:								
Corporate borrowings	65,483	82,105	45,259	67,614	172,159	177,459	168,439	182,691
Capital and financing lease obligations	5,308	2,906	1,873	2,390	5,968	6,198	5,652	5,990
Equity in (earnings) losses of non-consolidated entities	(23,820)	(19,448)	2,480	(7,545)	(12,559)	(17,178)	(30,300)	(24,823)
Gain on NCM transactions						(64,441)		
Investment (income) expense(3)	(3,337)	(51)	290	(41)	17,619	(484)	(286)	(1,724)
Earnings (loss) from continuing operations before income taxes	54,051	18,274	(38,482)	57,504	(88,474)	(169,292)	54,703	(137,990)
Income tax provision (benefit)	12,950	905	(2,020)	2,500	2,015	1,950	(36,300)	5,800
Earnings (loss) from continuing operations	41,101	17,369	(36,462)	55,004	(90,489)	(171,242)	91,003	(143,790)
Earnings (loss) from discontinued operations, net of income tax provision(4)	4,697	(2,874)	(688)	35,153	(3,609)	(3,062)	(11,092)	(5,256)

Net earnings (loss)	$ 45,798	$ 14,495	$ (37,150)	$ 90,157	$ (94,098)	$ (174,304)	$ 79,911	$ (149,046)

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	Six Months Ended June 30, 2013 (Successor)	26 Weeks Ended June 28, 2012 (Predecessor)	From Inception August 31, 2012 through December 31, 2012 (Successor)	March 30, 2012 through August 30, 2012(1) (Predecessor)	52 Weeks Ended March 29, 2012 (Predecessor)	52 Weeks Ended March 31, 2011 (Predecessor)	52 Weeks Ended April 1, 2010 (Predecessor)	52 Weeks Ended April 2, 2009 (Predecessor)
Basic earnings (loss) per share of common stock:								
Earnings (loss) from continuing operations	$ 26.78	$ 13.58	$ (24.08)	$ 43.00	$ (70.74)	$ (133.90)	$ 71.16	$ (112.23)
Earnings (loss) from discontinued operations	3.06	(2.25)	(0.45)	27.48	(2.82)	(2.39)	(8.67)	(4.10)
Net earnings (loss) per share	$ 29.84	$ 11.33	$ (24.53)	$ 70.48	$ (73.56)	$ (136.29)	$ 62.49	$ (116.33)
Average shares outstanding:								
Basic	1,534.92	1,279.14	1,514.48	1,279.14	1,279.14	1,278.92	1,278.82	1,281.20
Diluted earnings (loss) per share of common stock:								
Earnings (loss) from continuing operations	$ 26.78	$ 13.47	$ (24.08)	$ 42.74	$ (70.74)	$ (133.90)	$ 71.02	$ (112.23)
Earnings (loss) from discontinued operations	3.06	(2.23)	(0.45)	27.32	(2.82)	(2.39)	(8.66)	(4.10)
Net earnings (loss) per share	$ 29.84	$ 11.24	$ (24.53)	$ 70.06	$ (73.56)	$ (136.29)	$ 62.36	$ (116.33)
Average shares outstanding:								
Diluted	1,534.92	1,289.30	1,514.48	1,286.81	1,279.14	1,278.92	1,281.42	1,281.20
Balance Sheet Data (at period end):								
Cash and equivalents	$ 136,307		$ 133,071		$ 277,605	$ 417,408	$ 611,593	$ 539,597
Corporate borrowings, including current portion	2,080,787		2,078,675		2,146,534	2,312,108	2,271,914	2,394,586
Other long-term liabilities	447,066		426,468		426,829	432,439	309,591	308,701
Capital and financing lease obligations, including current portion	119,581		122,645		62,220	65,675	57,286	60,709
Stockholders' equity	827,531		774,105		157,601	265,949	439,542	378,484
Total assets	4,349,076		4,272,675		3,640,267	3,855,954	3,774,912	3,774,894
Other Data:								
Net cash provided by (used in) operating activities	$ 133,504	$ 20,953	$ 73,892	$ 76,372	$ 137,029	$ (16,168)	$ 198,936	$ 167,249
Capital expenditures	(104,695)	(73,346)	(72,774)	(40,116)	(139,359)	(129,347)	(97,011)	(121,456)
Operating Data (at period end):								
Screen additions			22	13	26	55	6	83
Screen acquisitions	25		166			960		
Screen dispositions	29	35	19	62	120	400	105	77
Average screens continuing operations(5)	4,855	4,770	4,732	4,742	4,811	4,920	4,319	4,379
Number of screens operated	4,937	4,833	4,988	4,819	4,868	4,962	4,347	4,446
Number of theatres operated	343	336	344	333	338	352	289	299
Screens per theatre	14.4	14.4	14.5	14.5	14.4	14.1	15.0	14.9
Attendance (in thousands) continuing operations(5)	96,977	97,995	60,336	90,616	194,205	188,810	194,155	190,639

(1) On November 15, 2012, we announced that we changed our fiscal year to a calendar year so that the calendar year shall begin on January 1st and end on December 31st of each year. Prior to the change, fiscal years refer to the fifty-two weeks, and in some cases fifty-three weeks, ending on the Thursday closest to the last day of March.

(2) Includes theatre and other closure expense of $3.0 million and $5.2 million during the six months ended June 30, 2013 and the twenty-six weeks ended June 28, 2012, respectively. Includes theatre and other closure expense (income) during the period August 31, 2012 through December 31, 2012, the period March 30, 2012 through August 30, 2012 and for fiscal years 2012, 2011, 2010 and 2009 of $2.4 million, $4.2 million, $7.4 million,

$60.8 million, $2.6 million and $(2.3 million), respectively. In the fourth quarter of fiscal 2011, we permanently closed 73 underperforming screens in six theatre locations while continuing to operate 89 screens at these locations, and discontinued development of and ceased use of certain vacant and under-utilized retail space at four other theatres, resulting in a charge of $55.0 million for theatre and other closure expense.

(3) During fiscal 2012, investment loss (income) includes an impairment loss of $17.8 million, related to the Company's investment in RealD Inc. common stock.

(4) All periods presented includes earnings and losses from discontinued operations related to seven theatres in Canada and one theatre in the UK that were sold or closed in the Transition Period and 44 theatres in Mexico that were sold during fiscal 2009. During the six months ended June 30, 2013 we received $4.7 million for a sales price adjustment from the sale of theatres located in Canada. During the period of March 30, 2012 through August 30, 2012, we recorded gains, net of lease termination expense, on the disposition of the seven Canada theatres and the one United Kingdom theatre of approximately $39.0 million, primarily due to the write-off of long-term lease liabilities extinguished in connection with the sales and closure.

(5) Includes consolidated theatres only.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis concerns our historical financial condition and results of operations for the periods indicated. This discussion contains forward-looking statements. Please see "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to these statements.

All references to the Transition Period in this section are for the period March 30, 2012 through December 31, 2012 and are derived by combining the audited results of operations of our Predecessor from March 30, 2012 to August 30, 2012 with the audited results of operations of our Successor from August 31, 2012 to December 31, 2012. These combined results for the Transition Period do not purport to represent what our consolidated results of operations would have been if the Successor had actually been formed on March 30, 2012, nor have we made any attempt to either include or exclude expenses or income that would have resulted had the acquisition actually occurred on March 30, 2012.

Overview

We are one of the world's largest theatrical exhibition companies and an industry leader in innovation and operational excellence. Our Theatrical Exhibition revenues are generated primarily from box office admissions and theatre concession sales. The balance of our revenues are generated from ancillary sources, including on-screen advertising, fees earned from our AMC Stubs guest frequency membership program, rental of theatre auditoriums, breakage income from gift card and packaged tickets sales, on-line ticketing fees and arcade games located in theatre lobbies. As of June 30, 2013, we owned, operated or had interests in 343 theatres and 4,937 screens.

During the six months ended June 30, 2013, we opened three theatres with a total of 25 screens in the U.S., permanently closed 4 theatres with 29 screens in the U.S., and temporarily closed 202 screens and reopened 155 screens in the U.S. to implement our strategy and install consumer experience upgrades.

Box office admissions are our largest source of revenue. We predominantly license "first-run" films from distributors owned by major film production companies and from independent distributors. We license films on a film-by-film and theatre-by-theatre basis. Film exhibition costs are accrued based on the applicable admissions revenues and estimates of the final settlement pursuant to our film licenses. Licenses that we enter into typically state that rental fees are based on either aggregate terms established prior to the opening of the picture or on a mutually agreed settlement upon the conclusion of the picture run. Under an aggregate terms formula, we pay the distributor a specified percentage of box office gross or pay based on a scale of percentages tied to different amounts of box office gross. The settlement process allows for negotiation based upon how a film actually performs.

Technical innovation has allowed us to enhance the consumer experience through premium formats such as IMAX, 3D and other large screen formats. When combined with our major markets' customer base, the operating flexibility of digital technology enhances our capacity utilization and dynamic pricing capabilities. This enables us to achieve higher ticket prices for premium formats and provide incremental revenue from the exhibition of alternative content such as live concerts, sporting events, Broadway shows, opera and other non-traditional programming. Within each of our major markets, we are able to charge a premium for these services relative to our smaller markets. We will continue to broaden our content offerings and enhance the guest experience through the installation of additional IMAX and ETX (our proprietary large screen format) screens and the presentation of attractive alternative content as well as substantial upgrades to seating concepts.

Concessions sales are our second largest source of revenue after box office admissions. Concessions items traditionally include popcorn, soft drinks, candy and hot dogs. Different varieties of concession items are offered at our theatres based on preferences in the particular geographic region. Our traditional concession strategy emphasizes prominent and appealing concessions counters designed for rapid service and efficiency, including a guest friendly self-serve experience. We design our theatres to have more concessions capacity to make it easier to serve larger numbers of customers. Strategic placement of large concessions stands within theatres increases their visibility, aids in reducing the length of lines, allows flexibility to introduce new concepts and improves traffic flow around the concessions stands.

To address recent consumer trends, we are expanding our menu of enhanced food and beverage products to include made-to-order drinks and meals, customized coffee, healthy snacks, premium beers, wine and mixed drinks and other gourmet products. We plan to invest across a spectrum of enhanced food and beverage formats, ranging from simple, less capital-intensive concession design improvements to the development of new dine-in theatre options to rejuvenate theatres approaching the end of their useful lives as traditional movie theatres and, in some of our larger theatres, to more efficiently monetize attendance. The costs of these conversions in some cases are partially covered by investments from the theatre landlord. We have successfully implemented our dine-in theatre concepts at 11 locations, which feature full kitchen facilities, seat-side servers and a separate bar and lounge area. We plan to continue to invest in one or more enhanced food and beverage offerings over the next five years across approximately 200 theatres.

Our revenues are dependent upon the timing and popularity of film releases by distributors. The most marketable films are usually released during the summer and the calendar year-end holiday seasons. Therefore, our business is highly seasonal, with higher attendance and revenues generally occurring during the summer months and holiday seasons. Our results of operations may vary significantly from quarter to quarter and from year to year.

During the 2012 calendar year, films licensed from our seven largest distributors based on revenues accounted for approximately 90% of our U.S. admissions revenues. Our revenues attributable to individual distributors may vary significantly from year to year depending upon the commercial success of each distributor's films in any given year.

During the period from 1990 to 2012, the annual number of first-run films released by distributors in the United States ranged from a low of 370 in 1995 to a high of 677 in 2012, according to Motion Picture Association of America 2012 MPAA Theatrical Market Statistics and prior reports. The number of digital 3D films released annually increased to a high of 45 in 2011 from a low of 0 during this same time period.

We continually upgrade the quality of our theatre circuit by adding new screens through new builds (including expansions) and acquisitions, substantial upgrades to seating concepts, expansion of food and beverage offerings, including dine-in theatres, and by disposing of older screens through closures and sales. We are an industry leader in the development and operation of theatres. Typically, our theatres have 12 or more screens and offer amenities to enhance the movie-going experience, such as stadium seating providing unobstructed viewing, digital sound and premium seat design. As of June 30, 2013, we had 2,200 3D enabled screens, including ETX 3D enabled screens, and 135 IMAX 3D enabled screens; approximately 47.3% of our screens were 3D enabled screens, including IMAX 3D enabled screens, and approximately 2.7% of our screens were IMAX 3D enabled screens. We are the largest IMAX exhibitor in the world with a 44% market share in the United States and each of our

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IMAX local installations is protected by geographic exclusivity. The following table identifies the upgrades to our theatre circuit during the periods indicated:

Format	Number of Screens As of June 30, 2013	Number of Screens As of June 28, 2012	Increase in Number of Screens
Digital	4,757	3,997	760
3D enabled	2,200	2,167	33
IMAX (3D enabled)	135	124	11
ETX (3D enabled)	15	17	(2)
Dine-in theatres	113	75	38

Stock-Based Compensation

Upon the change of control as a result of the Merger, all of the stock options and restricted stock interests under both the amended and restated 2004 Stock Option Plan and the 2010 Equity Incentive Plan were cancelled and holders received payments aggregating approximately $7.0 million. See Note 2 Merger of the Notes to the audited Consolidated Financial Statements included elsewhere in this prospectus for additional information. Subsequent to the Merger, the Company has no stock-based compensation arrangements.

Significant Events

On April 30, 2013, AMCE entered into a new $925.0 million senior secured credit facility pursuant to which it borrowed term loans (the "Term Loan due 2020"), and used the proceeds to fund the redemption of both the Term Loan due 2016 and Term Loan due 2018. The new senior secured credit facility is comprised of a $150.0 million Revolving Credit Facility, which matures on April 30, 2018, and a $775.0 million term loan, which matures on April 30, 2020. The Term Loan due 2020 requires repayments of principal of 0.25% of the original principal amount, or $1.9 million, per quarter, with the remaining principal payable upon maturity. The term loan was issued at a 0.25% discount which will be amortized to interest expense over the term of the loan. We capitalized deferred financing costs of approximately $6.7 million related to the issuance of the Revolving Credit Facility and approximately $1.3 million related to the issuance of the Term Loan due 2020 during the second quarter of calendar 2013. Concurrently with the Term Loan due 2020 borrowings on April 30, 2013, AMCE redeemed all of the outstanding Term Loan due 2016 and the Term Loan due 2018 at a redemption price of 100% of the outstanding aggregate principal balance of $464.1 million and $296.3 million, respectively, plus accrued and unpaid interest. We recorded a net gain of approximately $(240,000) in other expense (income) due to the Term Loan due 2016 premium write-off and the expense for the third-party costs in connection with the repurchase of the Term Loan due 2016 and the Term Loan due 2018. See Note 12 Corporate Borrowings of the Notes to the unaudited Consolidated Financial Statements included elsewhere in this prospectus for additional information concerning the new senior secured credit facility.

Our Transition Period includes four more days than the thirty-nine weeks ended December 29, 2011. The last four days of our Transition Period also occurred during the year-end holiday season when the most marketable motion pictures are released, which generally drive higher attendance and revenues.

In December 2012, we completed the acquisition of 4 theatres and 61 screens from Rave Reviews Cinemas, LLC and 6 theatres and 95 screens from Rave Digital Media, LLC, (and together "Rave theatres"). The purchase price for the Rave theatres, paid in cash, was $88.7 million, net of cash acquired, and is subject to working capital and other purchase price adjustments. Approximately $881,000 of the total purchase price was paid during the six months ended June 30, 2013. For additional information about this acquisition, see Note 3 Acquisition of the Notes to the audited and unaudited Consolidated Financial Statements included elsewhere in this prospectus.

On August 30, 2012, Wanda acquired Parent through a merger between Parent and Merger Subsidiary, an indirect subsidiary of Wanda, whereby Merger Subsidiary merged with and into Parent with Parent continuing as the surviving corporation and as an indirect subsidiary of Wanda. In connection with the change of control pursuant to the Merger, our assets and liabilities were adjusted to fair value on the closing date of the Merger by application of "push down" accounting. As a result of the application of "push down" accounting in connection with the Merger, our financial statement presentations herein distinguish between a predecessor period ("Predecessor"), for periods prior to the Merger, and a successor period ("Successor"), for periods subsequent to the Merger. The Successor applied "push down" accounting and its financial statements reflect a new basis of accounting that is based on the fair value of assets acquired and liabilities assumed as of the Merger date, August 30, 2012. As a result of the application of "push down" accounting at the time of the Merger, the financial statements for the Predecessor period and for the Successor period are presented on different bases and are, therefore, not comparable. See Note 2 Merger of the Notes to Consolidated Financial Statements included elsewhere in this prospectus.

In July and August of 2012, we sold 6 and closed 1 of our 8 theatres located in Canada. One theatre with 20 screens was closed prior to the end of the lease term and we made a payment to the landlord of $7.6 million to terminate this lease. Two theatres with 48 screens were sold under an asset purchase agreement to Empire Theatres Limited and 4 theatres with 86 screens were sold under a share purchase agreement to Cineplex, Inc. During the Transition Period of March 30, 2012 through December 31, 2012, the total net proceeds we received from these sales were approximately $1.5 million, and are subject to purchase price adjustments. The operations of these 7 theatres have been eliminated from our ongoing operations. We do not have any significant continuing involvement in the operations of these 7 theatres after the dispositions. During August of 2012, we sold one theatre in the UK with 12 screens. Proceeds from this sale were $395,000 and are subject to working capital and other purchase price adjustments as described in the sales agreement. The results of operations of these 8 theatres have been classified as discontinued operations. We are in discussions with the landlords regarding the ongoing operations at the remaining theatre located in Canada and the remaining theatre located in the UK. We recorded gains, net of lease termination expense, on the sales of these theatres of approximately $39.0 million, which were included in discontinued operations during the Transition Period of March 30, 2012 through December 31, 2012, and reflect the write off of long-term lease liabilities extinguished in connection with the sales and closure. During the six months ended June 30, 2013, we received $4.7 million for a sales price adjustment from the sale of theatres located in Canada.

On July 2, 2012, AMCE entered into a waiver and fourth amendment to our former senior secured credit facility dated as of January 26, 2006 to, among, other things: (i) waive a certain specified default that would otherwise occur upon the change of control effected by the Merger, (ii) permit us to change our fiscal year after completion of the Merger, (iii) reflect the change in ownership going forward by restating the definition of "Permitted Holder" to include only Wanda and its affiliates under the former senior secured credit facility in connection with the Merger, (iv) provide for a minimum LIBOR percentage of 1.00%, from, and only after, the completion of the Merger, to the Term Loan due 2016, and (v) provide for an interest rate of LIBOR plus 375 basis points to the Term Loan due 2018, from and only after, the completion of the Merger. At December 31, 2012, the interest rates for borrowings under the Term Loan due 2016 was 4.25%, which was based on LIBOR plus 3.25% and was subject to a 1.00% minimum LIBOR rate with respect to LIBOR borrowings, and the interest rates for borrowings under the Term Loan due 2018 was 4.75%, which was based on LIBOR plus 3.75% and was subject to a 1.00% minimum LIBOR rate with respect to LIBOR borrowings.

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On June 22, 2012, AMCE announced it had received the requisite consents from holders of each of our Notes due 2019 and our Notes due 2020, (collectively, the "Notes") for (i) a waiver of the requirement for it to comply with the "change of control" covenant in each of the Indenture governing the Notes due 2019 and the Indenture governing the Notes due 2020 (collectively the "Indentures") in connection with the Merger (the "Waivers"), including the its obligation to make a "change of control offer" in connection with the Merger with respect to each series of Notes, and (ii) certain amendments to the Indentures to reflect the change in ownership going forward by adding Wanda and its affiliates to the definition of "Permitted Holder" under each of the Indentures. AMCE entered into supplemental indentures to give effect to the Waivers and certain amendments to the Indentures, which became operative upon payment of the applicable consent fee immediately prior to the closing of the Merger. The holders of each of the Notes due 2019 and Notes due 2020 who validly consented to the Waiver and the proposed amendments received a consent fee of $2.50 per $1,000 principal amount at the closing date of the Merger.

On April 6, 2012, AMCE redeemed $51.0 million aggregate principal amount of our Notes due 2014 pursuant to a cash tender offer at a price of $1,000 per $1,000 principal amount. We used the net proceeds from the issuance of the Term Loan due 2018, which was borrowed on February 22, 2012, to pay for the consideration of the cash tender offer plus accrued and unpaid interest on the principal amount of the Notes due 2014. On August 30, 2012, prior to the consummation of the Merger, AMCE issued a call notice for our remaining outstanding Notes due 2014 at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest to the redemption date. On August 30, 2012, AMCE irrevocably deposited $141.0 million plus accrued and unpaid interest to September 1, 2012 with a trustee to satisfy and to discharge our obligations under the Notes due 2014 and the indenture. We recorded a loss on redemption of $1.3 million prior to the Merger in other (income) expense related to the extinguishment of the Notes due 2014.

Prior to the fourth quarter of fiscal 2012, we recognized breakage income when gift card redemptions were deemed remote and we determined that there was no legal obligation to remit the unredeemed gift cards to the relevant tax jurisdiction ("Remote Method"), which, based on historical information, we concluded to be 18 months after the gift card was issued. At the end of the fourth quarter of fiscal 2012, we concluded that we had accumulated a sufficient level of historical data from a large pool of homogeneous transactions to allow us to reasonably and objectively determine an estimated gift card breakage rate and the pattern of actual gift card redemptions. Accordingly, we changed our method for recording gift card breakage income to recognize breakage income and derecognize the gift card liability for unredeemed gift cards in proportion to actual redemptions of gift cards ("Proportional Method"). We believe the Proportional Method is preferable to the Remote Method as it better reflects the gift card earnings process resulting in the recognition of gift card breakage income over the period of gift card redemptions (i.e., over the performance period).

In accordance with ASC 250, Accounting Changes and Error Corrections, we concluded that this accounting change represented a change in accounting estimate effected by a change in accounting principle and accordingly, accounted for the change as a change in estimate following a cumulative catch-up method. As a result, the cumulative catch-up adjustment recorded during the thirteen weeks ended June 28, 2012 resulted in an additional $15.0 million of gift card breakage income under the Proportional Method. We will continue to review historical gift card redemption information at each reporting period to assess the continued appropriateness of the gift card breakage rates and pattern of redemption.

On February 22, 2012, AMCE entered into an incremental amendment to our former senior secured credit facility pursuant to which it borrowed the Term Loan due 2018, the proceeds of which, together with cash on hand, were used to fund the cash tender offer and redemption of the Notes due 2014 and to repay the existing Term Loan due 2013. The Term Loan due 2018 was issued under the former senior secured credit facility for $300.0 million aggregate principal amount and net proceeds received were $297.0 million. The Term Loan due 2018 required repayments of principal of 1% per annum and the remaining principal payable upon maturity on February 22, 2018. The Term Loan due 2018 bore interest at 4.25% as of June 28, 2012, which was based on LIBOR plus 3.25% and subject to a 1.00% minimum LIBOR rate. On February 22, 2012, AMCE redeemed the outstanding Term Loan due 2013 at a redemption price of 100% of the then outstanding aggregate principal balance of $140.7 million. The Term Loan due 2013 bore interest at 2.0205% on February 22, 2012, which was based on LIBOR plus 1.75%. We recorded a loss on extinguishment of the Term Loan due 2013 of $383,000, during the twenty-six weeks ended June 28, 2012.

On February 7, 2012, AMCE launched a cash tender offer to purchase up to $160.0 million aggregate principal amount of its outstanding $300.0 million aggregate principal amount of Notes due 2014. On February 21, 2012, holders of $109.0 million aggregate principal amount of the Notes due 2014 tendered pursuant to the cash tender offer. On February 22, 2012, AMCE accepted for purchase $58.1 million aggregate principal amount for total consideration equal to (i) $972.50 per $1,000 in principal amount of notes validly tendered plus (ii) $30 per $1,000 in principal amount of the notes validly tendered. On March 7, 2012, AMCE accepted for purchase the remaining $50.9 million aggregate principal amount of our Notes due 2014 tendered on February 21, 2012 for total consideration equal to (i) $972.50 per $1,000 in principal amount of notes validly tendered plus (ii) $30 per $1,000 in principal amount of the notes validly tendered. AMCE also accepted $10,000 aggregate principal amount of Notes due 2014 tendered after February 21, 2012 for total consideration equal to $972.50 per $1,000 in principal amount of the notes validly tendered. We recorded a loss on extinguishment of $640,000 related to the cash tender offer and redeemed our Notes due 2014 during the fifty-two weeks ended June 28, 2012. On March 7, 2012, AMCE announced its intent to redeem $51.0 million aggregate principal amount of Notes due 2014 at a price of $1,000 per $1,000 principal amount such that an aggregate of $160.0 million of Notes due 2014 would be retired through the tender offer and redemption. On April 6, 2012, AMCE completed the redemption of $51.0 million aggregate principal amount of Notes due 2014 at a redemption price of 100% of the principal amount plus accrued and unpaid interest.

On December 29, 2011, we reviewed the fair value of our investment in RealD Inc. common stock, which is accounted for as an equity security, available for sale, and is recorded in the Consolidated Balance Sheets in other long-term assets at fair value (Level 1). Our investment in RealD Inc. common stock had been in an unrealized loss position for approximately six months at December 29, 2011. We reviewed the unrealized loss for a possible other-than-temporary impairment and determined that the loss as of December 29, 2011 was other-than-temporary. The impairment analysis requires significant judgment to identify events or circumstances that would likely have a significant adverse effect on the future value of the investment. On December 29, 2011, we recognized an impairment loss of $17.8 million within investment (income) expense, related to unrealized losses previously recorded in accumulated other comprehensive loss, as we have determined the decline in fair value below historical cost to be other than temporary at December 29, 2011. Consideration was given to the financial condition and near-term prospects of the issuer, the length of time and extent to which the fair value has been less than cost and our intent and ability to retain our investment in the issuer for a period of time sufficient to allow for any anticipated recovery in market value.

AMCE used cash on hand to pay a dividend distribution of $109.6 million on December 6, 2011 to its stockholder, Parent, which was treated as a reduction of additional paid-in capital. Parent used the available funds to pay corporate overhead expenses incurred in the ordinary course of business, and on January 25, 2012, to redeem its Term Loan Facility due June 2012, plus accrued and unpaid interest.

On April 1, 2011, we fully launched AMC Stubs, a guest frequency program, which allows members to earn rewards, including $10 for each $100 spent, redeemable on future purchases at AMC locations. The portion of the admissions and concessions revenues attributed to the rewards is deferred as a reduction of admissions and concessions revenues and is allocated between admissions and

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concessions revenues based on expected member redemptions. Rewards must be redeemed no later than 90 days from the date of issuance. Upon redemption, deferred rewards are recognized as revenues along with associated cost of goods. Rewards not redeemed within 90 days are forfeited and recognized as admissions or concessions revenues. Progress rewards (member expenditures toward earned rewards) for expired memberships are forfeited upon expiration of the membership and recognized as admissions or concessions revenues. The program's annual membership fee is deferred, net of estimated refunds, and is recognized ratably over the one-year membership period.

As of June 30, 2013, we had 2.0 million AMC Stubs members. Our AMC Stubs members represented approximately 18% of our attendance during the six months ended June 30, 2013 with an average ticket price 2% lower than our non-members and concession expenditures per patron 24% higher than non-members. The following table reflects AMC Stubs activity during Successor six month period ended June 30, 2013:

			AMC Stubs Revenue for Six Months Ended June 30, 2013		
(In thousands)	**Deferred Membership Fees**	**Deferred Rewards**	**Other Theatre Revenues (Membership Fees)**	**Admissions Revenues**	**Concessions Revenues**
Balance, December 31, 2012	$ 10,596	$ 15,819			
Membership fees received	12,002		$	$	$
Rewards accumulated, net of expirations:					
Admissions		4,171		(4,171)	
Concessions		15,286			(15,286)
Rewards redeemed:					
Admissions		(6,259)		6,259	
Concessions		(14,118)			14,118
Amortization of deferred revenue	(10,852)		10,852		
For the period ended or balance as of June 30, 2013	$ 11,746	$ 14,899	$ 10,852	$ 2,088	$ (1,168)

The following table reflects AMC Stubs activity during the Predecessor twenty-six week period ended June 28, 2012:

			AMC Stubs Revenue for Twenty-six Weeks Ended June 28, 2012		
(In thousands)	**Deferred Membership Fees**	**Deferred Rewards**	**Other Theatre Revenues (Membership Fees)**	**Admissions Revenues**	**Concessions Revenues**
Balance, December 29, 2011	$ 12,222	$ 18,462			
Membership fees received	13,500		$	$	$
Rewards accumulated, net of expirations:					
Admissions		7,383		(7,383)	
Concessions		19,866			(19,866)
Rewards redeemed:					
Admissions		(8,209)		8,209	
Concessions		(15,852)			15,852
Amortization of deferred revenue	(12,166)		12,166		
For the period ended or balance as of June 28, 2012	$ 13,556	$ 21,650	$ 12,166	$ 826	$ (4,014)

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During our launch of AMC Stubs in fiscal year 2012, admissions and concessions revenues were reduced due to the ramp up in membership, causing more rewards to be earned than redeemed. AMC Stubs membership has stabilized during the Transition Period ended December 31, 2012, resulting in a much less pronounced impact on admissions and concessions revenues. The following tables reflect AMC Stubs activity during the Transition Period and the thirty-nine weeks ended December 29, 2011:

			AMC Stubs Revenue for Transition Period Ended December 31, 2012		
(In thousands)	**Deferred Membership Fees**	**Deferred Rewards**	**Other Theatre Revenues (Membership Fees)**	**Admissions Revenues**	**Concessions Revenues**
Balance, March 29, 2012	$ 13,693	$ 20,961			
Membership fees received	15,085		$	$	$
Rewards accumulated, net of expirations:					
Admissions		4,528		(4,528)	
Concessions		25,907			(25,907)
Rewards redeemed:					
Admissions		(11,553)		11,553	
Concessions		(24,024)			24,024
Amortization of deferred revenue	(18,182)		18,182		
For the period ended or balance as of December 31, 2012	$ 10,596	$ 15,819	$ 18,182	$ 7,025	$ (1,883)

			AMC Stubs Revenue for Thirty-nine Weeks Ended December 29, 2011		
(In thousands)	**Deferred Membership Fees**	**Deferred Rewards**	**Other Theatre Revenues (Membership Fees)**	**Admissions Revenues**	**Concessions Revenues**
Balance, March 31, 2011	$ 858	$ 579			
Membership fees received	20,060		$	$	$
Rewards accumulated, net of expirations:					
Admissions		12,773		(12,773)	
Concessions		22,252			(22,252)
Rewards redeemed:					
Admissions		(6,774)		6,774	
Concessions		(10,368)			10,368
Amortization of deferred revenue	(8,696)		8,696		
For the period ended or balance as of December 29, 2011	$ 12,222	$ 18,462	$ 8,696	$ (5,999)	$ (11,884)

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The following table reflects AMC Stubs activity during the fiscal year ended March 29, 2012:

			AMC Stubs Revenue for Fifty-Two Weeks Ended March 29, 2012		
(In thousands)	Deferred Membership Fees	Deferred Rewards	Other Theatre Revenues (Membership Fees)	Admissions Revenues	Concessions Revenues
Balance, March 31, 2011	$ 858	$ 579			
Membership fees received	27,477		$	$	$
Rewards accumulated, net of expirations:					
Admissions		16,752		(16,752)	
Concessions		32,209			(32,209)
Rewards redeemed:					
Admissions		(10,819)		10,819	
Concessions		(17,760)			17,760
Amortization of deferred revenue	(14,642)		14,642		
For the period ended or balance as of March 29, 2012	$ 13,693	$ 20,961	$ 14,642	$ (5,933)	$ (14,449)

On March 31, 2011, Marquee Holdings Inc., a direct, wholly-owned subsidiary of Parent and a holding company, the sole asset of which consisted of the capital stock of AMCE, was merged with and into Parent, with Parent continuing as the surviving entity. As a result of the merger, AMCE became a direct subsidiary of Parent.

During the fourth quarter of our fiscal year ending March 31, 2011, we evaluated excess capacity and vacant and under-utilized retail space throughout our theatre circuit. On March 28, 2011, management decided to permanently close 73 underperforming screens and auditoriums in six theatre locations in the United States and Canada while continuing to operate 89 screens at these locations. The permanently closed screens were physically segregated from the screens that remained in operation and access to the closed space was restricted. Additionally, management decided to discontinue development of and cease use of (including for storage) certain vacant and under-utilized retail space at four other theatres in the United States and the United Kingdom. As a result of closing the screens and auditoriums and discontinuing the development and use of the other spaces, we recorded a charge of $55.0 million for theatre and other closure expense, which is included in operating expense in the Consolidated Statements of Operations during the fiscal year ending March 31, 2011. The charge to theatre and other closure expense reflects the discounted contractual amounts of the existing lease obligations of $53.6 million for the remaining 7 to 13 year terms of the leases as well as expenses incurred for related asset removal and shutdown costs of $1.5 million. A significant portion of each of the affected properties was closed and is no longer used. The charges to theatre and other closure expense do not result in any new, increased or accelerated obligations for cash payments related to the underlying long-term operating lease agreements.

In addition to the auditorium closures, we permanently closed 22 theatres with 144 screens in the U.S. during the fifty-two weeks ended March 31, 2011 prior to the expiration of the lease term. We recorded $5.7 million for theatre and other closure expense, which is included in operating expense in the Consolidated Statements of Operations, due primarily to the remaining lease terms of 5 theatre closures and accretion of the closure liability related to theatres closed during prior periods. Of the theatre closures in fiscal 2011, 9 theatres with 35 screens were owned properties with no related lease obligation; 7 theatres with 67 screens had leases that were allowed to expire; a single screen theatre with a management agreement was allowed to expire; and 5 theatres with 41 screens were closed with remaining lease terms in excess of one month. Reserves for leases that have not been terminated are

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recorded at the present value of the future contractual commitments for the base rents, taxes and common area maintenance.

On December 15, 2010, we completed the offering of $600.0 million aggregate principal amount of our 9.75% Senior Subordinated Notes due 2020 (the "Notes due 2020"). Concurrently with the offering of the Notes due 2020 offering, we launched a cash tender offer and consent solicitation for any and all of our then outstanding $325.0 million aggregate principal amount of our Notes due 2016 at a purchase price of $1,031 plus a $30 consent fee for each $1,000 of principal amount of currently outstanding Notes due 2016 validly tendered and accepted by us on or before the early tender date (the "Cash Tender Offer"). We used the net proceeds from the issuance of the Notes due 2020 to pay the consideration for the Cash Tender Offer plus accrued and unpaid interest on $95.1 million principal amount of Notes due 2016 validly tendered. We recorded a loss on extinguishment related to the Cash Tender Offer of $7.6 million in Other expense during the fifty-two weeks ended March 31, 2011, which included previously capitalized deferred financing fees of $1.7 million, a tender offer and consent fee paid to the holders of $5.8 million and other expenses of $149,000. We redeemed the remaining $229.9 million aggregate principal amount outstanding Notes due 2016 at a price of $1,055 per $1,000 principal amount on February 1, 2011 in accordance with the terms of the indenture. We recorded a loss on extinguishment related to the Cash Tender Offer of $16.7 million in Other expense during the fifty-two weeks ended March 31, 2011, which included previously capitalized deferred financing fees of $4.0 million, a tender offer and consent fee paid to the holders of $12.6 million and other expenses of $99,000.

Concurrently with the Notes due 2020 offering on December 15, 2010, Parent launched a cash tender offer and consent solicitation for any and all of its outstanding $240.8 million aggregate principal amount (accreted value) of its Discount Notes due 2014 at a purchase price of $797 plus a $30 consent fee for each $1,000 face amount (or $792.09 accreted value) of then outstanding Discount Notes due 2014 validly tendered and accepted by Parent. AMCE used cash on hand to make a dividend payment of $185.0 million on December 15, 2010 to its stockholder, Parent, which was treated as a reduction of additional paid-in capital. Parent used the funds received from us to pay the consideration for the Discount Notes due 2014 cash tender offer plus accrued and unpaid interest on $170.7 million principal amount (accreted value) of the Discount Notes due 2014 validly tendered. Parent redeemed the remaining $70.1 million (accreted value) outstanding Discount Notes due 2014 at a price of $823.77 per $1,000 face amount (or $792.09 accreted value) on January 3, 2011 using funds from an additional dividend received from us of $76.1 million.

On December 15, 2010, we entered into a third amendment to our former senior secured credit agreement dated as of January 26, 2006 to, among other things: (i) extend the maturity of the term loans held by accepting lenders of $476.6 million aggregate principal amount of term loans from January 26, 2013 to December 15, 2016 and to increase the interest rate with respect to such term loans, (ii) replace our existing revolving credit facility with a new five-year revolving credit facility (with higher interest rates and a longer maturity than the existing revolving credit facility), and (iii) amend certain of our existing covenants therein. We recorded a loss on the modification of our former senior secured credit agreement of $3.7 million in Other (income) expense during the fifty-two weeks ended March 31, 2011, which included third party modification fees and other expenses of $3.3 million and previously capitalized deferred financing fees related to the revolving credit facility of $367,000.

All of our NCM membership units are redeemable for, at the option of NCM, cash or shares of common stock of NCM, Inc. on a share-for-share basis. On August 18, 2010, we sold 6,500,000 shares of common stock of NCM, Inc., in an underwritten public offering for $16.00 per share and reduced our related investment in NCM by $36.7 million, the carrying amount of all shares sold. Net proceeds received on this sale were $99.8 million, after deducting related underwriting fees and professional and consulting costs of $4.2 million, resulting in a gain on sale of $63.1 million. In addition, on September 8, 2010, we sold 155,193 shares of NCM, Inc. to the underwriters to cover over allotments for $16.00 per share and reduced our related investment in NCM by $867,000, the carrying amount of all shares sold. Net proceeds received on this sale were $2.4 million, after deducting related underwriting fees and professional and consulting costs of $99,000, resulting in a gain on sale of $1.5 million.

On March 17, 2011, NCM, Inc., as sole manager of NCM, disclosed the changes in ownership interest in NCM pursuant to the Common Unit Adjustment Agreement dated as of February 13, 2007 ("2010 Common Unit Adjustment"). This agreement provides for a mechanism for adjusting membership units based on increases or decreases in attendance associated with theatre additions and dispositions. Prior to the 2010 Common Unit Adjustment, we held 18,803,420 units, or a 16.98% ownership interest, in NCM as of December 30, 2010. As a result of theatre closings and dispositions and a related decline in attendance, we elected to surrender 1,479,638 common membership units to satisfy the 2010 Common Unit Adjustment, leaving us with 17,323,782 units, or a 15.66% ownership interest, in NCM as of March 31, 2011. We recorded the surrendered common units as a reduction to deferred revenues for exhibitor services agreement at fair value of $25.4 million, based on a price per share of NCM, Inc. of $17.14 on March 17, 2011, and recorded the reduction of the Company's NCM investment at weighted average cost for Tranche 2 Investments of $25.6 million, resulting in a loss on the surrender of the units of $207,000. The gain from the NCM, Inc. stock sales and the loss from the surrendered NCM common units are reported as Gain on NCM transactions on the Consolidated Statements of Operations. As a result of theatre closings and a related decline in attendance, the NCM Common Unit Adjustment for calendar 2011 called for a reduction in common units. We elected to pay NCM $214,000 to retain 16,717 common units effective March 16, 2012. The amount paid to retain the units decreased the deferred revenues for exhibitor services agreement available for amortization to advertising income for future periods.

The Company's investment in common membership units (Tranche 1 Investment) was carried at zero cost through the date of the Merger on August 30, 2012. At the date of the Merger, the Company's investment in NCM consisted of a single investment tranche consisting of 17,323,782 membership units recorded at fair value (Level 1) on August 30, 2012. As of June 30, 2013, the Company owns 19,052,770 common membership units, or a 15.52% interest in NCM, consisting of two tranches.

On May 24, 2010, we completed the acquisition of 92 theatres and 928 screens from Kerasotes Showplace Theatres, LLC ("Kerasotes"). Kerasotes operated 95 theatres and 972 screens in mid-sized, suburban and metropolitan markets, primarily in the Midwest. More than three quarters of the Kerasotes theatres feature stadium seating and almost 90 percent have been built since 1994. The purchase price for the Kerasotes theatres paid in cash at closing, was $276.8 million, net of cash acquired, and was subject to working capital and other purchase price adjustments. We paid working capital and other purchase price adjustments of $3.8 million during the second quarter of fiscal 2011, based on the final closing date working capital and deferred revenue amounts, and have included this amount as part of the total purchase price. The acquisition of Kerasotes significantly increased our size. Accordingly, results of operations for the fifty-two weeks ended March 29, 2012, which include fifty-two weeks of operations of the theatres we acquired, are not comparable to our results for the fifty-two weeks ended March 31, 2011, which include forty-four weeks of the operations we acquired.

In December of 2008, the Company sold all of its interests in Cinemex, which then operated 44 theatres with 493 screens primarily in the Mexico City Metropolitan Area, to Entretenimiento GM de Mexico S.A. de C.V. ("Entretenimiento"). As of June 30, 2013, the Company estimates that it is contractually entitled to receive an additional $5.9 million of the purchase price related to tax payments and refunds. While the Company believes it is entitled to these amounts from Cinemex, the collection will require litigation, which was initiated by the Company on April 30, 2010 and is still pending. Resolution could take place over a prolonged period. In fiscal 2010, as a result of the litigation, the Company established an allowance for doubtful accounts related to this receivable and directly charged

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off the receivable amount as uncollectible. The Company does not have any significant continuing involvement in the operations of the Cinemex theatres after the disposition. Any purchase price tax collections received or legal fees paid related to the sale of the Cinemex theatres have been classified as discontinued operations for all periods presented.

We do not operate any other theatres in Mexico and have divested of the majority of our other investments in international theatres in Canada, UK, Japan, Hong Kong, Spain, Portugal, France, Argentina, Brazil, Chile, and Uruguay over the past several years as part of our overall business strategy.

Deferred Tax Asset Valuation Allowance

If, in the future, we generate sufficient earnings in the United States federal and state tax jurisdictions where we have recorded valuation allowances, our conclusion regarding the need for a valuation allowance in these tax jurisdictions could change. Accordingly, it is reasonably possible we could have a reduction of some or a significant portion of our recorded valuation allowance in the near term. This determination would be dependent on a number of factors which would include, but not be limited to, our expectation of future taxable income.

Critical Accounting Estimates

Our Consolidated Financial Statements are prepared in accordance with U.S. GAAP. In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates, and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our Consolidated Financial Statements are prepared. On a regular basis, we review the accounting policies, assumptions, estimates, and judgments to ensure that our financial statements are presented fairly and in accordance with U.S. GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 1 The Company and Significant Accounting Policies to our audited Consolidated Financial Statements included elsewhere in this prospectus. A listing of some of the more critical accounting estimates that we believe merit additional discussion and aid in better understanding and evaluating our reported financial results are as follows.

Impairments. We evaluate goodwill and other indefinite lived intangible assets for impairment annually or more frequently as specific events or circumstances dictate. Impairment for other long-lived assets (including finite lived intangibles) is done whenever events or changes in circumstances indicate that these assets may not be fully recoverable. We have invested material amounts of capital in goodwill and other intangible assets in addition to other long-lived assets. We operate in a very competitive business environment and our revenues are highly dependent on movie content supplied by film producers. In addition, it is not uncommon for us to closely monitor certain locations where operating performance may not meet our expectations. Because of these and other reasons we have recorded material impairment charges primarily related to long-lived assets. Impairment charges were $0 during the Transition Period, $20.8 million in fiscal 2012 and $21.6 million in fiscal 2011. There are a number of estimates and significant judgments that are made by management in performing these impairment evaluations. Such judgments and estimates include estimates of future revenues, cash flows, capital expenditures, and the cost of capital, among others. We believe we have used reasonable and appropriate business judgments. There is considerable management judgment with respect to cash flow estimates and appropriate multiples and discount rates to be used in determining fair value, and, accordingly, actual results could vary significantly from such estimates, which fall under Level 3 within the fair value measurement hierarchy. These estimates determine whether an impairment has been incurred and also quantify the amount of any related impairment charge. Given the nature of our business and our recent history, future impairments are possible and they may be material, based upon business conditions that are constantly changing.

Our recorded goodwill was $2.3 billion, $2.2 billion, and $2.0 billion as of June 30, 2013, December 31, 2012, and March 29, 2012, respectively. We evaluate goodwill and our trademarks for impairment annually during our fourth fiscal quarter and any time an event occurs or circumstances change that would more likely than not reduce the fair value for a reporting unit below its carrying amount. Our goodwill is recorded in our Theatrical Exhibition operating segment, which is also the reporting unit for purposes of evaluating recorded goodwill for impairment. If the carrying value of the reporting unit exceeds its fair value, we are required to reallocate the fair value of the reporting unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit.

During the Transition Period and fiscal 2012, we assessed qualitative factors and reached a determination that it is not more likely than not that the fair value of our reporting unit is less than its carrying value and therefore the two step method, as described in ASC 350-20, is not necessary. Factors considered in determining this conclusion include but are not limited to recent improvements in industry box office results; increases in the market value of our long-term debt; our estimated fair value exceeded our carrying value as of December 31, 2012; our operating results including revenues, cash flows from operating activities and Adjusted EBITDA improved significantly from fiscal 2012; and the equity values of our publicly traded peer competitors increased during the Transition Period and in fiscal 2012.

There was no goodwill impairment as of June 30, 2013, December 31, 2012, and March 29, 2012.

Film exhibition costs. We have agreements with film companies who provide the content we make available to our customers. We are required to routinely make estimates and judgments about box office receipts for certain films and for films provided by specific film distributors in closing our books each period. These estimates are subject to adjustments based upon final settlements and determinations of final amounts due to our content providers that are typically based on a film's box office receipts and how well it performs. In certain instances this evaluation is done on a film by film basis or in the aggregate by film production suppliers. We rely upon our industry experience and professional judgment in determining amounts to fairly record these obligations at any given point in time. The accruals made for film costs have historically been material and we expect they will continue to be so into the future. During the six months ended June 30, 2013 and the twenty six weeks ended June 28, 2012, our film exhibition costs were $476.7 million and $463.9 million, respectively. During the Transition Period and fiscal years 2012 and 2011 our film exhibition costs totaled $728.1 million, $916.0 million, and $860.5 million, respectively.

Income and operating taxes. Income and operating taxes are inherently difficult to estimate and record. This is due to the complex nature of the U.S. tax code and also because our returns are routinely subject to examination by government tax authorities, including federal, state and local officials. Most of these examinations take place a few years after we have filed our tax returns. Our tax audits in many instances raise questions regarding our tax filing positions, the timing and amount of deductions claimed and the allocation of income among various tax jurisdictions. Our federal and state tax operating loss carry forward of approximately $671.9 million and $544.2 million, respectively at December 31, 2012, require us to estimate the amount of carry forward losses that we can reasonably be expected to realize using feasible and prudent tax planning strategies that are available to us. Future changes in conditions and in the tax code may change these strategies and thus change the amount of carry forward losses that we expect to realize and the amount of valuation allowances we have recorded. Accordingly future reported results could be materially impacted by changes in tax matters, positions, rules and estimates and these changes could be material.

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Theatre and other closure expense. Theatre and other closure expense is primarily related to payments made or received or expected to be made or received to or from landlords to terminate leases on certain of our closed theatres, other vacant space and theatres where development has been discontinued. Theatre and other closure expense is recognized at the time the theatre or auditorium closes, space becomes vacant or development is discontinued. Expected payments to or from landlords are based on actual or discounted contractual amounts. We estimate theatre closure expense based on contractual lease terms and our estimates of taxes and utilities. The discount rate we use to estimate theatre and other closure expense is based on estimates of our borrowing costs at the time of closing. Our theatre and other closure liabilities have been measured using a discount rate of approximately 7.55% to 9.0%. During the fourth quarter of our fiscal year ending March 31, 2011, we permanently closed 73 underperforming screens and auditoriums in six theatre locations while continuing to operate the remaining 89 screens, and discontinued the development of and ceased use of certain vacant and under-utilized retail space at four other theatres. As a result of closing the screens and auditoriums and discontinuing the development and use of the other spaces, we recorded a charge of $55.0 million for theatre and other closure expense. During the six months ended June 30, 2013 and the twenty six weeks ended June 28, 2012, we recorded theatre and other closure expense, which is included in operating expense in the Consolidated Statements of Operations, of $3.0 million and $5.2 million, respectively. We have recorded theatre and other closure expense, which is included in operating expense in the Consolidated Statements of Operations, of $6.6 million, $7.4 million, and $60.8 million during the Transition Period and the fiscal years ended March 29, 2012, and March 31, 2011, respectively.

Gift card and packaged ticket breakage. As noted in our significant accounting policies for revenue, we defer 100% of these items and recognize these amounts as they are redeemed by customers or breakage income is recognized. A vast majority of gift cards are used or partially used. However a portion of the gift cards and packaged ticket sales we sell to our customers are not redeemed and not used in whole or in part. Non-redeemed or partially redeemed cards or packaged tickets are known as "breakage" in our industry. We are required to estimate breakage and do so based upon our historical redemption patterns. Our history indicates that if a card or packaged ticket is not used for 18 months or longer, its likelihood of being used past this 18 month period is remote. In the fourth quarter of fiscal 2012, we changed our accounting method for estimating gift card breakage income. Prior to the fourth quarter of fiscal 2012, we recognized breakage income when gift card redemptions were deemed remote and the Company determined that there was no legal obligation to remit the unredeemed gift cards to the relevant tax jurisdiction ("Remote Method"), which based on historical information we concluded to be 18 months after the gift card was issued. In the fourth quarter of fiscal 2012, we accumulated a sufficient level of historical data from a large pool of homogeneous transactions to allow management to reasonably and objectively determine an estimated gift card breakage rate and the pattern of actual gift card redemptions. Accordingly, we changed our method for recognizing gift card breakage income to recognize breakage income and derecognize the gift card liability for unredeemed gift cards in proportion to actual redemptions of gift cards ("Proportional Method"). Breakage for packaged tickets continues to be recognized as the redemption of these items is determined to be remote, that is if a ticket has not been used within 18 months after being purchased. As a result of fair value accounting with the Merger, we will not recognize any breakage income on package tickets until 18 months after the date of the Merger. Additionally, concurrent with the accounting change discussed above, we changed our presentation of gift card breakage income from other income to other theatre revenues during fiscal 2012, with conforming changes made for all prior periods presented. During fiscal 2012, we recognized $32.6 million of net gift card breakage income, of which $15.0 million represented the adjustment related to the change from the Remote Method to the Proportional Method. During the six months ended June 30, 2013 and the twenty-six weeks ended June 28, 2012, we recognized $10.2 million and $22.9 million of income, respectively, and during the Transition Period and fiscal years 2012 and 2011, we recognized

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$11.5 million, $32.6 million and $14.1 million of income, respectively, related to the derecognition of gift card liabilities which was recorded in other theatre revenues in the Consolidated Statements of Operations. Refer to Note 1 of the Notes to Consolidated Financial Statements included elsewhere in this prospectus for additional information.

Operating Results

The following table sets forth our revenues, costs and expenses attributable to our operations. Reference is made to Note 17 Operating Segment to the audited Consolidated Financial Statements included elsewhere in this prospectus for additional information therein.

(In thousands)	(Unaudited) 6 Months Ended June 30, 2013 (Successor)	(Unaudited) 26 Weeks Ended June 28, 2012 (Predecessor)	From Inception August 31, 2012 through December 31, 2012 (Successor)	March 30, 2012 through August 30, 2012 (Predecessor)	52 Weeks Ended March 29, 2012 (Predecessor)	52 Weeks Ended March 31, 2011 (Predecessor)
Revenues						
Theatrical exhibition						
Admissions	$ 898,190	$ 877,408	$ 548,632	$ 816,031	$ 1,721,295	$ 1,644,837
Concessions	387,414	360,149	229,739	342,130	689,680	644,997
Other theatre	54,863	69,257	33,121	47,911	111,002	72,704
Total revenues	1,340,467	1,306,814	811,492	1,206,072	2,521,977	2,362,538
Operating Costs and Expenses						
Theatrical exhibition						
Film exhibition costs	476,719	463,918	291,561	436,539	916,054	860,470
Concession costs	53,748	49,219	30,545	47,326	93,581	79,763
Operating expense &nb						