

RLJ ENTERTAINMENT, INC.
Form 4
June 20, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMC Networks Inc.

2. Issuer Name and Ticker or Trading Symbol
RLJ ENTERTAINMENT, INC.
[RLJE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

11 PENN PLAZA

06/20/2017

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10001

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			By
Common Stock	06/20/2017		O ⁽¹⁾	1,667,000 A \$ 3	1,891,807	I	Subsidiary ⁽²⁾

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Shares
Common Stock Warrant (Right to Buy)	\$ 3 ⁽³⁾	06/20/2017		O ⁽¹⁾	1,667,000	10/14/2016 10/14/2021	Common Stock	1,667,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMC Networks Inc. 11 PENN PLAZA NEW YORK, NY 10001			X	

Signatures

/s/ James G. Gallagher, Executive Vice President and General Counsel of AMC Networks Inc.

06/20/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) AMC Networks Inc. ("AMC") owns warrants ("Warrants") to purchase from RLJ Entertainment, Inc. ("RLJE") shares of RLJE common stock, par value \$0.001 per share ("Common Stock") (a share of Common Stock issuable upon exercise of a Warrant, a "Warrant Share"). On June 20, 2017, AMC partially exercised its Class A Warrant by surrendering indebtedness outstanding under the Credit Agreement, dated October 14, 2016, between Digital Entertainment Holdings LLC ("DEH") and RLJE (as amended, the "Credit Agreement"), having a principal amount equal to the aggregate exercise price and was issued 1,667,000 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.

(2) AMC may be deemed to beneficially own the Warrants and all shares of Common Stock issued and issuable upon exercise of the Warrants indirectly through its wholly-owned subsidiaries. The Warrants are held directly by DEH, an indirect wholly-owned subsidiary of AMC. DEH is a direct wholly-owned subsidiary of IFC Entertainment Holdings LLC. IFC Entertainment Holdings LLC is a direct wholly-owned subsidiary of Rainbow Programming Holdings LLC. Rainbow Programming Holdings LLC is a direct wholly-owned subsidiary of Rainbow Media Enterprises, Inc. Rainbow Media Enterprises, Inc. is a direct wholly-owned subsidiary of Rainbow Media Holdings, LLC. Rainbow Media Holdings, LLC is a direct wholly-owned subsidiary of AMC.

(3) The exercise price per Warrant Share is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Class A Warrant.

(4) The number of Warrant Shares is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Class A Warrant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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