

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form FWP

AMC ENTERTAINMENT HOLDINGS, INC.  
Form FWP  
December 03, 2013

Issuer Free Writing Prospectus, dated December 3, 2013  
(Relating to Preliminary Prospectus Filed December 2, 2013)

Filed Pursuant to Rule 433

Registration Statement No. 333-190904

*On December 2, 2013, AMC Entertainment Holdings, Inc. ( Holdings ) filed Amendment No. 5 to its Registration Statement on Form S-1 ( Amendment No. 5 ). The purpose of this Free Writing Prospectus is to provide information that was inadvertently not included in Holdings Preliminary Prospectus, dated December 2, 2013, contained in Amendment No. 5.*

The following information with respect to pro forma basic earnings (loss) per share of common stock and pro forma diluted earnings (loss) per share of common stock on page F-2:

|  | <b>Nine Months Ended (unaudited)</b>                                    |  |  |
|--|---|--|--|
|  | <b>Nine Months<br/>Ended<br/>September 30,<br/>2013<br/>(Successor)</b> | <b>From<br/>Inception<br/>August 31,<br/>2012<br/>through<br/>September 27,<br/>2012<br/>(Successor)</b> | <b>December 30,<br/>2011<br/>through<br/>August 30,<br/>2012<br/>(Predecessor)</b> |
| <b>Pro Forma basic earnings (loss) per share of common stock:</b>    |   |  |  |
| Earnings (loss) from continuing operations                           | \$ 1.06   | \$ (0.60)  | \$ 0.86  |
| Earnings from discontinued operations                                | 0.06  |  | 0.54   |
| Net earnings (loss) per share  | \$ 1.12   | \$ (0.60)  | \$ 1.40  |
| <b>Average shares outstanding:</b>                                   |   |  |  |
| Basic  | 76,000.03   | 71,383.84  | 63,335.34  |
| <b>Pro Forma diluted earnings (loss) per shares of common stock:</b> |   |  |  |
| Earnings (loss) from continuing operations                           | \$ 1.06   | \$ (0.60)  | \$ 0.85  |
| Earnings from discontinued operations                                | 0.06  |  | 0.54   |
| Net earnings (loss) per share  | \$ 1.12   | \$ (0.60)  | \$ 1.39  |
| <b>Average shares outstanding:</b>                                   |   |  |  |
| Diluted  | 76,000.03   | 71,383.84  | 63,793.34  |

The following information on page F-4:

|  | <b>Unaudited<br/>Pro Forma<br/>Balance Sheet<br/>September 30,</b> | <b>September 30,<br/>2013</b> | <b>December 31,<br/>2012</b> |
|--|--|-------------------------------|------------------------------|
|--|--|-------------------------------|------------------------------|

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|  | 2013    | (Successor) | (Successor) |
|--|---------|-------------|-------------|
|  |         | (unaudited) |             |
| Class A Common Stock voting issued hereby (\$.01 par value 524,173,073 shares authorized; 173,147 shares issued and outstanding as of September 30, 2013 as adjusted to give effect to the Reclassification)   | 1,811   |             |             |
| Class N Common Stock nonvoting (\$.01 par value, 25,000 shares authorized; 3,497 shares issued and outstanding as of September 30, 2013 and December 31, 2012)   |         | 1,811       | 1,811       |
| Stockholders' equity:  |         |             |             |
| Class A Common Stock voting issued hereby (\$.01 par value 524,173,073 shares authorized; 0 shares issued and outstanding as of September 30, 2013 as adjusted to give effect to the Reclassification)         |         |             |             |
| Class B Common Stock voting issued hereby (\$.01 par value 75,826,927 shares authorized; 75,826,927 shares issued and outstanding as of September 30, 2013 as adjusted to give effect to the Reclassification) | 758     |             |             |
| Class A Common Stock voting (\$.01 par value, 2,000,000 shares authorized; 1,531,424 shares issued and outstanding as of September 30, 2013 and December 31, 2012)   |         | 15          | 15          |
| Additional paid-in capital   | 799,242 | 799,985     | 799,985     |

The following sentence that appears as the last sentence on page F-7:

Pursuant to the reclassification, which is being treated in a manner similar to a stock split, each holder of shares of Class A common stock and Class N common stock will receive 49.514 shares of Class B common stock for one share of existing Class A common stock and 49.514 shares of Class A common stock for one share of existing Class N common stock.

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The following information with respect to the computation of pro forma basic and diluted earnings (loss) from continuing operations per common share on page F-8:

The following table sets forth the computation of pro forma basic and diluted earnings (loss) from continuing operations per common share:

|   | Nine months<br>Ended<br>September 30, 2013<br>(Successor) | From Inception<br>August 31, 2012<br>through<br>September 27, 2012<br>(Successor) | December 30, 2011<br>through<br>September 30, 2013<br>(Predecessor) |
|---|---|---|---|
| <b>Numerator:</b>   |   |   |   |
| Earnings (loss) from continuing operations                          | \$ 80,493   | \$ (43,067)   | \$ 54,154   |
| <b>Denominator:</b>   |   |   |   |
| Shares for basic earnings (loss) per common share                   | 76,000.03   | 71,383.84   | 63,335.34   |
| Stock options   |   |   | 458.00  |
| Shares for diluted earnings (loss) per common share                 | 76,000.03   | 71,383.84   | 63,793.34   |
| Basic earnings (loss) from continuing operations per common share   | \$ 1.06   | \$ (0.60)   | \$ 0.86   |
| Diluted earnings (loss) from continuing operations per common share | \$ 1.06   | \$ (0.60)   | \$ 0.85   |

The issuer has filed a registration statement (including a preliminary prospectus) with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling the issuer at (203) 682-8211 or contacting Citigroup toll free at (800) 831-9146, BofA Merrill Lynch toll free at (866) 500-5408 or via email at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), Barclays toll free at (888) 603-5847 or via email at [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com), or Credit Suisse toll free at (800) 221-1037 or via email at [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com).