

AMC ENTERTAINMENT HOLDINGS, INC.

Form 8-K

February 13, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 7, 2017**

**AMC ENTERTAINMENT HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-33892**

(Commission File Number)

**26-0303916**

(IRS Employer Identification No.)

**One AMC Way**

**11500 Ash Street, Leawood, KS 66211**

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(913) 213-2000**

**Not Applicable**

## Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form 8-K

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 Other Events**

On February 7, 2017, AMC Entertainment Holdings, Inc. (the **Company**) entered into an Underwriting Agreement (the **Underwriting Agreement**) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto (the **Underwriters**) relating to the public offering by the Company of 19,047,619 shares of its Class A common stock (the **Firm Shares**). The offering price to the public of the Firm Shares is \$31.50 per share, and the Company agreed to pay the Underwriters an underwriting commission of \$1.1025 per share. Pursuant to the Underwriting Agreement, the Underwriters have a 30-day option to purchase from the Company up to an additional 2,857,142 shares of its Class A common stock (the **Option Shares** and together with the Firm Shares, the **Shares**) at the public offering price less the underwriting commission.

The offering is being made pursuant to an automatically effective shelf registration statement on Form S-3 (the **Registration Statement**) that the Company filed with the Securities and Exchange Commission (the **SEC**) on December 21, 2016 (File No. 333-215233). A prospectus supplement relating to the offering has been filed with the SEC. The closing of the offering took place on February 13, 2017.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

The legal opinion of Weil, Gotshal & Manges LLP relating to the Registration Statement is filed as Exhibit 5.1 hereto.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                                                                                                                                                                                                                                           |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1         | Underwriting Agreement dated as of February 7, 2017, between AMC Entertainment Holdings, Inc. and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. |
| 5.1         | Opinion of Weil, Gotshal & Manges LLP.                                                                                                                                                                                                                |
| 23.1        | Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).                                                                                                                                                                 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMC ENTERTAINMENT HOLDINGS, INC.**

Date: February 13, 2017

|        |                     |                                                         |
|--------|---------------------|---------------------------------------------------------|
| By:    | /s/ Kevin M. Connor |                                                         |
| Name:  |                     | Kevin M. Connor                                         |
| Title: |                     | Senior Vice President, General Counsel<br>and Secretary |

**EXHIBIT INDEX**

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| 5.1                    | Opinion of Weil, Gotshal & Manges LLP.                                                                                                                                                                                                                |
| 23.1                   | Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).                                                                                                                                                                 |