

AMC ENTERTAINMENT HOLDINGS, INC.
 Form 4
 January 07, 2016

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 *
RAMSEY CRAIG R

2. Issuer Name and Ticker or Trading Symbol
AMC ENTERTAINMENT HOLDINGS, INC. [AMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

AMC ENTERTAINMENT HOLDINGS INC, ONE AMC WAY, 11500 ASH STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2016

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

(Street)
LEAWOOD, KS 66211

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
CLASS A COMMON STOCK	01/05/2016		M		19,226 <u>(1)</u>	A	\$ 0 61,795	D
CLASS A COMMON STOCK	01/05/2016		F		6,363 <u>(2)</u>	D	\$ 0 55,432	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
RESTRICTED STOCK UNIT (1)	\$ 0	01/05/2016		C	19,226 (1)	(1) (1)	CLASS A COMMON STOCK	19,226

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMSEY CRAIG R AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211			EVP & CFO	

Signatures

/S/EDWIN F GLADBACH,
ATTORNEY-IN-FACT
Date: 01/07/2016

**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) Shares of Class A Common Stock ("Stock") were delivered upon the vesting and settlement of 19,226 Restricted Stock Units ("RSU") pursuant to the terms of the RSU Award Agreement dated August 7, 2015 (the "Award"). Each RSU was convertible into one share of Stock upon vesting. The Award was granted to Mr. Ramsey as compensation for his service as the Company's Interim Chief Executive Officer and vested upon employment of a permanent Chief Executive Officer.
- (2) Of the 19,226 shares of Stock deliverable upon vesting of the RSUs, 6,363 were withheld to satisfy Mr. Ramsey's tax obligations arising from the vesting of the RSUs and delivery of the Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.