### Edgar Filing: READING INTERNATIONAL INC - Form 4

#### READING INTERNATIONAL INC

Form 4

October 23, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COTTER JAMES J

READING INTERNATIONAL INC

(Check all applicable)

[RDI]

(Last)

3. Date of Earliest Transaction

\_X\_ Director X\_\_ 10% Owner X\_ Officer (give title \_ Other (specify below)

(Month/Day/Year)

09/07/2012

Chief Executive Officer

6100 CENTER DRIVE, SUITE 900

(Middle)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90045

(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acquired, I	Disposed of, or Ben	neficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on Disposed on (Instr. 3, 4 a	f (D)	uired (A) or Price	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 Beneficial Ownership (Instr. 4)
Class A Common Stock Non-Voting	09/07/2012		<u>J(1)</u>	990,000	A	\$ 6,423,510 (2)	3,952,388	I	Cotter Enterprises, LLC
Class A Common Stock Non-Voting	07/01/2013		G(3)	4,500 (3)	D	\$ 6.34	3,947,888	I	James J. Cotter Foundation
Class A Common Stock Non-Voting	10/21/2013		J <u>(1)</u>	990,000	D	\$ 4,553,010 (2) (4)	2,957,888	I	Cotter Enterprises, LLC

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	<ol><li>Date Exerc</li></ol>	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration	Title N			
						Exercisable	Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting owner rame, radicis	

Director 10% Owner Officer Other

COTTER JAMES J 6100 CENTER DRIVE SUITE 900

X X Chief Executive Officer

LOS ANGELES, CA 90045

## **Signatures**

/s/ James J. Cotter 10/23/2013

\*\*Signature of Date
Reporting Person

# **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).

On September 7, 2012 and October 21, 2013, Mr. Cotter effected a restructuring of Cotter Enterprises, LLC., a family owned limited liability company ("CE" and the "Restructuring" respectively). CE is the owner of 1,000,000 shares of Reading Class A Common Stock.

- (1) Pursuant to the Restructuring, Mr. Cotter was from September 7, 2012 through October 21, 2013, the holder of a pecuniary interest in such 1,000,000 shares. On October 21, 2013, a 99% membership interest (the "Membership Interest") was transferred to a trust for the benefit of Mr. Cotter's children. Accordingly, Mr. Cotter no longer has a pecuniary interest in 99% of the shares owned by CE.
- (2) The dollar amounts shown above as the transfer price of such pecuniary interest reflect the value of Membership Interest transferred, which is a discount to the value of the underlying shares, such discount being attributable to the fact that such 99% Membership Interest

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is an illiquid, non-controlling interest with material limitations on transferability. The net effect of the Restructuring is that Mr. Cotter's pecuniary interest in the 1,000,000 shares held by CE is the same currently as it was prior to September 7, 2012.

- (3) Gifted to Non-Profit
- (4) The purchase agreement with respect to the sale of the membership interest provides that the interest transferred will be independently appraised, and that the purchase price will be adjusted to reflect the results of this appraisal.

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.