RAMSEY CRAIG R

Form 4

March 12, 2018

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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

(Last)

2. Issuer Name and Ticker or Trading

Symbol

AMC ENTERTAINMENT HOLDINGS, INC. [AMC]

3. Date of Earliest Transaction

03/12/2018

(Month/Day/Year)

AMC ENTERTAINMENT HOLDINGS INC, ONE AMC WAY,

(First)

(Middle)

11500 ASH STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below)

EVP, CHIEF FINANCAIL OFFICER

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LEAWOOD, KS 66211

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and Am	nount o	
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration D	Expiration Date		Underlying Securities	
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and 4)		
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed o	f				
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D) Date	Expiration	Title	Amo	
				Couc ,	(11) (D	Exercisable	Date	Title	or	
						2.10101541516	2		Numl	
									of Sh	
									01 011	
RESTRICTED								CLASS A		
STOCK	\$ 0	03/12/2018		A	39,733	(1)	(1)	COMMON	39,7	
UNITS (1)	+ 0	55. ==, = 010			,	_	_	STOCK	->,,	
UNITS (4)								STOCK		

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, CHIEF FINANCAIL OFFICER

Signatures

/S/ EDWIN F GLADBACH, ATTORNEY-IN-FACT

03/12/2018

**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).

Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock within 30 days following vesting. (1) The RSUs were granted on March 12, 2018, and one-third (1/3) of the total grant will vest in each of January 2019, 2020, and 2021,

(1) The RSUs were granted on March 12, 2018, and one-third (1/3) of the total grant will vest in each of January 2019, 2020, and 2021, subject to continued employment. The grant was made pursuant to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan

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.

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