

SANDERS CARLA C
 Form 4
 January 04, 2018

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 *
 SANDERS CARLA C

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)
 ONE AMC WAY, 11500 ASH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, HUMAN RESOURCES

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 Ownership (Instr. 4)
				(A) or (D)	Price		
CLASS A COMMON STOCK ⁽¹⁾ ₍₂₎	01/03/2018		M	5,562 A	\$ 0 10,031	D	
CLASS A COMMON STOCK ⁽³⁾	01/03/2018		F	2,206 D	\$ 0 7,825	D	

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

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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 UNITS ⁽¹⁾	\$ 0	01/03/2018		C	2,862	<u>(1)</u> <u>(1)</u>	CLASS A COMMON STOCK	2,862
RESTRICTED STOCK UNITS ⁽²⁾	\$ 0	01/03/2018		C	2,700	<u>(2)</u> <u>(2)</u>	CLASS A COMMON STOCK	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS CARLA C ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211			SVP, HUMAN RESOURCES	

Signatures

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

01/04/2018

**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).

(1) Shares of Stock were delivered upon the vesting and settlement of certain RSUs granted to the Reporting Person pursuant to the terms of a Restricted Stock Award Agreement dated March 1, 2016. One third of the original grant vested at the beginning of the year based upon the Reporting Person's continued employment with the Issuer with each RSU convertible into one share of Stock within 30 days following vesting.

(2) Shares of Stock were delivered upon the vesting and settlement of certain RSUs granted to the Reporting Person pursuant to the terms of a Restricted Stock Award Agreement dated March 31, 2017. One third of the original grant vested at the beginning of the year based upon the Reporting Person's continued employment with the Issuer with each RSU convertible into one share of Stock within 30 days

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following vesting.

- (3) Shares of Stock otherwise deliverable were withheld to satisfy the Reporting Person's tax obligations arising from RSU conversion and Stock delivery events described in notes 1 and 2 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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