

SMERLING ROBERT F
Form 4/A
March 27, 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 *
SMERLING ROBERT F

2. Issuer Name and Ticker or Trading Symbol
READING INTERNATIONAL INC
[RDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
President - Domestic Cinemas

(Last) (First) (Middle)

5995 SEPULVEDA BLVD, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2018

CULVER CITY, CA 90230

4. If Amendment, Date Original Filed(Month/Day/Year)
03/13/2018

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Nonvoting Common Stock | 03/10/2018 | | | M | 1,046 | A | 10,783 | D |
| Class A Nonvoting Common Stock | 03/10/2018 | | | F | 160 | D | \$ 16.89 | 10,623 ⁽³⁾ ₍₄₎ D |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 03/10/2018 | | M | 1,046 | (2) (2) | Class A Non-Voting Common Stock | 1,046 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMERLING ROBERT F 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230 | | | President - Domestic Cinemas | |

Signatures

/s/ Robert F. Smerling 03/27/2018

**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) Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- (2) On March 10, 2016 the Reporting Person was granted 4,184 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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- Remarks: The reporting person is filing this Form 4/Amendment to change the amount of 10,783 previously reported on Form 4 filed
- (3) 3/13/2018 from Table I, Section 5 (Amount of Securities Beneficially Owned Following Reporting Transaction) to the correct amount of 10,623, as a portion of the shares were used to pay the tax withholding associated with this transaction.

- Remarks: Since the filing of the original Form 4 dated 3/13/2018, the reporting person has sold Beneficially Owned Securities in the
- (4) amount of 4,000 Class A shares, which was reported in a separate Form 4 filing dated 3/21/2018. Therefore, the current Amount of Securities Beneficially Owned after the filing of this Form 4 is 6,623 Class A shares.

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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