

AMC ENTERTAINMENT HOLDINGS, INC.
 Form 4/A
 March 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 * FRANK ELIZABETH F			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)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2016	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP CHIEF CONTENT AND PROGRAM
ONE AMC WAY, 11500 ASH STREET (Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/26/2016	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		
LEAWOOD, KS 66211				

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		
				Code	V	Amount	
CLASS A COMMON STOCK	02/24/2016		M	A	\$ 0	27,974	D
						<u>1,080</u> ⁽²⁾	
CLASS A COMMON STOCK	02/24/2016		F	D	\$ 0	26,894	D
						<u>1,080</u> ⁽³⁾	

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		A	23,464	03/06/2018	⁽¹⁾	CLASS A COMMON STOCK
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		C	1,080	03/06/2018	⁽¹⁾	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRANK ELIZABETH F
ONE AMC WAY
11500 ASH STREET
LEAWOOD, KS 66211

EVP CHIEF CONTENT AND PROGRAM

Signatures

/s/ Edwin F. Gladbach,
Attorney-In-Fact

03/03/2016

__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) Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock within 30 days following the third anniversary of the grant date. The RSUs were granted on March 6, 2015, subject to performance based vesting conditions. On February 24, 2016, the Compensation Committee of the Issuer certified achievement of the performance goals and approved the vesting of the RSUs.

(2) Represents accelerated conversion of RSUs and delivery of shares to cover the FICA tax withholding obligations resulting from RSU vesting along with the income tax withholding obligations resulting from the accelerated delivery of shares.

(3) Represents the shares withheld to cover the tax withholding obligations described in footnote 2. This Form 4 has been amended to correct the number of RSUs accelerated for delivery and shares of stock withheld to satisfy tax withholding obligations.

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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