

AMC ENTERTAINMENT HOLDINGS, INC.

Form S-4/A

October 07, 2016

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on October 7, 2016

Registration No. 333-213802

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7832
(Primary Standard Industrial
Classification Code Number)

26-0303916
(I.R.S. Employer
Identification Number)

**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kevin M. Connor, Esq.
Senior Vice President, General Counsel and Secretary
**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

With copies to:

Kirstin P. Salzman
Husch Blackwell LLP
4801 Main Street
Suite 1000
Kansas City, Missouri 64112
(816) 983-8000

Alan J. Prince
C. William Baxley
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and the satisfaction or waiver of all other conditions under the merger agreement described in this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether each registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a
smaller reporting
company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Security	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fees(3)(4)
Class A common stock, par value \$0.01 per share	8,258,171	Not applicable	\$243,442,632.99	\$24,514.67

(1) Represents the estimated maximum number of shares of Class A common stock of AMC Entertainment Holdings, Inc. ("AMC") to be issued upon completion of the merger described herein calculated as 30% of the product obtained (rounded down to the nearest whole number) by multiplying (i) 25,443,419, the number of shares of Carmike Cinemas, Inc. ("Carmike") common stock issued and outstanding as of September 16, 2016 (including 1,054,832 shares of Carmike common stock issuable upon exercise of outstanding stock options and restricted and performance stock units) and (ii) 1.0819 (the exchange ratio).

(2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933 (the "Securities Act") and calculated pursuant to Rule 457(f)(1) and (3) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of shares of AMC's Class A common stock was calculated based upon the market value of the shares of Carmike common stock to be converted in the merger in accordance with Rule 457(c) and 457(f)(1) and (3) under the Securities Act as follows: (i) the product of (a) \$32.71 (the average of the high and low prices per share of Carmike common stock on September 22, 2016, as quoted on the NASDAQ Global Market) and (b) 25,443,419, the estimated

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

maximum number of shares of Carmike common stock that may be exchanged for the merger consideration (including shares of Carmike common stock issuable upon exercise of outstanding stock options and restricted and performance stock units), minus (ii) \$588,811,602.50, the estimated aggregate amount of cash consideration to be paid in the merger by AMC to the former holders of Carmike common stock.

(3)

Determined in accordance with Section 6(b) of the Securities Act by multiplying the proposed maximum aggregate offering price by 0.0001007.

(4)

Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this proxy statement/prospectus is not complete and may be changed. These securities may not be sold nor may offers to buy be accepted until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is declared effective. This proxy statement/prospectus is not an offer to sell and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED OCTOBER 7, 2016

**PROSPECTUS
OF
AMC ENTERTAINMENT HOLDINGS INC.**

**PROXY STATEMENT
OF
CARMIKE CINEMAS INC.**

To Stockholders of Carmike Cinemas, Inc.:

On July 24, 2016, AMC Entertainment Holdings, Inc., referred to as "AMC," entered into an Amended and Restated Agreement and Plan of Merger, referred to as the "amended and restated merger agreement," with Carmike Cinemas, Inc., referred to as "Carmike," and Congress Merger Subsidiary, Inc., referred to as "Merger Sub," as a result of which Carmike will be acquired by AMC. The amended and restated merger agreement replaced in its entirety an Agreement and Plan of Merger among the parties dated March 3, 2016 referred to as the "original merger agreement." If the amended and restated merger agreement is approved and adopted by the Carmike stockholders and the other conditions to completion of the merger are satisfied or waived, Merger Sub will merge with and into Carmike with Carmike continuing as the surviving corporation and a wholly owned subsidiary of AMC, referred to as the "merger."

The amended and restated merger agreement provides that, each outstanding share of Carmike common stock (except for certain excluded shares) will be converted into the right to receive \$33.06 in cash without interest, referred to as the "cash consideration," or 1.0819 shares of AMC Class A common stock, referred to as the "stock consideration." The original merger agreement provided for cash consideration of \$30.00 per share of Carmike common stock. Each Carmike stockholder will have an opportunity to make an election to receive the cash consideration or to receive the stock consideration for each share of Carmike common stock they own. This election is subject to proration so that 70% of the total issued and outstanding shares of Carmike common stock will be converted into the right to receive the cash consideration and 30% will be converted into the right to receive the stock consideration. Because elections are subject to proration as described above, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all of your shares of Carmike common stock (and vice versa). **In connection with the merger, you will be provided a form of election for you to elect the form of consideration that you would like to receive in the merger, subject to the proration as described above. It is important that you complete and return the form of election. If you fail to do so, the merger consideration you receive will be entirely outside of your control and will depend on the elections made by other Carmike stockholders, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.**

Carmike stockholders are being asked to approve and adopt the amended and restated merger agreement at a reconvened special meeting of stockholders to be held on November 15, 2016, at the offices of King & Spalding LLP, 1180 Peachtree Street, N.E., Atlanta, Georgia 30309, at 10:00 a.m., local time, referred to as the "special meeting." The special meeting was originally convened on June 30, 2016 to consider and vote on the original merger agreement. Adoption of the amended and restated merger agreement requires the vote of Carmike stockholders holding a majority of the outstanding shares of Carmike common stock as of the close of business on September 27, 2016, referred to as the "record date." In addition, at the special meeting you also will be asked to approve, on an advisory (non-binding) basis, the merger-related compensation payments that will or may be paid by Carmike to its named executive officers in connection with the merger and to approve the adjournment of the special meeting under certain circumstances. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.**

The Carmike Board of Directors, after considering various factors, has unanimously determined that the amended and restated merger agreement and the transactions contemplated thereby, including the merger, are in the best interest of Carmike and its stockholders and unanimously recommends that you vote for the adoption of the amended and restated merger agreement, for the advisory merger-related compensation proposal and for the adjournment of the special meeting, if necessary, to solicit additional proxies.

A WHITE proxy card is enclosed which is substantially the same as the proxy card included with the original proxy statement for the special meeting mailed on May 25, 2016. As discussed in detail in the accompanying proxy statement/prospectus, any previously delivered proxy will remain valid and effective as to shares you hold on the record date, unless revoked or changed.

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Based upon a maximum of 24,388,587 shares of Carmike common stock and 1,054,832 Carmike stock options, restricted stock units or performance stock units expected to be outstanding as of the effective time of the merger, AMC expects to issue, or reserve for issuance, up to 8,258,171 shares of its Class A common stock in connection with the merger. AMC Class A common stock is listed on the NYSE under the symbol "AMC." Carmike common stock is listed on the NASDAQ Global Market under the symbol "CKEC." **The market price of AMC Class A common stock will continue to fluctuate following the date of the special meeting. Consequently, at the time of the special meeting, the value of the stock consideration will not yet be determined.**

We urge you to read the accompanying proxy statement/prospectus in its entirety. For a discussion of risk factors that you should consider in evaluating the transaction, see "Risk Factors" beginning on page 39 of the attached proxy statement/prospectus.

Sincerely

/s/ S. David Passman III
President and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying proxy statement/prospectus is dated [•], 2016 and is first being mailed to Carmike stockholders on or about [•], 2016.

Table of Contents

CARMIKE CINEMAS, INC.

1301 First Avenue
Columbus, Georgia 31901
(706) 576-3400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Reconvened On November 15, 2016

To the Stockholders of Carmike Cinemas, Inc.:

Notice is hereby given that the special meeting of the stockholders, referred to as the "special meeting," or "reconvened special meeting" of Carmike Cinemas, Inc., a Delaware corporation, referred to as "Carmike" or the "company," which originally was convened and adjourned on June 30, 2016, and subsequently convened and adjourned on July 15, 2016 and July 25, 2016, will reconvene on November 15, 2016 at 10:00 a.m., local time, at the offices of King & Spalding LLP located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309, for the following purposes:

1. **Adoption of the Amended and Restated Merger Agreement.** To consider and vote upon a proposal, referred to as the "merger proposal," to adopt the Amended and Restated Plan of Merger, dated July 24, 2016, referred to as the "amended and restated merger agreement" by and among AMC Entertainment Holdings, Inc., a Delaware corporation, referred to as "AMC," Congress Merger Subsidiary, Inc., an indirect wholly owned subsidiary of AMC, referred to as "Merger Sub," and Carmike, pursuant to which Merger Sub will merge with and into Carmike, with Carmike continuing as the surviving corporation, referred to as the "merger."
2. **Advisory Vote Regarding Merger-Related Named Executive Officer Compensation.** To consider and vote upon a proposal to approve, by a non-binding advisory vote, the compensation arrangements disclosed in the accompanying proxy statement/prospectus that may be payable to Carmike's named executive officers in connection with the completion of the merger, referred to as the "merger-related named executive officer compensation proposal."
3. **Adjournment of the Special Meeting.** To consider and vote upon a proposal to approve the adjournment of the special meeting from time to time if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the amended and restated merger agreement, referred to as the "adjournment proposal."

Only stockholders of record of Carmike common stock, par value \$0.03 per share, referred to as "Carmike common stock," at the close of business on September 27, 2016, referred to as the "record date," are entitled to notice of, and to vote at, the reconvened special meeting or any adjournments or postponements thereof. Carmike will make available an alphabetical list of its stockholders of record for examination by any Carmike stockholder for any purpose germane to the special meeting at Carmike's principal executive offices, 1301 First Avenue, Columbus, Georgia 31901, during ordinary business hours for the ten days prior to the reconvening of special meeting and shall keep such list at the special meeting until the end of the special meeting.

The approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting. The approval of each of the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the meeting. The approval of the adjournment proposal (where a quorum is not present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote on the matter. The vote to approve the merger-related named executive officer

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

compensation proposal is advisory only, will not be binding on Carmike or AMC and is not a condition to the completion of the merger.

Even if you plan to attend the special meeting in person, you should vote as soon as possible via the internet or telephone or you should sign, date and return the enclosed proxy card and thus ensure that your shares will be represented at the special meeting if you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time.

If your shares of Carmike common stock are held in street name through a broker, bank or other nominee, you should instruct your broker, bank or other nominee, each referred to as a "nominee," how to vote in accordance with the voting instruction form furnished by your nominee. If you fail to instruct your nominee on how to vote, the effect will be the same as a vote against the merger proposal.

On May 25, 2016, Carmike mailed a proxy statement with respect to the special meeting originally convened on June 30, 2016, referred to as the "original proxy statement." Carmike has enclosed a WHITE proxy card with this proxy statement/prospectus. This WHITE proxy card is substantially the same as the proxy card attached to the original proxy statement, referred to as the "original proxy card." Any proxies previously delivered by a stockholder of record on the record date, including by delivery of the original proxy card, will be valid and effective and voted in the manner set forth on the previously delivered proxy unless such stockholder revokes such proxy or changes such proxy. Such previously delivered proxies will be deemed to cover the number of shares you own on the record date even if that number is more than or less than the number of shares you owned on May 18, 2016, the original record date for the special meeting, referred to as the "original record date." If you held shares in "street name" through a nominee on the original record date and continue to own such shares at that nominee, and have already provided voting instructions with respect to such shares, such shares will be voted as directed by such voting instructions and you do not need to take any action, unless you wish to revoke or change such voting instructions. Such previously delivered voting instructions will be deemed to cover the number of shares you own on the record date, even if that number is more than or less than the number of shares you owned on the original record date. If you held shares in "street name" through a nominee on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card or by following the instructions on the enclosed proxy card for internet or telephone submissions or you attend the special meeting and vote in person. If you held shares in "street name" through a nominee on the original record date, but have acquired shares in "street name" after the original record date through a different nominee, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you instruct your nominee how to vote in accordance with the voting instruction form furnished by nominee.

YOUR VOTE IS IMPORTANT. FAILURE TO VOTE YOUR SHARES WILL HAVE THE SAME EFFECT AS A VOTE "AGAINST" THE MERGER PROPOSAL. YOU MAY VOTE BY MAIL, INTERNET OR TELEPHONE OR BY ATTENDING THE SPECIAL MEETING AND VOTING BY BALLOT, ALL AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS.

To vote your shares, please follow the instructions on the enclosed proxy card or voting instruction form. **If you are unsure whether you have previously voted, or if you have acquired shares after the original record date and are unsure whether your original proxy card or voting instructions will apply to your newly acquired shares, you can submit your vote again by following the instructions on the enclosed proxy card or voting instruction form.** Whether or not you plan to attend the special meeting, please submit your proxy to vote your shares at your earliest convenience. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time. You can revoke your

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting.

If your shares of Carmike common stock are held in "street name" through a nominee, and you have not previously provided voting instructions with respect to such shares or you wish to revoke or change such instructions, you should instruct your nominee how to vote, or revoke previously delivered voting instructions, in accordance with the voting instruction form furnished by your nominee. If you fail to vote on the merger proposal or fail to instruct your nominee on how to vote, the effect will be the same as a vote against the adoption of the merger proposal.

The accompanying proxy statement/prospectus provides a detailed description of the merger, the amended and restated merger agreement and the other proposals to be voted upon at the special meeting. You should read the accompanying proxy statement/prospectus, including the annexes and any documents incorporated by reference, carefully and in their entirety. If you have any questions concerning the merger or the accompanying proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need help voting your shares of Carmike common stock, please contact Carmike's proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022

Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5833

By Order of the Board of Directors,

Daniel E. Ellis
Senior Vice President, General Counsel and Secretary

Columbus, Georgia
[•], 2016

Table of Contents**SUMMARY VOTING INSTRUCTIONS****YOUR VOTE IS IMPORTANT**

Ensure that your shares of Carmike common stock are voted at the special meeting by submitting your proxy or, if your shares of Carmike common stock are held in street name through a broker, bank or other nominee, contacting your broker, bank or other nominee. If you do not vote, it will have the same effect as voting "AGAINST" the merger proposal but will have no effect on the outcome of the merger-related named executive officer compensation proposal or the adjournment proposal. If you do not instruct your broker, bank or other nominee how to vote on any matter, the broker, bank or other nominee will not have discretion to vote on any proposal, including the merger proposal. When a broker, bank or other nominee votes a client's shares on some but not all of the proposals presented at a meeting, each non-routine proposal for which the broker, bank or nominee cannot vote is referred to herein as a "broker non-vote." A broker non-vote will have the same effect as voting "AGAINST" the merger proposal, the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present). A broker non-vote will have no effect on the adjournment proposal (if no quorum is present). Proxies delivered at any time prior to the record date, including those solicited in connection with the original merger agreement, will be valid and effective so long as the stockholder providing the proxy is a stockholder on September 27, 2016, the record date for the reconvened special meeting.

If your shares of Carmike common stock are registered in street name through a broker, bank or other nominee: check the voting instruction card forwarded by your broker, bank or other nominee or contact your broker, bank or other nominee in order to obtain directions as to how to ensure that your shares of Carmike common stock are voted in favor of the proposals at the special meeting.

If your shares of Carmike common stock are registered in your name: submit your proxy as soon as possible via the internet or telephone or by signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope so that your shares of Carmike common stock can be voted in favor of the proposals at the special meeting.

The table below summarizes the votes required and treatment of votes described above:

Proposal Number	Item	Board Voting Recommendation	Votes Required for Approval	Abstentions	Broker Non-Vote
1	Merger Proposal	FOR	Holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting	Count as votes against	Count as votes against
2	Merger-Related Named Executive Officer Compensation Proposal	FOR	Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the special meeting	Count as votes against	Count as votes against
3	Adjournment Proposal (if no quorum)	FOR	Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote <i>at the special meeting</i>	Count as votes against	Count as votes against
	Adjournment Proposal (if no quorum)		Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote <i>on the matter</i>	Count as votes against	No effect

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Carmike's proxy solicitor at:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022

Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5833

Table of Contents

ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Carmike Cinemas, Inc., referred to as "Carmike," and AMC Entertainment Holdings, Inc., referred to as "AMC," from other documents that Carmike and AMC have filed with the U.S. Securities and Exchange Commission, referred to as the "SEC," and that are contained in or incorporated by reference into this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled *"Where Stockholders Can Find More Information"* beginning on page 164 of this proxy statement/prospectus. This information is available for you to review without charge at the SEC's public reference room at Station Place, 100 F Street, N.E., Washington, D.C. 20549, and through the SEC's website at www.sec.gov.

Any person may request copies of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus without charge, by written request directed to Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, or by calling the Corporate Secretary at (706) 576-3400. You may also obtain documents incorporated by reference by requesting them by telephone from Innisfree M&A Incorporated, Carmike's proxy solicitation firm, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

You may also request a copy of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus without charge, by written request directed to AMC Entertainment Holdings, Inc., One AMC Way, 11500 Ash Street, Leawood, Kansas 66211 Attn: John Merriweather, or by calling John Merriweather at (866) 248-3872. You may also obtain a copy of this proxy statement/prospectus and any of the documents incorporated by reference without charge from the SEC website address provided above.

In order for you to receive timely delivery of the documents in advance of the reconvened special meeting of Carmike shareholders, referred to as the "special meeting," to be held on November 15, 2016, you must request the information by November 8, 2016.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document, which forms part of a registration statement on Form S-4, referred to as the "registration statement," filed with the SEC by AMC (File No. 333-213802), constitutes a prospectus of AMC under Section 5 of the Securities Act of 1933, as amended, referred to as the "Securities Act," with respect to the shares of Class A common stock of AMC, to be issued to Carmike stockholders pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of July 24, 2016, and as it may be further amended from time to time, which is referred to as the "amended and restated merger agreement," by and among Carmike, AMC and Congress Merger Subsidiary, Inc., referred to as "Merger Sub," pursuant to which Merger Sub will merge with and into Carmike with Carmike continuing as the surviving corporation, referred to as the "merger." This document also constitutes a proxy statement of Carmike under Section 14(a) of the Securities Exchange Act of 1934, as amended, referred to as the "Exchange Act." It also constitutes a notice with respect to the reconvening of the special meeting of Carmike stockholders, at which Carmike stockholders will be asked to consider and vote upon the proposal to approve the amended and restated merger agreement.

AMC has supplied all information contained or incorporated by reference in this proxy statement/prospectus relating to AMC, and Carmike has supplied all such information relating to Carmike. AMC and Carmike have not authorized anyone to provide you with information that is different from what is contained in this proxy statement/prospectus.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated October [•], 2016. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to Carmike stockholders nor the issuance by AMC of shares of Class A common stock pursuant to the merger will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell or a solicitation of or offer to buy any securities, or the solicitation of a proxy, in any jurisdiction where or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER</u>	Page
<u>SUMMARY</u>	<u>1</u>
<u>The Companies</u>	<u>14</u>
<u>The Merger</u>	<u>14</u>
<u>Expected Timing of the Merger</u>	<u>15</u>
<u>Effect of the Merger</u>	<u>15</u>
<u>Merger Consideration</u>	<u>16</u>
<u>The Special Meeting</u>	<u>17</u>
<u>Treatment of Stock Options and Other Stock-Based Compensation</u>	<u>19</u>
<u>Listing of AMC Class A Common Stock; Delisting and Deregistration of Carmike Common Stock</u>	<u>20</u>
<u>Recommendations of Carmike Board of Directors</u>	<u>20</u>
<u>Opinion of Carmike's Financial Advisor</u>	<u>21</u>
<u>AMC's Reasons for the Merger</u>	<u>21</u>
<u>Interests of Certain Persons in the Merger</u>	<u>21</u>
<u>Financing of the Merger</u>	<u>22</u>
<u>No Solicitation of Acquisition Proposals</u>	<u>22</u>
<u>Changes in Carmike Board Recommendation</u>	<u>22</u>
<u>Conditions to Completion of the Merger</u>	<u>23</u>
<u>Termination of the Amended and Restated Merger Agreement</u>	<u>23</u>
<u>Termination Fee</u>	<u>24</u>
<u>Specific Performance</u>	<u>24</u>
<u>Accounting Treatment</u>	<u>24</u>
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	<u>24</u>
<u>Regulatory Matters</u>	<u>24</u>
<u>Fees and Expenses</u>	<u>25</u>
<u>Comparison of Rights of AMC Stockholders and Carmike Stockholders</u>	<u>25</u>
<u>Comparative Market Price Information</u>	<u>25</u>
<u>Litigation Related to the Merger</u>	<u>26</u>
<u>Appraisal Rights</u>	<u>26</u>
<u>Summary of Risk Factors</u>	<u>27</u>
<u>Help in Answering Questions</u>	<u>27</u>
<u>SELECTED HISTORICAL FINANCIAL DATA OF AMC</u>	<u>28</u>
<u>SELECTED HISTORICAL FINANCIAL DATA OF CARMIKE</u>	<u>32</u>
<u>COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA</u>	<u>34</u>
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDEND INFORMATION</u>	<u>35</u>
<u>Historical Market Price Information</u>	<u>35</u>
<u>Recent and Comparative Market Price Information</u>	<u>35</u>
<u>Dividend Policy</u>	<u>36</u>
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION</u>	<u>37</u>
<u>RISK FACTORS</u>	<u>39</u>
<u>Risks Related to the Merger</u>	<u>39</u>
<u>Risk Factors Relating to the Ownership of AMC Class A common stock</u>	<u>43</u>
<u>THE COMPANIES</u>	<u>50</u>
<u>THE SPECIAL MEETING</u>	<u>52</u>

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

<u>Date, Time and Place</u>	<u>52</u>
<u>Purpose of the Special Meeting</u>	<u>52</u>
<u>Recommendations of Carmike's Board of Directors</u>	<u>52</u>

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

	Page
<u>Record Date and Voting Information</u>	<u>53</u>
<u>Quorum</u>	<u>53</u>
<u>Required Vote; Effect of Abstentions and Broker Non-Votes</u>	<u>53</u>
<u>Voting by Stockholders</u>	<u>54</u>
<u>Revocation of Proxies</u>	<u>55</u>
<u>Voting by Carmike's Directors and Executive Officers as to the Merger Proposal</u>	<u>56</u>
<u>Expenses of Proxy Solicitation</u>	<u>56</u>
<u>Householding</u>	<u>56</u>
<u>Tabulation of Votes</u>	<u>57</u>
<u>Adjournments and Postponements</u>	<u>57</u>
<u>Attending the Special Meeting</u>	<u>57</u>
<u>Assistance</u>	<u>57</u>
<u>PROPOSAL 1 ADOPTION OF THE AMENDED AND RESTATED MERGER AGREEMENT</u>	<u>58</u>
<u>Effects of the Merger</u>	<u>58</u>
<u>Background of the Merger</u>	<u>59</u>
<u>AMC's Reasons for the Merger</u>	<u>71</u>
<u>Carmike's Reasons for the Merger</u>	<u>72</u>
<u>Recommendation of Carmike Board of Directors</u>	<u>78</u>
<u>Opinion of Carmike's Financial Advisor</u>	<u>78</u>
<u>Delisting and Deregistration of Carmike Common Stock</u>	<u>86</u>
<u>Financing of the Merger</u>	<u>86</u>
<u>Interests of Certain Persons in the Merger</u>	<u>86</u>
<u>Certain Projections Prepared by the Management of Carmike</u>	<u>92</u>
<u>Ownership of Common Stock of the Combined Company After the Merger</u>	<u>99</u>
<u>Restrictions on Sales of Shares of AMC Class A Common Stock Received in the Merger</u>	<u>99</u>
<u>Listing of AMC Class A Common Stock Issued in the Merger</u>	<u>99</u>
<u>Accounting Treatment</u>	<u>99</u>
<u>Litigation Related to the Merger</u>	<u>99</u>
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	<u>100</u>
<u>Appraisal Rights</u>	<u>104</u>
<u>TERMS OF THE AMENDED AND RESTATED MERGER AGREEMENT</u>	<u>108</u>
<u>Terms of the Merger; Merger Consideration</u>	<u>109</u>
<u>Certificate of Incorporation; By-laws; Directors and Officers</u>	<u>109</u>
<u>Completion of the Merger</u>	<u>110</u>
<u>Effective Time</u>	<u>110</u>
<u>Treatment of Outstanding Equity Awards</u>	<u>110</u>
<u>Cash/Stock Election</u>	<u>111</u>
<u>Proration and Allocation</u>	<u>113</u>
<u>Exchange of Shares in the Merger</u>	<u>114</u>
<u>Lost, Stolen or Destroyed Certificates</u>	<u>116</u>
<u>Dissenting Shares</u>	<u>116</u>
<u>Representations and Warranties</u>	<u>116</u>
<u>Covenants Regarding Conduct of Business by Carmike Pending the Merger</u>	<u>121</u>
<u>Stockholder Meeting</u>	<u>123</u>
<u>No Solicitation of Acquisition Proposals; Changes in Board Recommendation</u>	<u>124</u>
<u>Consents, Approvals and Filings</u>	<u>128</u>
<u>Employee Benefits Matters</u>	<u>132</u>
<u>Directors' and Officers' Indemnification and Insurance</u>	<u>132</u>
<u>Covenants Regarding Conduct of Business by AMC Pending the Merger</u>	<u>133</u>
<u>Other Covenants and Agreements</u>	<u>133</u>
<u>Conditions to Completion of the Merger</u>	<u>134</u>
<u>Termination of the Amended and Restated Merger Agreement</u>	<u>137</u>
<u>Termination Fee; Effect of Termination</u>	<u>139</u>

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

	Page
<u>Fees and Expenses</u>	140
<u>Specific Performance</u>	140
<u>Amendments; Waivers</u>	140
<u>Governing Law and Venue; Waiver of Jury Trial</u>	140
<u>Vote Required</u>	141
<u>Carmike Board Recommendation</u>	141
<u>DESCRIPTION OF AMC CAPITAL STOCK</u>	142
<u>Authorized Capital Stock</u>	142
<u>Voting Rights</u>	142
<u>Conversion</u>	142
<u>Dividends</u>	143
<u>Other Rights</u>	143
<u>Preferred Stock</u>	143
<u>Anti-Takeover Effects of Certain Provisions of Delaware Law, the Certificate of Incorporation and the Bylaws</u>	143
<u>Special Meeting of Stockholders</u>	144
<u>Actions by Written Consent</u>	144
<u>Advance Notice Requirements for Stockholder Proposals and Director Nominations</u>	144
<u>Authorized But Unissued Shares</u>	145
<u>Amendments to Certificate of Incorporation or Bylaws</u>	145
<u>Limitation of Liability and Indemnification of Directors and Officers</u>	145
<u>Provisions of the Certificate of Incorporation Relating to Corporate Opportunities</u>	146
<u>Transfer Agent and Registrar</u>	147
<u>COMPARISON OF RIGHTS OF AMC AND CARMIKE STOCKHOLDERS</u>	148
<u>PROPOSAL 2 ADVISORY VOTE ON MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION</u>	159
<u>Merger-Related Named Executive Officer Compensation</u>	159
<u>Vote Required</u>	159
<u>Carmike Board Recommendation</u>	159
<u>PROPOSAL 3 APPROVAL OF ADJOURNMENT OF SPECIAL MEETING</u>	160
<u>Adjournment Proposal</u>	160
<u>Vote Required</u>	160
<u>Carmike Board Recommendation</u>	160
<u>OTHER MATTERS</u>	161
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	161
<u>Security Ownership of Certain Beneficial Holders</u>	161
<u>Security Ownership of Management and Directors</u>	162
<u>LEGAL MATTERS</u>	164
<u>EXPERTS</u>	164
<u>WHERE STOCKHOLDERS CAN FIND MORE INFORMATION</u>	164

<u>Annex A</u>	<u>Amended and Restated Agreement and Plan of Merger, dated as of July 24, 2016, by and among Carmike Cinemas, Inc., AMC Entertainment Holdings, Inc. and Congress Merger Subsidiary, Inc.</u>
<u>Annex B</u>	<u>Text of the Opinion of J.P. Morgan Securities LLC, dated July 24, 2016</u>
<u>Annex C</u>	<u>Delaware General Corporation Law, Section 262</u>

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The following questions and answers are intended to address some commonly asked questions regarding the special meeting and the merger. These questions and answers may not address all questions that may be important to you as a holder of Carmike common stock. Please refer to the more detailed information contained elsewhere in this proxy statement/prospectus, the annexes to this proxy statement/prospectus and the documents referred to or incorporated by reference in this proxy statement/prospectus.

In this proxy statement/prospectus:

"AMC" means AMC Entertainment Holdings, Inc.,

"AMC Board" means the AMC Board of Directors,

"AMC Class A common stock" means the Class A common stock, par value \$0.01 per share of AMC,

"Amended and restated merger agreement" means the Amended and Restated Agreement and Plan of Merger, dated as of July 24, 2016, as it may be further amended from time to time, by and among Carmike, AMC and Merger Sub, a copy of which is included as Annex A to this proxy statement/prospectus,

"Cash consideration" means \$33.06 in cash, without interest,

"Carmike" means Carmike Cinemas, Inc.,

"Carmike Board" means the Carmike Board of Directors,

"Carmike common stock" means the common stock, par value \$0.03 per share of Carmike,

"Merger," means the merger of Merger Sub with and into Carmike, with Carmike surviving as an indirect wholly owned subsidiary of AMC,

"Merger consideration" means the combination of the cash consideration and the stock consideration,

"Original merger agreement" means the Agreement and Plan of Merger, dated as of March 3, 2016, by and among Carmike, AMC and Merger Sub,

"Original proxy card" means the proxy card attached to the original proxy statement,

"Original proxy statement" means the proxy statement mailed on May 25, 2016 in connection with the original convening of this special meeting,

"Stock consideration" means 1.0819 shares of AMC Class A common stock, and

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

"Merger Sub" means Congress Merger Subsidiary, Inc., an indirect wholly-owned subsidiary of AMC.

Q:

Why am I receiving these materials?

A:

On July 24, 2016, Carmike, AMC and Merger Sub entered into the amended and restated merger agreement. This proxy statement/prospectus provides important information about the amended and restated merger agreement and replaces in its entirety the original proxy statement.

You are receiving this proxy statement/prospectus and the accompanying proxy card because you owned shares of Carmike common stock at the close of business on September 27, 2016, the record date for the reconvened special meeting of Carmike stockholders, referred to as the "special meeting" or the "reconvened special meeting." The Carmike Board is soliciting proxies for use at the special meeting to consider and vote upon the proposal to adopt the amended and

Table of Contents

restated merger agreement and the other proposals to be voted upon at the special meeting. These materials provide you information for use in determining how to vote in connection with the matters to be considered at the special meeting and in making an election with respect to the merger consideration described below.

Q:

What is the effect of the amended and restated merger agreement?

A:

The effect of the amended and restated merger agreement is to provide for an increase in the merger consideration to be paid to Carmike stockholders from \$30.00 per share of Carmike common stock, in cash, without interest, to either (i) \$33.06 in cash, without interest, referred to as the "cash consideration," or (ii) 1.0819 shares of AMC Class A common stock (such amount of AMC Class A common stock referred to as the "stock consideration" and the combination of the cash consideration and the stock consideration referred to as the "merger consideration,") less any applicable withholding taxes. Each Carmike stockholder will have the opportunity to make an election to receive either the cash consideration or the stock consideration, subject to proration so that 70% of the total number of shares Carmike common stock issued and outstanding at the effective time (excluding any treasury shares, any shares owned by Carmike, AMC, Merger Sub or any of their subsidiaries, referred to in the aggregate as "excluded shares") will be converted into cash and 30% of the Carmike shares will be converted into shares of AMC Class A common stock.

The amended and restated merger agreement also adds certain closing conditions, including a requirement that the shares of AMC Class A common stock to be issued to the holders of Carmike common stock upon consummation of the merger be authorized for listing on the NYSE, subject to official notice of issuance and that this registration statement remains effective under the Securities Act. In addition, Carmike's obligation to complete the merger is also conditioned on the absence of an AMC material adverse effect (as described in "*Terms of the Amended and Restated Merger Agreement Representations and Warranties*" on page 116 of this proxy statement/prospectus) following the signing of the amended and restated merger agreement. If this registration statement has not become effective by October 25, 2016, then, subject to certain exceptions, either Carmike or AMC may extend the "End Date" (i.e., December 5, 2016) for an additional period of time not to exceed 90 days.

Q:

What is the proposed transaction?

A:

Under the terms of the amended and restated merger agreement, upon completion of the merger, Merger Sub will be merged with and into Carmike, with Carmike continuing as the surviving corporation and as an indirect wholly owned subsidiary of AMC. After the merger is completed, Carmike common stock will cease to be traded on NASDAQ, the registration of Carmike common stock under the Exchange Act will be terminated and Carmike will no longer be required to file periodic reports with the SEC.

Q:

When and where is the special meeting?

A:

The special meeting will be reconvened on November 15, 2016, at 10:00 a.m., local time, at the offices of King & Spalding LLP located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309.

Q:

What matters will be voted on at the special meeting?

A:

Carmike will ask you to consider and vote upon:

(1)

a proposal to adopt the amended and restated merger agreement, approving the transactions contemplated thereby, including the merger, referred to as the "merger proposal;"

Table of Contents

- (2) a proposal to approve, by a non-binding advisory vote, the compensation arrangements disclosed in this proxy statement/prospectus that may be payable to Carmike's named executive officers in connection with the completion of the merger, referred to as the "merger-related executive officer compensation proposal;" and
- (3) a proposal to approve the adjournment of the special meeting from time to time if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the amended and restated merger agreement, referred to as the "adjournment proposal."

Q:

What will I receive if the merger is completed?

At your election, you will have the right to receive the cash consideration, without interest or the stock consideration, less any applicable withholding taxes, for each share of Carmike common stock you own, subject to proration so that 70% of the total number of shares of Carmike common stock issued and outstanding at the effective time of the merger (excluding any excluded shares) will be converted into cash and 30% of the Carmike shares will be converted into shares of AMC Class A common stock.

Because elections are subject to proration as described below, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all your shares of Carmike common stock (and vice versa).

Q:

How do the proration mechanics work?

Assuming that the total number of shares of Carmike common stock issued and outstanding and subject to proration as of the effective time of the merger is 25,000,000, if holders of 7,500,000 shares of Carmike common stock elect to receive the stock consideration and the holders of the remaining 17,500,000 shares of Carmike common stock elect to receive the cash consideration, then no proration will be necessary. Otherwise, the following examples illustrate the mechanics of proration if the shares of AMC Class A common stock are either oversubscribed or undersubscribed to ensure that in either case, 70% of the total number of shares Carmike common stock issued and outstanding at the effective time are converted into cash and 30% of the Carmike common shares will be converted into shares of AMC Class A common stock.

Oversubscription of Stock Election Example. Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the merger is 25,000,000, if in connection with the merger, Carmike stockholders elect to receive, in aggregate, stock consideration with respect to 9,000,000 shares of Carmike common stock and cash consideration with respect to 16,000,000 shares of Carmike common stock, then (i) all holders of Carmike common stock electing to receive the cash consideration and all holders of Carmike common stock not making an election will have their shares converted into the right to receive the cash consideration and (ii) all holders of Carmike common stock electing to receive AMC Class A common stock will receive stock consideration with respect to a percentage of such shares determined by the fraction of 7,500,000/9,000,000, or 83.33%, and will receive the cash consideration with respect to the remaining 16.67% of their shares of Carmike common stock.

Undersubscription of Stock Election Example. If in connection with the merger, Carmike stockholders elect to receive stock consideration with respect to less than 30% of the outstanding shares of Carmike common stock, (i) all holders of Carmike common stock electing to receive stock consideration will have their shares converted into the right to receive the stock consideration and (ii) those Carmike stockholders who elected to receive cash consideration or who have made no election will be treated in the following manner, depending on whether the number of shares held by Carmike stockholders who have made no election is sufficient to make

Table of Contents

up the shortfall in the number of shares required to reach 30% of the total number of Carmike common stock outstanding:

(a)

Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the merger is 25,000,000, if in connection with the merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 16,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 8,000,000 shares of Carmike common stock, then:

all holders of Carmike common stock electing to receive the cash consideration will receive such cash consideration;

all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and

all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration with respect to a percentage of such shares determined by a fraction of 6,500,000/8,000,000, or 81.25%, and will receive cash consideration with respect to the remaining 18.75% of their shares of Carmike common stock; and

(b)

Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the merger is 25,000,000, if in connection with the merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 18,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 6,000,000 shares of Carmike common stock, then:

all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration;

all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and

all holders of Carmike common stock electing to receive the cash consideration will receive stock consideration with respect to such number of their shares determined by multiplying the number of shares for which such holder has elected to receive cash consideration by a fraction of 500,000/18,000,000, or 2.78%, and will receive cash consideration with respect to the remaining 97.22% of their shares of Carmike common stock.

Carmike stockholders who fail to make a valid election for any reason will be deemed to have made a non-election and will have no control over the type of merger consideration that they receive with respect to their shares of Carmike common stock. The type of per share merger consideration that these non-election stockholders receive will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.

In addition, solely for the purposes of calculating the proration of shares, shares of Carmike common stock that constitute dissenting shares as of the election deadline will be treated as having elected to receive cash consideration and will be deemed to have been converted into cash for purposes of determining whether 70% of the total number of shares of Carmike common stock issued and outstanding at the effective time of the merger have been converted into cash and 30% of the Carmike shares have been converted into shares of AMC Class A common stock.

Table of Contents

Q: **How do I calculate the value of the per share merger consideration?**

A: Because AMC will pay a fixed amount of cash and issue a fixed number of shares of AMC Class A common stock as part of the merger consideration, the value of the merger consideration will depend in part on the price per share on the NYSE of AMC Class A common stock at the time the merger is completed. That price will not be known at the time of the special meeting and may be greater or less than the price of AMC Class A common stock on the date prior to the amended and restated merger agreement was executed and publically announced, the current price of AMC Class A common stock or the price of AMC Class A common stock at the time of the special meeting.

Based on the closing price of \$30.60 of AMC Class A common stock on the NYSE on July 22, 2016, the last trading day before the execution and public announcement of the amended and restated merger agreement, the stock consideration represented approximately \$33.11 per share of Carmike common stock. Based on the closing price of \$31.94 per share of AMC Class A common stock on NYSE on October 5, 2016, the latest practicable date before the filing of this registration statement, the stock consideration represented approximately \$34.56 per share of Carmike common stock.

Q: **What happens if I am eligible to receive a fraction of a share of AMC Class A common stock as part of the merger consideration?**

A: If the aggregate number of shares of AMC Class A common stock that you are entitled to receive as part of the merger consideration includes a fraction of a share of AMC Class A common stock, you will receive cash in lieu of that fractional share. See "*Terms of the Amended and Restated Merger Agreement Exchange of Shares in the Merger*" beginning on page 114 of this proxy statement/prospectus.

Q: **How do I make an election for the type of merger consideration that I prefer?**

A: You will receive a form of election which allows you, subject to the limitations set forth in the amended and restated merger agreement, to elect the type of merger consideration you will receive in the merger, including a stock election, a cash election, or a combination of both. You should carefully review and follow the instructions that will be set forth in the form of election. In order to make a proper election, Carmike stockholders must submit their form of election no later than 5:00 p.m. local time on the date that is five business days prior to the closing date.

AMC will prepare a form of election reasonably acceptable to Carmike and will cause the exchange agent to send this form of election to holders of Carmike common stock, restricted stock, restricted stock units and performance shares no later than 30 days prior to the anticipated election deadline. The form of election will specify that the delivery of the certificates or the transfer of uncertificated shares to the exchange agent will be effected only upon proper delivery of the stock certificates (or affidavits of loss in lieu thereof) or transfer of uncertificated shares to the exchange agent. See "*Terms of the Amended and Restated Merger Agreement Cash/Stock Election*" beginning on page 111 of this proxy statement/prospectus.

To make a valid election, Computershare Trust Company, N.A., as the exchange agent, must receive a properly completed and signed form of election by the election deadline, together with duly endorsed stock certificates or appropriate guarantee of delivery (except with respect to book-entry shares, in which case the instructions on the form of election should be followed), as further described in the form of election, a copy of which will be mailed to you. **YOU SHOULD NOT RETURN YOUR STOCK CERTIFICATES WITH THE ENCLOSED PROXY CARD, AND YOU SHOULD NOT FORWARD YOUR STOCK CERTIFICATES TO THE EXCHANGE AGENT WITHOUT A FORM OF ELECTION.**

Table of Contents

Q: Am I guaranteed to receive what I ask for on the form of election?

A: No. Your election is subject to proration, adjustment and certain limitations as set forth in the amended and restated merger agreement. If you make a stock election and the stock election is oversubscribed, then you will receive a portion of the merger consideration in cash. Similarly, if you make a cash election and the stock election is undersubscribed, then you will receive a portion of the merger consideration in AMC Class A common stock. Accordingly, you may not receive exactly the type of consideration that you elect to receive. You instead will receive a mix of stock and cash calculated based on (i) the number of Carmike common shares making each type of election and (ii) the requirement under the amended and restated merger agreement that 70% of the total shares held by all Carmike stockholders are converted into cash and 30% of the total shares held by all Carmike stockholders are converted into shares of AMC Class A common stock. See "*Terms of the Amended and Restated Merger Agreement Proration and Allocation*" beginning on page 113 of this proxy statement/prospectus.

Q: How do I make an election if my Carmike shares are held in "street name" by my bank, brokerage firm or other nominee?

A: If you hold your Carmike common stock in "street name" through a bank, brokerage firm or other nominee, referred to as a "nominee," you should instruct such nominee what election to make on your behalf by carefully following the instructions that you will receive from your nominee. An election will not be made on your behalf absent your instructions. You may be subject to an earlier deadline for making your election. Please contact your nominee with any questions.

Q: What is the deadline for making an election?

A: Your election, to be properly made, must be received by the exchange agent by 5:00 p.m. on the date that is five business days preceding the closing date of the merger. AMC and Carmike will announce the election deadline in a press release, on their websites and in a filing with the SEC.

Q: What happens if I do not send a form of election or it is not received by the election deadline?

A: If the exchange agent does not receive a properly completed form of election from you at or prior to the election deadline (together with any stock certificates representing the shares of Carmike common stock covered by your election or a guarantee of delivery as described in the form of election), then you will be deemed to have made a non-election with respect to your shares of Carmike common stock. As such, the merger consideration you receive will depend on the extent to which the stock election is oversubscribed or undersubscribed, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made. You bear the risk of proper and timely delivery of all the materials that you are required to submit to the exchange agent in order to properly make an election.

Q: Can I change my election after the form of election has been submitted?

A: Yes. You may revoke your election at or prior to the election deadline by submitting a written notice of revocation to the exchange agent or by submitting new election materials. Revocations must specify the name in which your shares are registered on the share transfer books of Carmike and any other information that the exchange agent may request. If you wish to submit a new election, you must do so in accordance with the election procedures described in this proxy statement/prospectus and the form of election. If you instructed a nominee holder to submit an election for your shares, you must follow your nominee's directions for changing those instructions. The notice of revocation must be received by the exchange agent at or prior to the election deadline in order for the revocation or new election to be valid.

Table of Contents

Q:

Is the merger subject to the satisfaction of any conditions?

A:

Yes. In addition to the approval of the merger proposal by Carmike's stockholders, the merger is subject to the satisfaction of various conditions. The merger is not conditioned upon the receipt of any financing by AMC. For a description of these conditions, please see "*Terms of the Amended and Restated Merger Agreement Conditions to Completion of the Merger*" beginning on page 134 of this proxy statement/prospectus.

Q:

Who is entitled to vote at the special meeting?

A:

All stockholders of record as of the close of business on September 27, 2016, the record date for the special meeting, are entitled to vote at the special meeting. As of the record date, there were 24,388,587 shares of Carmike common stock outstanding and entitled to vote. As of the record date, Carmike executive officers and directors, together with their affiliates, owned an aggregate of 589,860 shares of Carmike common stock, which represents 2.42% of all shares outstanding and entitled to vote at the special meeting.

Q:

What happens if I sell or transfer my shares of Carmike common stock after the record date, but before the special meeting?

A:

If you sell or transfer your shares of Carmike common stock after the record date, but before the special meeting, you will transfer the right to receive the merger consideration, if the merger is completed, to the person to whom you sell or transfer your shares of Carmike common stock, but you will retain your right to vote those shares at the special meeting. If you transfer your shares of Carmike common stock after you have properly made an election, such transfer will automatically revoke such prior election.

Q:

What vote is required to approve the merger proposal and thereby approve the merger?

A:

Under Delaware law, and as a condition to the completion of the merger, approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting. Accordingly, (1) a Carmike stockholder's failure to submit a proxy card or to vote in person at the special meeting, (2) an abstention from voting or (3) a broker non-vote will have the same effect as a vote "AGAINST" the merger proposal.

Q:

What vote is required for the merger-related named executive officer compensation proposal?

A:

Assuming a quorum is present, approval of the merger-related named executive officer compensation proposal requires the affirmative vote of the holders of a majority of the shares of Carmike common stock that are present at the special meeting in person or by proxy and entitled to vote at the meeting. Abstentions and broker non-votes, if any, will have the same effect as a vote "AGAINST" the merger-related named executive officer compensation proposal. Shares not in attendance at the special meeting will have no effect on the outcome of any vote on the merger-related named executive officer compensation proposal.

Q:

What vote is required for the adjournment proposal?

A:

Assuming a quorum is present, approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Carmike common stock that are present at the special meeting in person or by proxy and entitled to vote at the meeting. If a quorum is present, abstentions and broker non-votes, if any, will have the same effect as a vote "AGAINST" the adjournment proposal. Shares not in attendance at the special meeting will have no effect on the outcome of any vote on the adjournment proposal. If a quorum is not present, approval of the

Table of Contents

adjournment proposal will require the affirmative vote of the holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote on such matter. If a quorum is not present, abstentions will have the same effect as votes "AGAINST" the adjournment proposal and broker non-votes, if any, will have no effect on the adjournment proposal. Under Carmike's by-laws, the presiding officer of the special meeting and the Chief Executive Officer of Carmike each also have the independent authority to adjourn the special meeting regardless of the outcome of the vote on the adjournment proposal.

Q:
What is "merger-related compensation?"

A:
"Merger-related compensation" is certain compensation that is tied to or based on the completion of the merger and may be payable to Carmike's named executive officers under Carmike's existing plans or agreements, which is the subject of the merger-related named executive officer compensation proposal. See "*Proposal 2 Advisory Vote on Merger-Related Named Executive Officer Compensation*" beginning on page 159 of this proxy statement/prospectus.

Q:
Why am I being asked to cast a non-binding, advisory vote to approve "merger-related compensation" payable to Carmike's named executive officers under its plans or agreements?

A:
In accordance with the rules promulgated under the Exchange Act, Carmike is providing its stockholders with the opportunity to cast a non-binding, advisory vote on the merger-related named executive officer compensation proposal on the compensation that may be payable to its named executive officers in connection with the merger.

Q:
What will happen if the stockholders do not approve the "merger-related compensation" in the merger-related named executive officer compensation proposal at the special meeting?

A:
Approval of the merger-related named executive officer compensation proposal is not a condition to the completion of the merger. The vote with respect to the merger-related named executive officer compensation proposal is an advisory vote and will not be binding on Carmike or AMC. Further, the underlying compensation plans and agreements are contractual in nature and are not, by their terms, subject to stockholder approval. Accordingly, payment of the "merger-related compensation" is not contingent on stockholder approval of the merger-related named executive officer compensation proposal.

Q:
What constitutes a quorum?

A:
At the special meeting, stockholders holding a majority of the outstanding shares entitled to vote at the special meeting, represented in person or by proxy, will constitute a quorum. When a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders. Abstentions and broker non-votes are considered as present for the purpose of determining the presence of a quorum.

Q:
Did the Carmike Board receive an updated fairness opinion from its financial advisor?

A:
Yes, on July 24, 2016, J.P. Morgan delivered to the Carmike Board an updated fairness opinion to the effect that as of July 24, 2016, and based upon and subject to the factors and assumptions set forth in its opinion, the aggregate merger consideration to be paid to holders of Carmike's common stock in the merger was fair, from a financial point of view, to such stockholders.

Table of Contents

Q: **How does the Carmike Board recommend that I vote?**

A: The Carmike Board of Directors recommends that Carmike stockholders vote:

- (1) **"FOR"** the merger proposal, approving the transactions contemplated thereby, including the merger;
- (2) **"FOR"** the merger-related named executive officer compensation proposal; and
- (3) **"FOR"** the adjournment proposal.

See "*Proposal 1 Adoption of the Amended and Restated Merger Agreement-Carmike's Reasons for the Merger*" beginning on page 72 of this proxy statement/prospectus.

Q: **What is the difference between holding shares as a stockholder of record and a beneficial owner?**

A: Most of Carmike stockholders hold their shares through a nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with Carmike's transfer agent, American Stock Transfer & Trust Company, you are considered the stockholder of record with respect to those shares and this proxy statement/prospectus is being sent directly to you by Carmike. As the stockholder of record, you have the right to grant your voting proxy directly to the proxies named in the enclosed proxy card or to vote your shares in person at the special meeting. A proxy card is enclosed for you to use.

Beneficial Owner. If your shares are held in a brokerage account or by a nominee, you are considered the beneficial owner of shares held in "street name," and this proxy statement/prospectus is being forwarded to you, together with a voting instruction card, by your nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your nominee on how to vote your shares and you are also invited to attend the special meeting where you may vote your shares in person by following the procedure described below.

Q: **How do I vote my shares of Carmike common stock?**

A: Before you vote, you should carefully read and consider the information contained in or incorporated by reference in this proxy statement/prospectus, including the annexes. You should also determine whether you hold your shares of Carmike common stock directly in your name as a stockholder of record or through a nominee, because this will determine the procedure that you must follow in order to vote. You are a stockholder of record if you hold your Carmike common stock in certificate form or if you hold your Carmike common stock in your name directly with Carmike's transfer agent, American Stock Transfer & Trust Company. If you are a stockholder of record, you may vote in any of the following ways:

Via the Internet If you choose to grant a proxy via the internet, go to the website indicated on the enclosed proxy card and follow the easy instructions. You will need the control number shown on your proxy card in order to vote.

Via Telephone If you choose to grant a proxy via telephone, use a touch-tone telephone to call the phone number indicated on the enclosed proxy card and follow the easy voice prompts. You will need the control number shown on your proxy card in order to vote.

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Via Mail If you choose to grant a proxy by mail, simply mark your proxy card, date and sign it, and return it in the postage-paid envelope provided. If the envelope is missing, please mail your completed proxy card to American Stock Transfer & Trust Company LLC, 6201 15th Avenue,

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

Brooklyn, NY 11219, Attn: Proxy Department. Proxy cards that are returned without a signature will not be counted as present at the special meeting and cannot be voted.

At the Special Meeting Stockholders of record who attend the special meeting may vote in person by filling out a ballot at the meeting, and any previously submitted proxies will be revoked by the vote cast at the special meeting. Even if you intend to attend and vote at the special meeting, the Carmike Board recommends that you grant a proxy via the internet, telephone or mail in case you are later unable to attend the special meeting to ensure that your vote is counted.

Q:

If I hold my shares through a nominee, will my nominee vote my shares for me?

A:

Your nominee will only be permitted to vote your shares if you instruct your nominee how to vote. You should follow the procedures provided by your nominee regarding the voting of your shares. If you have not instructed and do not instruct your nominee to vote your shares, your shares will not be voted, which will be treated as a vote "AGAINST" the proposal to adopt the amended and restated merger agreement.

If you do not provide voting instructions to your nominee, your nominee may not vote your shares on the merger proposal, the merger-related named executive officer compensation proposal or the adjournment proposal without specific instructions from you.

Q:

What happens if I return my proxy card but I do not indicate how to vote?

A:

If you sign and properly return your proxy card, but do not include instructions on how to vote, your shares of Carmike common stock will be voted:

(1)

"FOR" the merger proposal, approving the transactions contemplated thereby, including the merger;

(2)

"FOR" the merger-related named executive officer compensation proposal; and

(3)

"FOR" the adjournment proposal.

Carmike does not currently intend to present any other proposals for consideration at the special meeting. If other proposals requiring a vote of stockholders are brought before the special meeting in a proper manner, the persons named in the enclosed proxy card, if properly authorized, will have discretion to vote the shares they represent in accordance with their best judgment.

Q:

What happens if I abstain from voting on a proposal?

A:

If you sign and return a proxy card or grant a proxy over the internet or by telephone but abstain from voting on the merger proposal, the merger-related named executive officer compensation proposal or the adjournment proposal, it will have the same effect as a vote "AGAINST" the applicable proposal or proposals.

Q:

May I change my vote after I have mailed my signed proxy card or otherwise submitted my vote?

A:

Yes. Even if you sign and return the proxy card accompanying this proxy statement/prospectus, you retain the power to revoke your proxy or change your vote. You can revoke your proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting.

Table of Contents

Q: **What should I do if I already voted using the original proxy card sent with the original proxy statement?**

A: Any proxies previously delivered by a stockholder of record on the record date, including by delivery of the original proxy card, will be valid and effective and voted in the manner set forth on the previously delivered proxy unless such stockholder revokes such proxy or changes such proxy. Such previously delivered proxies will be deemed to cover the number of shares you own on the record date even if that number is more than or less than the number of shares you owned on May 18, 2016, the original record date for the special meeting, returned to as the "original record date." If you held shares in "street name" through a nominee on the original record date and continue to own such shares at that nominee, and have already provided voting instructions with respect to such shares, such shares will be voted as directed by such voting instructions and you do not need to take any action, unless you wish to revoke or change such voting instructions. Such previously delivered voting instructions will be deemed to cover the number of shares you own on the record date, even if that number is more than or less than the number of shares you owned on the original record date. If you held shares in "street name" through a nominee on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card, by following the instructions on the enclosed proxy card for Internet or telephone submissions or you attend the special meeting and vote in person. You can revoke your proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting. If your shares of Carmike common stock are held in "street name" through a nominee, and you wish to revoke or change such instructions, you should instruct your nominee how to vote, or revoke previously delivered voting instructions, in accordance with the voting instruction form furnished by your nominee.

If you are unsure whether you have previously voted, or if you have acquired shares after the original record date and are unsure whether your original proxy card or voting instructions will apply to your newly acquired shares, you can submit your vote again by following the instructions on the enclosed proxy card or voting instruction form.

Q: **What does it mean if I receive more than one set of proxy materials?**

A: This means that you own shares of Carmike common stock that are registered under different names. For example, you may own some shares directly as a stockholder of record and other shares through a broker or you may own shares through more than one broker. In these situations, you will receive multiple sets of proxy materials. You must complete, sign, date and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the voting instruction cards that you receive in order to vote all of the shares you own. Each proxy card you receive comes with its own prepaid return envelope; if you vote by mail, make sure you return each proxy card in the return envelope that accompanies that proxy card.

Q: **When is the merger expected to be completed?**

A: Carmike and AMC are working to complete the merger promptly, and expect it to be completed by the end of 2016. The merger is subject, however, to various regulatory approvals and other conditions, which are described in more detail in this proxy statement/prospectus, and it is possible

Table of Contents

that factors outside the control of either company could result in the merger being completed at a later time, or not being completed at all.

Q:

If the merger is completed, how will I receive the merger consideration for my shares?

A:

If you are the record holder of your shares of Carmike common stock, after receiving the proper documentation from you and determining the proper allocations of cash and stock consideration to be paid or issued to Carmike stockholders, the exchange agent will forward to you the cash and/or AMC Class A common stock to which you are entitled. If your shares of Carmike common stock are held in "street name" by your bank, broker or other nominee, you will receive instructions from your bank, broker or other nominee as to how to submit a form of election and how to effect the surrender of your "street name" shares in order to receive the applicable consideration for those shares. See *"Terms of the Amended and Restated Merger Agreement Exchange of Shares in the Merger"* beginning on page 114.

Q:

Is the merger taxable to me?

A:

The exchange of shares of Carmike common stock for cash and/or shares of AMC Class A common stock pursuant to the merger will generally be a taxable transaction for U.S. federal income tax purposes to U.S. holders (as defined in *"Proposal 1 Adoption of the Amended and Restated Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger"* beginning on page 100 of this proxy statement/prospectus). If you are a U.S. holder and your shares of Carmike common stock are converted into the right to receive the merger consideration, you will generally recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the sum of the amount of any cash received, plus the fair market value (determined as of the closing date of the merger) of any shares of AMC Class A common stock received, with respect to such block of shares of Carmike common stock and (ii) your adjusted tax basis in such block of shares of Carmike common stock. The exchange of shares of Carmike common stock for cash and/or AMC Class A common stock pursuant to the merger will generally not result in a non-U.S. holder (as defined in *"Proposal 1 Adoption of the Amended and Restated Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger"* beginning on page 100 of this proxy statement/prospectus) being subject to U.S. federal income tax unless the non-U.S. holder has certain connections to the United States. You should read *"Proposal 1 Adoption of the Amended and Restated Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger"* beginning on page 100 of this proxy statement/prospectus for a more detailed discussion of the U.S. federal income tax consequences of the merger to U.S. holders and non-U.S. holders. You should also consult your tax advisor for a complete analysis of the particular tax consequences of the merger to you, including the applicability and effect of any U.S. federal, state and local and non-U.S. tax laws.

Q:

What happens if the merger is not completed?

A:

If the amended and restated merger agreement is not adopted by the stockholders at the special meeting or if the merger is not completed for any other reason, stockholders will not receive the merger consideration or any payment for their shares of Carmike common stock in connection with the merger. Instead, Carmike common stock will continue to be listed and traded on NASDAQ. In certain circumstances, AMC or Carmike may be required to pay, a termination fee or may seek other remedies in connection with a termination of the amended and restated merger agreement, in each case, as described under *"Terms of the Amended and Restated Merger Agreement Termination Fee; Effect of Termination"* beginning on page 139 of this proxy statement/prospectus.

Table of Contents

Q: Am I entitled to exercise appraisal rights instead of receiving the merger consideration for my shares?

A: Yes. In order to exercise your appraisal rights, you must follow the requirements set forth in Section 262 of the Delaware General Corporation Law, referred to as the "DGCL". Under Delaware law, if the merger is completed, stockholders of Carmike who do not vote in favor of adopting the amended and restated merger agreement and who meet the other requirements set forth in Section 262 of the DGCL will have the right to receive payment of the fair value of their shares of Carmike common stock as determined by the Delaware Court of Chancery in lieu of the merger consideration. Appraisal rights will only be available to Carmike stockholders that deliver to Carmike a written demand for appraisal of their shares prior to the taking of the vote on the merger proposal by the stockholders at the special meeting, do not vote in favor of the merger proposal, hold their shares continuously through the effective time of the merger, do not submit their shares for payment of the merger consideration, and otherwise comply with the statutory procedures and requirements set forth in Section 262 of the DGCL, which are summarized in this proxy statement/prospectus. Any demands delivered prior to the mailing of this proxy statement/prospectus will not be treated by Carmike as satisfying the demand requirement. **If you delivered to Carmike a written demand for appraisal of your shares prior to the mailing of this proxy statement/prospectus (including prior to the date of the amended and restated merger agreement), you must again demand appraisal for your shares to perfect your appraisal rights.** The amount determined by the Delaware Court of Chancery to be the fair value of Carmike stock as of the effective time of the merger could be more than, the same as, or less than the merger consideration a stockholder would be entitled to receive under the terms of the amended and restated merger agreement. A copy of Section 262 of the DGCL is attached as Annex C to this proxy statement/prospectus and a summary of Section 262 can be found along with additional information about appraisal rights under "*Proposal 1 Adoption of the Amended and Restated Merger Agreement Appraisal Rights*" beginning on page 104 of this proxy statement/prospectus.

Q: Who will count the votes?

A: The votes will be counted by a representative of American Stock Transfer & Trust Company, who will act as the inspector of election appointed for the special meeting.

Q: Where can I find the voting results of the special meeting?

A: Carmike intends to announce preliminary voting results at the special meeting and publish final results in a Current Report on Form 8-K that will be filed with the SEC following the special meeting. All periodic and current reports Carmike files with the SEC are publicly available when filed. See "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus.

Q: Where can I find more information about AMC and Carmike?

A: You can find more information about AMC and Carmike in their publicly filed reports with the SEC, on AMC website www.amctheatres.com, on Carmike's website www.carmike.com, and in "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus.

Q: Who can help answer my questions about the special meeting and voting?

A: If you would like additional copies, without charge, of this proxy statement/prospectus, or if you have questions about the amended and restated merger agreement or the merger, including the procedures for voting your shares, you should contact Innisfree M&A Incorporated, Carmike's proxy solicitor, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

If your nominee holds your shares, you should also call your nominee for additional information.

Table of Contents

SUMMARY

This summary briefly summarizes material information found in this proxy statement/prospectus concerning the merger and the proposals to be voted upon at the special meeting. The proxy statement/prospectus contains a more detailed description of the terms described in this summary. You are urged to read this proxy statement/prospectus carefully, including the annexes and the documents referred to or incorporated by reference in this proxy statement/prospectus, as this summary may not contain all the information that may be important to you. Page references have been included in parentheses to direct you to the appropriate place in this proxy statement/prospectus for a more complete description of the topics presented in this summary. You may obtain the information incorporated by reference in this proxy statement/prospectus without charge by following the instructions under "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus.

The Companies (Page 50)

Carmike Cinemas, Inc. (Page 50)

Carmike Cinemas, Inc., a Delaware corporation, is a U.S. leader in digital cinema, 3-D cinema deployments and alternative programming and is one of the nation's largest motion picture exhibitors. As of October 5, 2016, Carmike had 271 theatres with 2,917 screens in 41 states. The circuit includes 55 premium large format (PLF) auditoriums featuring state-of-the-art technology and luxurious seating, including 32 "BigDs," 21 IMAX auditoriums and two MuviXL screens. As "America's Hometown Theatre Chain" Carmike's primary focus is mid-sized communities.

Carmike's common stock is listed on the NASDAQ Global Select Market, referred to as "NASDAQ," under the symbol "CKEC."

Carmike's principal executive offices are located at 1301 First Avenue, Columbus, Georgia 31901 its telephone number is (706) 576-3400 and its internet website address is www.carmike.com. The information provided on or accessible through Carmike's website, other than securities filings that are otherwise incorporated herein by reference, is not part of this proxy statement/prospectus and is not incorporated in this proxy statement/prospectus by this or any other reference to Carmike's website provided in this proxy statement/prospectus.

Additional information about Carmike is contained in its public filings, certain of which are incorporated by reference herein. See "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus.

AMC Entertainment Holdings, Inc. (Page 50)

AMC Entertainment Holdings, Inc., a Delaware corporation, through its direct and indirect subsidiaries is principally involved in the theatrical exhibition business and owns, operates or has interests in 386 locations and 5,334 screens as of June 30, 2016, located primarily in the United States.

AMC's common stock is listed on the New York Stock Exchange, referred to as "NYSE," under the symbol "AMC."

AMC's principal executive offices are located at One AMC Way, 11500 Ash Street, Leawood KS 66211, its telephone number is (913) 213-2000 and its internet website address is www.amctheatres.com. The information provided on or accessible through AMC's website, other than securities filings that are otherwise incorporated herein by reference, is not part of this proxy statement/prospectus and is not incorporated in this proxy statement/prospectus by this or any other reference to AMC's website provided in this proxy statement/prospectus.

On July 12, 2016, AMC entered into a Share Purchase Agreement to acquire the film exhibition business of Odeon and UCI Cinemas Holdings Limited, referred to as "Odeon/UCI," for total

Table of Contents

consideration of (i) cash in the amount of GBP £375 million (\$478.0 million), (ii) shares of AMC Class A common stock valued at GBP £125 million (\$159.3 million) and (iii) the assumption of indebtedness of approximately GBP £475.8 million (\$606.5 million) as of October 5, 2016. The US Dollar amounts set forth in the preceding sentence assume a Euro/USD exchange rate of 1.1204 and a GBP/USD exchange rate of 1.2747 as of October 5, 2016. Odeon/UCI is a leading European cinema operator with 242 cinemas and 2,236 screens. Odeon/UCI operates in four major markets: the United Kingdom, Spain, Italy and Germany; and three smaller markets: Austria, Portugal, and Ireland. For the year ended December 31, 2015 and six months ended June 30, 2016, Odeon/UCI had revenues of \$1,142,963,000 and \$526,199,000 respectively (based on an average GBP/USD exchange rate of 1.5284 for the twelve months ended December 31, 2015 and 1.4326 for the six months ended June 30, 2016, respectively). The closing of the Share Purchase Agreement is subject to clearance by the European Commission and the UK Competition and Markets Authority.

Additional information about AMC is contained in its public filings, certain of which are incorporated by reference herein. See "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus.

Congress Merger Subsidiary, Inc. (Page 51)

Congress Merger Subsidiary, Inc., an indirect wholly owned subsidiary of AMC, is a Delaware corporation that was formed on February 29, 2016 for the sole purpose of entering into the original merger agreement, the amended and restated merger agreement and completing the transactions contemplated by the amended and restated merger agreement, including the merger. Upon the terms and subject to the conditions of the amended and restated merger agreement, Merger Sub will be merged with and into Carmike, with Carmike surviving the merger as an indirect wholly owned subsidiary of AMC.

Merger Sub's principal executive offices are located at One AMC Way, 11500 Ash Street, Leawood, KS 66211, and its telephone number is (913) 213-2000.

The Merger (Page 109)

The proposed transaction is the acquisition of Carmike by AMC pursuant to the amended and restated merger agreement. The acquisition will be effected by the merger of Merger Sub with and into Carmike, with Carmike continuing as the surviving corporation and becoming an indirect wholly owned subsidiary of AMC.

Expected Timing of the Merger (Page 110)

Carmike and AMC are working to complete the merger promptly, and expect it to be completed by the end of 2016. The merger is subject, however, to various regulatory approvals and other conditions, which are described in more detail in this proxy statement/prospectus, and it is possible that factors outside the control of either company could result in the merger being completed at a later time, or not at all.

Effect of the Merger (Page 110)

Pursuant to the terms of the amended and restated merger agreement, if the amended and restated merger agreement is adopted by Carmike's stockholders and the other conditions to the closing are either satisfied or waived, at the effective time of the merger, Merger Sub will be merged with and into Carmike, with Carmike surviving the merger as an indirect wholly owned subsidiary of AMC. As a result of the merger, Carmike will cease to be traded on NASDAQ, the registration of Carmike common stock under the Securities Exchange Act of 1934, as amended, referred to as the

Table of Contents

"Exchange Act," will be terminated and Carmike will no longer be required to file reports with the Securities and Exchange Commission, referred to as the "SEC."

At the effective time of the merger, it is expected that 34,957,483 shares of AMC Class A common stock will be issued and outstanding (including approximately 8,258,171 shares of AMC Class A common stock issued to Carmike stockholders in the merger and 5,085,780 shares of AMC Class A common stock expected to be issued in connection with the closing of the Odeon/UCI transaction, assuming the price of AMC Class A common stock calculated in accordance with the Share Purchase Agreement is \$31.33 and the GBP/USD exchange rate is 1.2747, which was the exchange rate on October 5, 2016). As a result, holders of shares of Carmike common stock as of immediately prior to the closing of the merger will hold approximately 23.6% in the aggregate, of the issued and outstanding shares of AMC Class A common stock and approximately 7.5% in the aggregate, of the issued and outstanding shares of AMC Class A common stock and AMC Class B common stock immediately following the closing of the merger, as determined on a fully diluted basis.

Merger Consideration (Page 111)

If the merger is completed, each share of Carmike common stock, issued and outstanding immediately prior to the effective time of the merger (other than the shares of Carmike common stock held by Carmike as treasury stock, or owned by subsidiaries of Carmike or by AMC, Merger Sub or any of their subsidiaries, or held by stockholders who are entitled to demand and have properly demanded appraisal for such shares in accordance with, and who comply in all respects with, Section 262 of the DGCL, which shares are referred to collectively as the "excluded shares"), will be converted at the election of the holder, either (i) \$33.06 in cash, without interest (such cash amount is referred to as the "cash consideration") or (ii) 1.0819 shares of AMC Class A common stock and such amount of AMC Class A common stock is referred to as the "stock consideration") and less any applicable withholding taxes (the combination of the cash consideration and the stock consideration is referred to as the "merger consideration"), subject to proration so that 70% of the total number of shares Carmike common stock issued and outstanding at the effective time of the merger (excluding any excluded shares) will be converted into cash and 30% of the Carmike shares will be converted into shares of AMC Class A common stock. Because elections are subject to proration as described above, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all of your shares of Carmike common stock (and vice versa). **In connection with the merger, you will be provided a form of election for you to elect the form of consideration that you would like to receive in the merger, subject to the proration as described above. It is important that you complete and return the form of election. If you fail to do so, the merger consideration you receive will be entirely outside of your control and will depend on the elections made by other Carmike stockholders, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.**

No fractional shares of AMC Class A common stock will be issued in the merger. Carmike stockholders will receive cash (without interest and rounded up to the nearest whole cent) in lieu of receiving any fractional shares of Class A common stock to which any Carmike stockholder would otherwise have been entitled without interest and less any applicable withholding taxes. At or prior to the effective time of the merger, AMC will (i) make available to the exchange agent evidence of AMC Class A common stock sufficient to deliver the aggregate stock consideration, and (ii) deposit or cause to be deposited with the exchange agent sufficient funds to pay the aggregate cash consideration with the exchange agent.

Because the stock consideration was fixed at the time the amended and restated merger agreement was executed and because the market value of AMC Class A common stock will fluctuate during the pendency of the merger, Carmike stockholders cannot be sure of the actual value of the merger consideration they elect to receive compared to the value of the Carmike common stock that they are

Table of Contents

exchanging. See "*Risk Factors Risks Related to the Merger.*" Carmike stockholders are urged to obtain current market quotations for the AMC Class A common stock when they make their elections.

The Special Meeting (Page 52)

Date, Time and Place (Page 52)

The special meeting will be reconvened on November 15, 2016 at 10:00 a.m., local time at the offices of King & Spalding LLP located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309.

Purpose of the Special Meeting

At the special meeting, you will be asked to consider and vote upon:

- (1) the merger proposal;
- (2) the merger-related named executive officer compensation proposal; and
- (3) the adjournment proposal.

In this proxy statement/prospectus, references to the "proposals" refer to proposals (1) to (3) listed above.

Record Date and Voting Information (Page 53)

Only Carmike stockholders who hold shares of Carmike common stock at the close of business on the record date will be entitled to vote at the special meeting. Each share of Carmike common stock outstanding on the record date will be entitled to one vote on each matter submitted to Carmike stockholders for approval at the special meeting. As of the record date, there were 24,388,587 outstanding shares of Carmike common stock.

Quorum (Page 53)

The presence in person or by proxy of the holders of record of a majority of the shares of Carmike common stock issued and outstanding and entitled to vote at the meeting is necessary and sufficient to constitute a quorum for the transaction of any business at the special meeting. As of the record date, 12,194,294 shares of Carmike common stock will be required to obtain a quorum.

Required Vote; Effect of Abstentions and Broker Non-Votes (Page 53)

Adoption of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting. Approval of each of the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present) requires the affirmative vote of the holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the meeting. Approval of the adjournment proposal (if no quorum is present) will require the affirmative vote of the holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote on such matter. Under Carmike's by-laws, the presiding officer of the special meeting and the Chief Executive Officer of Carmike each also have the independent authority to adjourn the special meeting regardless of the outcome of the vote on the adjournment proposal.

Abstentions will have the same effect as votes "AGAINST" the merger proposal, the merger-related named executive officer compensation proposal and the adjournment proposal.

Shares not in attendance will have no effect on the outcome of any vote on the merger-related named executive officer compensation proposal or the adjournment proposal, but will have the same effect as votes "AGAINST" the merger proposal.

Table of Contents

If you hold your shares through a nominee and have not instructed and do not instruct your nominee on how you wish your shares of Carmike common stock to be voted using the voting instruction form provided by your nominee, your nominee may not vote uninstructed shares on the merger proposal, the merger-related named executive officer compensation proposal or the adjournment proposal. When a nominee is permitted to vote a client's shares on some but not all of the proposals at a meeting, the missing votes are referred to as "broker non-votes." Broker non-votes will be counted as votes "AGAINST" the merger proposal, the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present). Broker non-votes will have no effect on the adjournment proposal (if no quorum is present).

Voting by Stockholders (Page 54)

Any Carmike stockholder of record entitled to vote may submit a proxy by returning a signed proxy card by mail, through the internet or by telephone, or may vote in person by appearing at the special meeting. If you are a beneficial owner and hold your shares of Carmike common stock in "street name" through a nominee, you should instruct your nominee on how you wish your shares of Carmike common stock to be voted using the instructions provided by your nominee. The nominee cannot vote on these proposals without your instructions. Therefore, it is important that you cast your vote or instruct your nominee on how you wish your shares to be voted. If you are a street name holder and wish to vote the shares beneficially owned by you in person by ballot at the special meeting, you must provide a "legal proxy" from your nominee, giving you the right to vote the shares at the special meeting.

Any proxies previously delivered by a stockholder of record on the record date, including by delivery of the original proxy card, will be valid and effective and voted in the manner set forth on the previously delivered proxy unless such stockholder revokes such proxy or changes such proxy. Such previously delivered proxies will be deemed to cover the number of shares you own on the record date even if that number is more than or less than the number of shares you owned on May 18, 2016, the original record date for the special meeting. If you held shares in "street name" through a nominee on the original record date and continue to own such shares at that nominee, and have already provided voting instructions with respect to such shares, such shares will be voted as directed by such voting instructions and you do not need to take any action, unless you wish to revoke or change such voting instructions. Such previously delivered voting instructions will be deemed to cover the number of shares you own on the record date, even if that number is more than or less than the number of shares you owned on the original record date. If you held shares in "street name" through a nominee on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card or by following the instructions on the enclosed proxy card for internet or telephone submissions or you attend the special meeting and vote in person. If you held shares in "street name" through a nominee on the original record date, but have acquired shares in "street name" after the original record date through a different nominee, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you instruct your nominee how to vote in accordance with the voting instruction form furnished by your nominee.

If you are unsure whether you have previously voted, or if you have acquired shares after the original record date and are unsure whether your original proxy card or voting instructions will apply to your newly acquired shares, you can submit your vote again by following the instructions on the enclosed proxy card or voting instruction form. Whether or not you plan to attend the special meeting, please submit your proxy to vote your shares at your earliest convenience. If you do attend the special

Table of Contents

meeting and wish to vote in person, you may withdraw your proxy at that time. You can revoke your proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting.

If your shares of Carmike common stock are held in "street name" through a nominee, and you have not previously provided voting instructions with respect to such shares or you wish to revoke or change such instructions, you should instruct your nominee how to vote, or revoke previously delivered voting instructions, in accordance with the voting instruction form furnished by your nominee. If you fail to vote on the amended and restated merger agreement or fail to instruct your nominee on how to vote, the effect will be the same as a vote against the adoption of the amended and restated merger agreement.

Voting by Carmike's Directors and Executive Officers (Page 56)

At the close of business on the record date, Carmike directors and executive officers and their affiliates owned, in the aggregate, 589,860 shares of Carmike common stock which they are entitled to vote at the special meeting, representing approximately 2.42% of the shares of Carmike common stock outstanding on that date and entitled to vote at the special meeting. It is currently expected that Carmike's directors and executive officers will vote their shares in favor of each of the proposals, although none of them has entered into any agreement obligating them to do so.

Treatment of Stock Options and Other Stock-Based Compensation (Page 58)

At least seven days prior to the effective time of the merger, each outstanding Carmike stock option, referred to as the "stock options," whether or not vested or exercisable, will, contingent upon the consummation of the merger, become 100% vested and exercisable. Each share of Carmike common stock received in connection with the exercise of Carmike stock options will be entitled to receive the merger consideration, plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, subject to the terms of the amended and restated merger agreement. To the extent not exercised, each outstanding Carmike stock option will, at the effective time, be cancelled automatically, and Carmike will pay each holder of such cancelled Carmike stock option an amount in cash (less any applicable tax withholdings), determined by multiplying (x) the excess, if any, of \$33.06 over the exercise price per share of Carmike common stock subject to such Carmike stock option by (y) the number of shares of Carmike common stock subject to such Carmike stock option. Notwithstanding the foregoing, if the per share exercise price payable with respect to a Carmike stock option exceeds \$33.06, then such Carmike stock option will be cancelled without payment of any consideration with respect thereto.

In addition, immediately prior to the effective time of the merger:

each share of Carmike restricted stock that is then outstanding, referred to as the "restricted stock," whether or not vested, will, contingent upon consummation of the merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied, and the holders of such shares will be entitled to receive the merger consideration plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, subject to the terms of the amended and restated merger agreement;

each award of Carmike restricted stock units that is then outstanding, referred to as the "restricted stock units," whether or not vested, will, contingent upon consummation of the

Table of Contents

merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied, and Carmike will with respect to the holder of any such Carmike restricted stock units (1) issue the number of shares of Carmike common stock underlying such Carmike restricted stock units, plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, which shares will be entitled to receive the merger consideration in accordance with the amended and restated merger agreement, and (2) pay in cash all dividend equivalents, if any, accrued but unpaid as of the effective time with respect to the number of shares of Carmike common stock underlying such Carmike restricted stock units; and

each award of Carmike performance shares that is then outstanding, referred to as the "performance shares," whether or not vested, or whether or not performance criteria have been achieved, will, contingent upon consummation of the merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied with respect to (1) the actual number of shares of Carmike common stock earned for each performance period completed prior to the effective time of the merger, as determined by Carmike prior to the effective time of the merger in accordance with the terms of the applicable award agreements and the Carmike stock plans in existence as of the effective date of the original merger agreement, and (2) the number of shares of Carmike common stock equal to the specified number of target shares for any performance period during which the effective time of the merger occurs and for each succeeding performance period covered by such Carmike performance shares, and the holders of such shares will be entitled to receive the merger consideration plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, in accordance with the amended and restated merger agreement.

Listing of AMC Class A Common Stock: Delisting and Deregistration of Carmike Common Stock (Page 99)

Shares of AMC Class A common stock are quoted on the NYSE under the symbol "AMC." It is a condition to the completion of the merger that the shares of AMC Class A common stock to be issued to Carmike stockholders pursuant to the merger be authorized for listing on the NYSE, at the effective time of the merger, subject to official notice of issuance.

Upon completion of the merger, Carmike will remove its common stock from listing on NASDAQ and price quotations in the public market will no longer be available for Carmike common stock, and the registration of Carmike common stock under the Exchange Act will be terminated.

Recommendations of Carmike Board of Directors (Page 52)

After considering various reasons to approve the amended and restated merger agreement, as well as certain countervailing factors, the Carmike Board members unanimously determined that the amended and restated merger agreement and transactions contemplated thereby, including the merger, are in the best interests of Carmike's stockholders and approved, adopted and declared advisable, the amended and restated merger agreement and the merger. Certain factors considered by the Carmike Board in reaching its decision to approve the amended and restated merger agreement and the merger can be found in "*Proposal 1 Adoption of the Amended and Restated Merger Agreement Carmike's Reasons for the Merger*" beginning on page 72 of this proxy statement/prospectus.

The Carmike Board of Directors recommends that Carmike stockholders vote:

"FOR" the merger proposal, approving the transactions contemplated thereby, including the merger;

Table of Contents

"FOR" the merger-related named executive officer compensation proposal; and

"FOR" the adjournment proposal.

Opinion of Carmike's Financial Advisor (Page 78 and Annex B)

Pursuant to an engagement letter dated February 22, 2016, as amended July 19, 2016, Carmike retained J.P. Morgan Securities LLC, referred to as "J.P. Morgan," as its financial advisor in connection with the merger.

At the meeting of the Carmike Board on July 24, 2016, J.P. Morgan rendered its oral opinion to the Carmike Board that, as of such date and based upon and subject to the factors and assumptions set forth in its opinion, the aggregate merger consideration to be paid to holders of Carmike's common stock in the merger was fair, from a financial point of view, to such stockholders. J.P. Morgan confirmed its July 24, 2016 oral opinion by delivering its written opinion to the Carmike Board, dated July 24, 2016, that, as of such date, the aggregate merger consideration to be paid to Carmike's stockholders in the merger was fair, from a financial point of view, to such stockholders.

The full text of the written opinion of J.P. Morgan dated July 24, 2016, which sets forth the assumptions made, matters considered and limits on the review undertaken, is attached as Annex B to this proxy statement/prospectus and is incorporated herein by reference. The summary of the opinion of J.P. Morgan set forth in this proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion. Carmike's stockholders are urged to read the opinion in its entirety. J.P. Morgan's written opinion was addressed to the Carmike Board (in its capacity as such) in connection with and for the purposes of its evaluation of the proposed merger, was directed only to the aggregate merger consideration to be paid in the merger and did not address any other aspect of the merger. J.P. Morgan expressed no opinion as to the fairness of the consideration to the holders of any other class of securities, creditors or other constituencies of Carmike or as to the underlying decision by Carmike to engage in the merger. The issuance of J.P. Morgan's opinion was approved by a fairness committee of J.P. Morgan. The opinion does not constitute a recommendation to any stockholder of Carmike as to how such stockholder should vote with respect to the merger or any other matter.

AMC's Reasons for the Merger (Page 71)

The AMC Board determined, after careful consideration of the factors described under "*Proposal 1 Adoption of the Amended and Restated Merger Agreement AMC's Reasons for the Merger*," that the amended and restated merger agreement and the transactions contemplated thereby, including the merger, are advisable and fair to AMC and in the best interests of AMC and its stockholders.

Interests of Certain Persons in the Merger (Page 86)

In considering the recommendation of the Carmike Board that you vote to adopt the amended and restated merger agreement, you should be aware that certain Carmike directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of Carmike's stockholders generally. These interests include, among others:

the amended and restated merger agreement provides for accelerated vesting of all outstanding Carmike equity awards upon the consummation of the merger. Unexercised Options as of the effective date of the merger will be cashed out, and other equity awards shall be entitled to receive the merger consideration;

certain executive officers of Carmike are entitled to separation benefits in the event that, in connection with or following the merger, the executive is terminated without cause, or the executive terminates for "good reason" (with the amended and restated merger agreement

Table of Contents

acknowledging that, as a result of the merger, certain named executive officers will be deemed to have experienced a "good reason" event);

Carmike's directors and executive officers are entitled to continued indemnification and insurance coverage following completion of the merger under Carmike's organizational documents, indemnification agreements and the amended and restated merger agreement; and

the amended and restated merger agreement requires AMC to provide employees of Carmike who continue as employees of AMC or any of its subsidiaries (including Carmike) benefits that are no less favorable in the aggregate than the level of such employee benefits provided to such employees as of the date of the amended and restated merger agreement, for a period of twelve months following the closing of the merger.

The Carmike Board was aware of the different or additional interests set forth in this proxy statement/prospectus and considered such interests along with other matters in approving the amended and restated merger agreement and the transactions contemplated by the amended and restated merger agreement, including the merger.

Financing of the Merger (Page 86)

In connection with the entry into the amended and restated merger agreement, AMC entered into a second amended and restated debt commitment letter, referred to as the "debt commitment letter," with Citigroup Global Markets Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank PLC, Credit Suisse AG, Cayman Islands Branch, Credit Suisse Securities (USA) LLC, HSBC Bank USA, N.A., and HSBC Securities (USA) Inc., referred to collectively as the "Commitment Parties," on July 24, 2016, pursuant to which the Commitment Parties have committed to arrange and provide AMC with (1) a senior secured incremental term loan in an aggregate amount of up to \$225.0 million and (2) a senior subordinated bridge loan in an aggregate amount of up to \$300.0 million, in each case, on the terms and subject to the conditions set forth in the debt commitment letter. It is expected that AMC will seek long-term debt and/or equity financing in lieu of drawings under the senior subordinated bridge loan, subject to market and other conditions. The merger is not subject to a financing condition.

No Solicitation of Acquisition Proposals (Page 124)

Carmike has agreed not to (1) solicit proposals relating to certain alternative transactions or (2) enter into discussions or negotiations or provide non-public information in connection with any proposal for an alternative transaction from a third party, subject to certain exceptions to permit Carmike's Board of Directors to comply with its fiduciary duties.

Changes in Carmike Board Recommendation (Page 124)

The Carmike Board has agreed not to make an adverse change to its recommendation to Carmike stockholders to approve the merger proposal. However, if, prior to the approval and adoption of the amended and restated merger agreement by Carmike's stockholders, (1) an intervening event (as defined in "*Terms of the Amended and Restated Merger Agreement No Solicitation of Acquisition Proposals; Changes in Board Recommendation*" beginning on page 124 of this proxy statement/prospectus) occurs, and the Carmike Board determines in good faith, after consultation with its financial advisor and outside legal counsel, that any failure to take such action would be inconsistent with its fiduciary duties under applicable law, or (2) Carmike receives an acquisition proposal (that did not result from any material breach of Carmike's non-solicitation obligations under the amended and restated merger agreement) that the Carmike Board determines in good faith, after consultation with its financial advisor and outside legal counsel, constitutes a superior proposal, then the Carmike Board may make an adverse recommendation change (as defined in "*Terms of the Amended and Restated*

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

Merger Agreement No Solicitation of Acquisition Proposals; Changes in Board Recommendation" beginning on page 124 of this proxy statement/prospectus) and, in the case of a superior proposal, authorize Carmike to execute acquisition proposal documentation and concurrently terminate the amended and restated merger agreement, subject to the payment of a termination fee by Carmike to AMC as described in *"Terms of the Amended and Restated Merger Agreement Termination Fee; Effect of Termination"* beginning on page 139 of this proxy statement/prospectus.

Conditions to Completion of the Merger (Page 134)

The completion of the merger is subject to the satisfaction or waiver of various customary closing conditions, including, among others:

the requisite approval of Carmike stockholders;

the shares of AMC Class A common stock to be issued to the holders of Carmike common stock upon consummation of the merger having been authorized for listing on the NYSE, subject to official notice of issuance;

this registration statement becoming and remaining effective under the Securities Act of 1933, as amended, referred to as the "Securities Act");

the absence of any pending proceeding brought by a governmental authority in the United States pursuant to certain antitrust laws that challenges or seeks to prevent, enjoin, alter or delay the merger or any of the other transactions contemplated by the amended and restated merger agreement;

the absence of any order or injunction issued by any court or governmental authority in the United States preventing the consummation of the merger;

the expiration or termination of any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, referred to as the "HSR Act;"

the termination or expiration of any agreement with a governmental authority with respect to the HSR Act not to close the merger.

AMC's obligation to complete the merger is also conditioned on:

the absence of a material adverse effect with respect to Carmike, as defined in *"Terms of the Amended and Restated Merger Agreement Representations and Warranties"* on page 116 of this proxy statement/prospectus; and

the absence of holders of 20% or more of the outstanding shares of Carmike common stock exercising dissenters' rights.

Carmike's obligation to complete the merger is subject to the absence of a material adverse effect with respect to AMC, as described in *"Terms of the Amended and Restated Merger Agreement Representations and Warranties"* on page 116 of this proxy statement/prospectus.

In addition, Carmike's and AMC's obligations to complete the merger are subject to certain other conditions, including (i) subject to the standards set forth in the amended and restated merger agreement, the accuracy of the representations and warranties of the other party and (ii) compliance of the other party with its covenants in all material respects. The merger is not subject to a financing condition.

Termination of the Amended and Restated Merger Agreement (Page 137)

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

The amended and restated merger agreement may be terminated prior to the effective time of the merger, notwithstanding the adoption of the amended and restated merger agreement by Carmike

Table of Contents

stockholders, under specified circumstances. See "*Terms of the Amended and Restated Merger Agreement Termination of the Amended and Restated Merger Agreement*," beginning on page 136 of this proxy statement/prospectus, for more information about the circumstances in which either Carmike or AMC could terminate the amended and restated merger agreement.

Termination Fee (Page 139)

The amended and restated merger agreement provides that Carmike or AMC, as applicable, will pay the other a cash termination fee in specified circumstances. Other than as provided above or as described below in "*Terms of the Amended and Restated Merger Agreement Fees and Expenses*" beginning on page 139 of this proxy statement/prospectus, all fees and expenses incurred by the parties are to be paid by the party that has incurred the fees and expenses.

Specific Performance (Page 140)

The amended and restated merger agreement generally provides that the parties will be entitled to an injunction to prevent breaches of the amended and restated merger agreement or to specifically enforce the performance of the terms and provisions contained in the amended and restated merger agreement, including the consummation of the merger and the payment of the merger consideration.

Accounting Treatment (Page 99)

AMC will account for the merger using the acquisition method of accounting, as prescribed in Accounting Standards Codification 805, "Business Combinations," under U.S. generally accepted accounting principles, which are referred to as GAAP.

Material U.S. Federal Income Tax Consequences of the Merger (Page 100)

The exchange of shares of Carmike common stock for cash and/or shares of AMC Class A common stock pursuant to the merger will generally be a taxable transaction for U.S. federal income tax purposes to U.S. holders (as defined in "*Proposal 1 Adoption of the Amended and Restated Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger*" beginning on page 100 of this proxy statement/prospectus). If you are a U.S. holder and your shares of Carmike common stock are converted into the right to receive the merger consideration, you will generally recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the sum of the amount of any cash received, plus the fair market value (determined as of the closing date of the merger) of any shares of AMC Class A common stock received, with respect to such block of shares of Carmike common stock and (ii) your adjusted tax basis in such block of shares of Carmike common stock. The exchange of shares of Carmike common stock for cash and/or shares of AMC Class A common stock pursuant to the merger will generally not result in a non-U.S. holder (as defined in "*Proposal 1 Adoption of the Amended and Restated Merger Agreement Material U.S. Federal Income Tax Consequences of the Merger*" beginning on page 100 of this proxy statement/prospectus) being subject to U.S. federal income tax unless the non-U.S. holder has certain connections to the United States. You should also consult with your tax advisor for a complete analysis of the particular tax consequences of the merger to you, including the applicability and effect of any U.S. federal, state and local and non-U.S. tax laws.

Regulatory Matters (Page 128)

The merger is subject to the expiration or termination of the applicable waiting periods under the HSR Act. Each party has agreed to use reasonable best efforts to cause the merger to be consummated and to obtain antitrust approval. To the extent required to obtain such approvals, AMC has agreed to offer, negotiate and agree to divestitures and other restraints with respect to Carmike's, AMC's and

Table of Contents

their respective affiliates' businesses, services or assets, except that AMC will not be required to agree to a divestiture, license or hold separate of (i) Carmike's, AMC's or their respective affiliates' theatres that would result in a loss of theatre-level cash flows in excess of \$25 million in the aggregate, subject to certain limited exceptions or (ii) non-theatre assets with an aggregate net book value in excess of \$20 million. On April 12, 2016, Carmike and AMC each filed their respective Notification and Report forms with the Antitrust Division of the Department of Justice, referred to as the "DOJ," and the Federal Trade Commission, referred to as the "FTC." On May 12, 2016, the DOJ issued a request for additional information under the HSR Act, referred to as a "Second Request." The effect of the Second Request is to extend the waiting period imposed by the HSR Act until 30 days after Carmike and AMC have substantially complied with this request, unless that period is extended voluntarily by the parties or terminated sooner by the DOJ. Carmike and AMC are continuing to cooperate with the DOJ in its review of the transaction.

At any time before the effective time of the merger, the FTC, the DOJ, or others could take action under antitrust laws with respect to the merger, including seeking to enjoin the completion of the merger, to rescind the merger or to conditionally approve the merger upon the divestiture of assets, or to impose restrictions on the operations of Carmike or AMC following the completion of the merger. State attorneys general have notified Carmike and AMC that they will be investigating the competitive effects of the merger. In addition, other state antitrust authorities and private parties in certain circumstances may bring legal action under the antitrust laws seeking to enjoin the merger or seeking conditions to the completion of the merger. There can be no assurance that the merger will not be challenged on antitrust grounds or, if such a challenge is made, that the challenge will not be successful.

Fees and Expenses (Page 140)

All fees and expenses incurred in connection with the amended and restated merger agreement, the merger and the other transactions contemplated by the amended and restated merger agreement will be paid by the party incurring such fees or expenses, whether or not the merger or any of the other transactions contemplated by the amended and restated merger agreement are completed, with certain exceptions expressly set forth in the amended and restated merger agreement. These exceptions include reimbursement by AMC of out-of-pocket expenses incurred by Carmike in connection with Carmike's cooperating with AMC's obtaining financing.

Comparison of Rights of AMC Stockholders and Carmike Stockholders (Page 148)

The rights of Carmike stockholders are currently governed by Carmike's certificate of incorporation, bylaws and the DGCL. Following the merger, Carmike stockholders who receive AMC Class A common stock will become AMC stockholders, and their rights will be governed by AMC's amended and restated certificate of incorporation and amended and restated bylaws and will continue to be governed by the DGCL. See "*Comparison of Rights of AMC and Carmike Stockholders*," beginning on page 147 of this proxy statement/prospectus, for more information about the respective governing documents of Carmike and AMC.

Comparative Market Price Information (Page 35)

The following table presents the closing prices of AMC Class A common stock on the NYSE and Carmike common stock on the NASDAQ on July 22, 2016, the last trading day before the public announcement of the merger, and October 5, 2016, the most recent practicable trading day before the filing of this proxy statement/prospectus. The table also presents the approximate equivalent value of the stock consideration on those dates, calculated by multiplying the closing price of AMC Class A common stock ending on those dates by 1.0819 representing the approximate per share value of the stock consideration that a Carmike stockholder will be entitled to receive, in exchange for each share

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

of Carmike common stock held by such stockholder at the effective time of the merger, assuming such stockholder elects to receive, or receives as a result of proration, the stock consideration for such share.

	AMC Class A Common Stock (Close)	Carmike Common Stock (Close)	Equivalent Per Share Value
July 22, 2016	\$ 30.60	\$ 31.13	\$ 33.11
October 5, 2016	\$ 31.94	\$ 33.01	\$ 34.56

The market prices of shares of AMC Class A common stock and Carmike common stock fluctuate, and the value of the stock consideration will fluctuate with the market price of the AMC Class A common stock. As a result, you are urged to obtain current market quotations of AMC Class A common stock before making any decision with respect to the merger proposal.

Litigation Related to the Merger (Page 99)

On April 25, 2016 and May 10, 2016, two putative class action complaints were filed in the United States District Court for the Middle District of Georgia, Columbus Division, referred to as the "Court," against Carmike's directors, AMC, and Merger Sub arising from the merger: *Solak v. Passman*, et al., C.A. No. 4:16-cv-154 (CDL), referred to as the "Solak Action," and *Baskette v. Fleming*, et al., C.A. No. 4:16-cv-170 (CDL), referred to as the "Baskette Action," and, together with the Solak Action, the "Actions." The plaintiffs in the Actions, certain purported holders of Carmike's common stock referred to as the "Plaintiffs," allege that the preliminary proxy statement filed by Carmike on March 31, 2016 with the SEC in connection with the original merger agreement contained false and misleading statements and omitted material information in violation of Section 14(a) of the Exchange Act and SEC Rule 14a-9 promulgated thereunder, and further that the director defendants are personally liable for those alleged misstatements and omissions under Section 20(a) of the Exchange Act. Plaintiffs also allege that the director defendants breached their fiduciary duties owed to the public stockholders of Carmike in connection with the merger and that AMC and Merger Sub aided and abetted those breaches. The Actions seek, among other things, to enjoin the merger until the alleged Exchange Act violations and breaches of fiduciary duties are remedied, to rescind the merger agreement or any terms thereof to the extent such agreement or terms have already been implemented, and an award of attorneys' and experts' fees and costs. In addition, the Baskette Action seeks an accounting and award of damages.

On June 10, 2016, the Court consolidated the Actions into a single action: *In re Carmike Cinemas, Inc. Shareholder Litigation*, Consolidated C.A. No. 4:16-cv-154 (CDL), referred to as the "Consolidated Action." On June 14, 2016, the Court denied Plaintiffs' request for an order temporarily restraining the merger and for expedited discovery in support of a motion to preliminarily enjoin the merger. Following that ruling, all proceedings in the Consolidated Action were temporarily stayed pending the close of the merger. Although it is not possible to predict the outcome of litigation matters with certainty, Carmike, AMC and Merger Sub believe that the claims raised in the Consolidated Action are without merit and intend to defend against them vigorously.

Appraisal Rights (Page 104 and Annex C)

Under Delaware law, you are entitled to appraisal rights in connection with the merger, in lieu of the merger consideration offered by AMC.

If you comply with the requirements of Section 262 of the DGCL, you will have the right under Delaware law to receive, in lieu of the merger consideration, the fair value of your shares of Carmike common stock as determined by the Delaware Court of Chancery. The amount determined by the Delaware Court of Chancery to be the fair value of Carmike common stock as of the effective time of the merger could be more than, the same as or less than the merger consideration a stockholder would

Edgar Filing: AMC ENTERTAINMENT HOLDINGS, INC. - Form S-4/A

Table of Contents

be entitled to receive under the terms of the amended and restated merger agreement. Your appraisal rights are subject to a number of restrictions and technical requirements. Generally, in order to demand and perfect your appraisal rights, you must comply with the procedures set forth in Section 262, including but not limited to the following:

prior to the vote on the merger proposal by the stockholders at the special meeting, you must deliver to Carmike a written demand for appraisal of your shares that complies with the applicable statutory requirements;

you must not vote "FOR" the merger proposal, either by proxy or in person, at the special meeting;

you must continue to hold your shares through the effective time of the merger;

if the amended and restated merger agreement is adopted at the special meeting, you must not submit your shares for payment of the merger consideration; and

within 120 days after the effective time of the merger, you must file a petition in the Court of Chancery of the State of Delaware, requesting a determination of the fair value of your shares of Carmike common stock as of the effective time of the merger.

Merely voting against the merger proposal will not perfect your appraisal rights. If you hold your shares in "street name," you must instruct your nominee to take action in strict compliance with the DGCL to exercise your appraisal rights. Any demands delivered prior to the mailing of this proxy statement/prospectus will not be treated by Carmike as satisfying the demand requirement. **If you delivered to Carmike a written demand for appraisal of your shares prior to the mailing of this proxy statement/prospectus (including prior to the date of the amended and restated merger agreement), you must again demand appraisal for your shares to perfect your appraisal rights.** Requirements under Delaware law for exercising appraisal rights are described in further detail under "*Proposal 1 Adoption of the Amended and Restated Merger Agreement Appraisal Rights*" beginning on page 104 of this proxy statement/prospectus. Section 262 regarding appraisal rights available to stockholders of Delaware corporations in certain mergers and consolidations is reproduced and attached as Annex C to this proxy statement/prospectus. If you wish to avail yourself of your appraisal rights, you should consider consulting your legal advisor.

Summary of Risk Factors (Page 39)

You should consider carefully all of the risk factors together with all of the other information included in this proxy statement/prospectus before deciding how to vote.

Help in Answering Questions

Your cooperation in voting your shares is greatly appreciated. If you have any questions about the special meeting or the merger after reading this proxy statement/prospectus, you may contact Innisfree M&A Incorporated, Carmike's proxy solicitor, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

Neither the SEC nor any state securities regulatory agency has approved or disapproved of the transactions described in this proxy statement/prospectus, including the merger or the securities to be issued pursuant to the merger under this proxy statement/prospectus, or determined if the information contained in this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

Table of Contents**SELECTED HISTORICAL FINANCIAL DATA OF AMC**

The following tables set forth selected historical financial and operating data for AMC. The following selected financial data of AMC for each of the five years ended December 31, 2015 have been derived from AMC's audited consolidated financial statements. The financial data for the six month periods ended June 30, 2016 and 2015 have been derived from the unaudited financial statements of AMC and the unaudited financial statements include all adjustments, consisting of normal recurring accruals, which AMC considers necessary for a fair presentation of the financial position and the results of operations for these periods. The selected historical consolidated financial data provide only a summary and are not necessarily indicative of the results of future operations of AMC, and should be read in conjunction with the audited consolidated financial statements and notes thereto, other financial information and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in AMC's Annual Report on Form 10-K for the year ended December 31, 2015, AMC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 and other information that AMC has filed with the SEC and incorporated by reference into this proxy statement/prospectus. See "Where Stockholders Can Find More Information" beginning on page 164.

(In thousands, except per share and operating data)	Years Ended(1)					
	12 Months Ended December 31, 2015	12 Months Ended December 31, 2014	12 Months Ended December 31, 2013	From Inception August 31, 2012 through December 31, 2012	March 30, 2012 through August 30, 2012	52 Weeks Ended March 29, 2012
	(Successor)	(Successor)	(Successor)	(Successor)	(Predecessor)	(Predecessor)
Statement of Operations Data:						
Revenues:						
Admissions	\$ 1,892,037	\$ 1,765,388	\$ 1,847,327	\$ 548,632	\$ 816,031	\$ 1,721,295
Food and beverage	910,086	797,735	786,912	229,739	342,130	689,680
Other revenue	144,777	132,267	115,189	33,121	47,911	111,002
Total revenues	2,946,900	2,695,390	2,749,428	811,492	1,206,072	2,521,977
Operating Costs and Expenses:						
Film exhibition costs	1,021,457	934,246	976,912	291,561	436,539	916,054
Food and beverage costs	128,569	111,991	107,325	30,545	47,326	93,581
Operating expense	795,722	733,338	726,641	230,434	297,328	696,783
Rent	467,822	455,239	451,828	143,374	189,086	445,326
General and administrative:						
Merger, acquisition and transactions costs	3,398	1,161	2,883	3,366	4,417	3,958
Management fee					2,500	5,000
Other(2)	58,212	64,873	97,288	29,110	27,023	51,495
Depreciation and amortization	232,961	216,321	197,537	71,633	80,971	212,817
Impairment of long-lived assets	1,702	3,149				285
Operating costs and expenses	2,709,843	2,520,318	2,560,414	800,023	1,085,190	2,425,299
Operating income	237,057	175,072	189,014	11,469	120,882	96,678
Other expense (income)(3)	10,684	(8,344)	(1,415)	49	960	1,965
Interest expense:						
Corporate borrowings	96,857	111,072	129,963	45,259	67,614	172,159
Capital and financing lease obligations	9,231	9,867	10,264	1,873	2,390	5,968
Equity in (earnings) losses of non-consolidated entities	(37,131)	(26,615)	(47,435)	2,480	(7,545)	(12,559)
Investment expense (income)(4)	(6,115)	(8,145)	(2,084)	290	(41)	17,619
Earnings (loss) from continuing operations before income taxes	163,531	97,237	99,721	(38,482)	57,504	(88,474)
Income tax provision (benefit)(5)	59,675	33,470	(263,383)	3,500	2,500	2,015