

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4/A

February 29, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOR KEVIN M

(Last) (First) (Middle)

**AMC ENTERTAINMENT
HOLDINGS, ONE AMC WAY,
11500 ASH STREET**

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**AMC ENTERTAINMENT
HOLDINGS, INC. [AMC]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/26/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
SVP, GC & SECRETARY

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
CLASS A COMMON STOCK	02/24/2016		M	410 ⁽²⁾ A	\$ 0 21,673.89	D	
CLASS A COMMON STOCK	02/24/2016		F	410 ⁽³⁾ D	\$ 0 21,263.89	D	

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

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

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)	Am or Num of Sha
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		A	6,671	03/06/2018	⁽¹⁾	CLASS A COMMON STOCK
RESTRICTED STOCK UNITS ⁽¹⁾	\$ 0	02/24/2016		C	410	03/06/2018	⁽¹⁾	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONNOR KEVIN M AMC ENTERTAINMENT HOLDINGS ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211	SVP, GC & SECRETARY

Signatures

/s/ Edwin F. Gladbach,
Attorney-In-Fact 02/29/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

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

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

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