
Section 1: 8-K (8-K)

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 17, 2017**

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33892
(Commission File Number)

26-0303916
(IRS Employer Identification No.)

One AMC Way
11500 Ash Street, Leawood, KS 66211
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(913) 213-2000**

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

Pursuant to a supplemental indenture, dated as of February 17, 2017, among AMC Entertainment Holdings, Inc. (the "**Company**"), Carmike Cinemas, Inc., a wholly-owned subsidiary of the Company ("**Carmike**"), the guarantors party thereto (the "**Guarantors**"), and Wells Fargo Bank, National Association, as trustee (the "**Trustee**") to the Indenture, dated as of June 17, 2015 (the "**Indenture**"), providing for the issuance of Carmike's 6.00% Senior Secured Notes due 2023 (the "**Notes**"), the Company has agreed to provide a guarantee of Carmike's obligations under the Notes. The Company is providing such guarantee solely for purposes of assuming the reporting obligations of the Company under the Indenture and not for the purposes of compliance with any other covenant contained in the Indenture.

On February 17, 2017, the Company completed the sale (the "**Sale**") of an additional 1,283,255 shares of its Class A common stock at the public offering price of \$31.50 per share pursuant to the partial exercise of the over-allotment option granted to the underwriters in connection with the underwriting agreement (the "**Underwriting Agreement**"), dated as of February 7, 2017, by and among the Company and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto. The legal opinion of Weil, Gotshal & Manges LLP relating to the shares of Class A common stock issued pursuant to the Sale is filed as Exhibit 5.1

hereto.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMC ENTERTAINMENT HOLDINGS, INC.

Date: February 17, 2017

By: /s/ Craig R. Ramsey
Name: Craig R. Ramsey
Title: Executive Vice President and Chief Financial Officer

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ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

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23.1	Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

Weil, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
+1 212 310 8007 fax

February 17, 2017

AMC Entertainment Holdings, Inc.
One AMC Way
11500 Ash Street
Leawood, Kansas 66211

Ladies and Gentlemen:

We have acted as counsel to AMC Entertainment Holdings, Inc., a Delaware corporation (the “Company”), in connection with the issuance and sale by the Company of 1,283,255 shares of Class A common stock (the “Shares”), par value \$0.01 per share, of the Company pursuant to the underwriters’ option to purchase additional Shares.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Third Amended and Restated Certificate of Incorporation of the Company (including all amendments thereto); (ii) the Third Amended and Restated Bylaws of the Company; (iii) the Company’s Registration Statement on Form S-3 (File No. 333-215233) (as amended, the “Registration Statement”), under the Securities Act of 1933, as amended (the “Securities Act”); (iv) the prospectus, dated December 21, 2016, contained within the Registration Statement; (v) the preliminary prospectus supplement related to the Shares, dated February 7, 2017; (vi) the prospectus supplement related to the Shares, dated February 7, 2017; (vii) the Underwriting Agreement related to the Shares, dated February 7, 2017, between the Company and Citigroup Global Markets, Inc. and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as representatives of the several underwriters named in Schedule II thereto; and (viii) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing and subject to the qualifications stated herein, we are of the opinion that the Shares are validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption “Legal Matters” in the prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,
/s/ Weil, Gotshal & Manges LLP