

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): **May 8, 2019 (May 7, 2019)**

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-33892
(Commission File Number)

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

One AMC Way
11500 Ash Street, Leawood, KS 66211
(Address of Principal Executive Offices, including Zip Code)

(913) 213-2000
(Registrant's Telephone Number, including Area Code)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock	AMC	New York Stock Exchange

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective May 7, 2019, AMC Entertainment Holdings, Inc.'s (the "Company") Board of Directors (the "Board") elected, Adam J. Sussman, as a director of the Company, to fill a vacancy on the Board. Mr. Sussman will serve as a Class III director of the Company with a term expiring at the Company's 2022 Annual Meeting of Stockholders. The Board has not determined the committees on which Mr. Sussman is expected to serve.

Mr. Sussman will receive compensation under the Company's Non-Employee Director Compensation Plan which was filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed with the Securities Exchange Commission (the "SEC") on November 8, 2018. He will receive an annual cash retainer of \$150,000 for service on the Board and an annual stock award under the 2013 Equity Incentive Plan with a value of \$70,000. All amounts will be calculated on a prorated basis for the remainder of 2019.

In connection with his election to the Board, Mr. Sussman will enter into an indemnification agreement with the Company pursuant to which the Company will agree to indemnify him from certain liabilities that may arise by reason of his status as a director and to advance certain expenses incurred by him. The form of indemnification agreement was filed as an exhibit to Amendment No. 3 to the Company's Form S-1 Registration Statement, filed with the SEC on November 22, 2013, and the terms of the indemnification agreement are incorporated herein by reference.

Mr. Sussman is the Vice President, General Manager of Direct Digital and Geographies at Nike, Inc. and his appointment fulfills the Company's obligation pursuant to the Investment Agreement by and between the Company and Silver Lake Alpine, L.P. dated as of September 14, 2018 (the "Investment Agreement") to appoint a director with current or former executive experience in the technology, media, telecommunications or similar industry. The Investment Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 20, 2018.

There are no arrangements or understandings between Mr. Sussman and any other persons pursuant to which he was selected a director of the Company. There are no transactions between Mr. Sussman, on the one hand, and the Company on the other, that would be required to be reported under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

Item 8.01 Other Events

On May 8, 2019, the Company issued a press release announcing the appointment of Mr. Sussman to the Company's Board as described in this Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Adam J. Sussman joins AMC Entertainment Holdings, Inc. Board of Directors press release dated May 8, 2019](#)

SIGNATURES

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

AMC ENTERTAINMENT HOLDINGS, INC.

Date: May 8, 2019

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

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



FOR IMMEDIATE RELEASE

INVESTOR RELATIONS:
John Merriwether, 866-248-3872
InvestorRelations@amctheatres.com

MEDIA CONTACTS:
Ryan Noonan, (913) 213-2183
rnoonan@amctheatres.com

Adam J. Sussman Joins AMC Entertainment Holdings, Inc. Board of Directors

LEAWOOD, KANSAS - (May 8, 2019) -- The Board of Directors of AMC Entertainment Holdings, Inc. (NYSE: AMC) ("AMC" or "the Company") the largest theatrical exhibition company in the world, and an industry leader in innovation, announced today the appointment of Adam J. Sussman, a globally recognized digital commerce transformation leader, as an independent director of the Company, effective May 7, 2019. Mr. Sussman's appointment expands the size of the Board to nine directors and increases the number of independent directors from four to five.

Mr. Sussman was appointed as Nike, Inc.'s (NYSE:NKE) first-ever Chief Digital Officer, was previously head of Nike's Global Strategy and Corporate Development and currently serves as the VP/GM Direct Digital and Geographies. He has been responsible for building Nike's portfolio of world-class digital experiences and innovations and transforming retail for the world's leading sports brand. He currently manages all of Nike's global digital team and Nike's direct-to-consumer GM's across the four key operating geographies of the company.

Prior to Nike, Mr. Sussman was Senior Vice President of Global Publishing at Zynga responsible for marketing, sales, growth and digital products. He also served as Senior Vice President of Publishing at Disney building the global team that managed gaming properties across all media platforms around the world. At Electronic Arts, he was Vice President of Worldwide Publishing, leading the team that established EA Mobile as the #1 publisher on the Apple App store. Mr. Sussman started his career as a creative executive at Hearst Entertainment, a division of the Hearst Corporation.

Mr. Sussman said, "AMC has been transforming the movie-going experience through innovation for much of its nearly 100-year history. I am looking forward to working with the team as technology plays a larger role in the value proposition for theatre exhibition."

Adam Aron, CEO and President of AMC Entertainment commented, "Drawing on his extensive background in digital product development and customer engagement, Adam will bring fresh insights to our technology, innovation and business priorities as we continue to expand the AMC platform to drive greater value for both our guests and shareholders."

Aron added, "Adam Sussman's appointment further broadens the depth, breadth and independence of our board composition, particularly in the area of technology. This addition complements the value that Silver Lake has brought us as a strategic technology investor since September 2018, at the board level and beyond. We couldn't be more pleased."

Mr. Sussman holds a BA from Harvard College and an MBA from Harvard University Graduate School of Business Administration.

Following the appointment of Mr. Sussman, the full AMC Entertainment Holdings, Inc. Board of Directors includes:

Adam M. Aron – CEO and President of AMC Theatres

Lloyd Hill – Former CEO of Applebee's International

Howard W. 'Hawk' Koch, Jr. – Movie producer, principal at The Koch Company, former president of the Academy of Motion Picture Arts and Sciences

Gary F. Locke – Trade consultant and owner of Locke Global Strategies, former Governor of Washington, U.S. Commerce Secretary, and Ambassador to China

Kathleen M. Pawlus – Retired partner of Ernst and Young, LLP

Anthony J. Saich – Director of the Ash Center for Democratic Governance and Innovation and Daewoo Professor of International Affairs at Harvard University

Adam J. Sussman – GM of Direct Digital and Geographies at Nike, Inc.

Lee E. Wittlinger – Managing Director of Silver Lake

Mao Jun (John) Zeng – President of Wanda Cinema Line Co.

About AMC Entertainment Holdings, Inc.

AMC is the largest movie exhibition company in the United States, the largest in Europe and the largest throughout the world with more than 1,000 theatres and more than 11,000 screens across the globe. AMC has propelled innovation in the exhibition industry by: deploying its Signature power-recliner seats; delivering enhanced food and beverage choices; generating greater guest engagement through its loyalty and subscription programs, web site and mobile apps; offering premium large format experiences and playing a wide variety of content including the latest Hollywood releases and independent programming. AMC operates among the most productive theatres in the United States' top markets, having the #1 or #2 market share positions in 21 of the 25 largest metropolitan areas of the United States. AMC is also #1 or #2 in market share in 12 of the 15 countries it serves in North America, Europe and the Middle East. For more information, visit www.amctheatres.com.

Website Information

This press release, along with other news about AMC, is available at www.amctheatres.com. We routinely post information that may be important to investors in the Investor Relations section of our website, www.investor.amctheatres.com. We use this website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD, and we encourage investors to consult that section of our website regularly for important information about AMC. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document. Investors interested in automatically receiving news and information when posted to our website can also visit www.investor.amctheatres.com to sign up for email alerts.

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