

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): **December 2, 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 Identificat
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))

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

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.

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

Effective December 2, 2019, AMC Entertainment Holdings, Inc.'s (the "Company") Board of Directors (the "Board") expanded the Board size from ten to eleven members and elected Lin (Lincoln) Zhang as a director of the Company, to fill the newly created position on the Board. Mr. Zhang will serve as a Class III director of the Company with a term expiring at the Company's 2022 Annual Meeting of Stockholders. Mr. Zhang has not been appointed to serve on any committees of the Board. Mr. Zhang previously served on the Board from 2012 to 2018.

Mr. Zhang is an employee of AMC's controlling stockholder, Dalian Wanda Group Co., Ltd. (together with its affiliates, "Wanda"). Mr. Zhang will not receive any compensation as a result of his service on the Board.

Mr. Zhang has an indemnification agreement with the Company pursuant to which the Company will 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.

There are no arrangements or understandings between Mr. Zhang and any other persons pursuant to which he was selected a director of the Company. There are no transactions between Mr. Zhang, 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

Effective December 2, 2019, Maojun (John) Zeng resigned as non-executive Chairman of the Board. Mr. Zeng will continue to serve as a member of the Board. On December 2, 2019, the Board appointed Lin (Lincoln) Zhang as the non-executive Chairman of the Board to fill the vacancy created by Mr. Zeng's resignation. Mr. Zhang is not independent under rules of the New York Stock Exchange or within the meaning of the Securities Exchange Act of 1934.

On December 3, 2019, the Company issued a press release announcing the appointment of Mr. Zhang to the Company's Board and as non-executive Chairman of the 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 [Lin Zhang Rejoins AMC Entertainment Holdings, Inc. Board of Directors as Non-Executive Chairman press release dated December 3, 2019.](#)
104 Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.



Phillip Lader - Senior Advisor to Morgan Stanley Institutional Securities; formerly the U.S. Ambassador to the Court of St. James's, Chairman of WPP plc, Administrator of the U.S. Small Business Administration, White House Deputy Chief of Staff, Assistant to the President and Deputy Director of the U.S. Office of Management & Budget

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

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

Anthony J. Saich – Director of the Ash Center for Democratic Governance and Innovation as well as Daewoo Professor of International Affairs at Harvard University's Kennedy School of Government

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 Cinemas

Lin (Lincoln) Zhang, - President of Wanda Culture Group

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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