

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): **July 9, 2019 (July 8, 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 July 8, 2019, AMC Entertainment Holdings, Inc.'s (the "Company") Board of Directors (the "Board") expanded the Board size from nine to ten members and elected Philip Lader as a director of the Company, to fill the newly created position on the Board. Mr. Lader will serve as a Class II director of the Company with a term expiring at the Company's 2021 Annual Meeting of Stockholders. The Board has not determined the committees on which Mr. Lader is expected to serve.

Mr. Lader 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. Lader 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.

There are no arrangements or understandings between Mr. Lader and any other persons pursuant to which he was selected a director of the Company. There are no transactions between Mr. Lader, 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 July 9, 2019, the Company issued a press release announcing the appointment of Mr. Lader 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 [Philip Lader joins AMC Entertainment Holdings, Inc. Board of Directors press release dated July 9, 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: July 9, 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

Philip Lader Joins AMC Entertainment Holdings, Inc. Board of Directors

LEAWOOD, KANSAS - (July 9, 2019) -- The Board of Directors of AMC Entertainment Holdings, Inc. (NYSE: AMC) ("AMC" or "the Company") the largest theatrical exhibition company in the world announced today the appointment of Philip Lader as an independent director of the Company, effective July 8, 2019. Mr. Lader's appointment expands the size of the AMC Board to ten directors and increases the number of independent directors from five to six.

Ambassador Lader is a Senior Advisor to Morgan Stanley Institutional Securities, as well as the former U.S. Ambassador to the Court of St. James's and Chairman of WPP plc (*including Ogilvy & Mather, J. Walter Thompson, Young & Rubicam, Grey, Group M, Kantar, Hill & Knowlton, and Burson-Marsteller, among other companies in 124 countries*).

Ambassador Lader served in President Clinton's Cabinet and as Administrator of the US Small Business Administration, White House Deputy Chief of Staff, Assistant to the President, and Deputy Director of the Office of Management & Budget. Previously, he was Executive Vice President of Sir James Goldsmith's US holdings (including America's then-largest private landholdings) and President of Sea Pines Company (developer/operator of large-scale resort communities), universities in South Carolina and Australia, and Business Executives for National Security.

Also, he is currently a trustee (and Investment Committee Chairman) of RAND Corporation and several foundations, as well as a member of the boards of several privately-held companies, the investment committees of Morgan Stanley's Global Infrastructure and Real Estate Funds, and the Council on Foreign Relations. He currently or has previously served on the boards of Lloyds of London, Marathon Oil, AES, WPP plc, Songbird (Canary Wharf), and Rusal Corporations, the British Museum, American Red Cross, Smithsonian Museum of American History, St. Paul's Cathedral Foundation, Atlantic Council, and several banks and universities. He is partner emeritus in the Nelson Mullins law firm and the founder and co-host of Renaissance Weekends (non-partisan retreats for innovative leaders bridging traditional divides).

Ambassador Lader's education includes Duke, Michigan, Oxford and Harvard Law School, and he has been awarded honorary doctorates by 14 universities. An Honorary Fellow of Oxford University's Pembroke College and London Business School and Honorary Bencher of Middle Temple (British Inns of Court), he was awarded the Benjamin Franklin Medal by The Royal Society for Arts, Manufactures & Commerce for his contributions to trans-Atlantic relations.

Adam Aron, CEO and President of AMC Entertainment commented, "Ambassador Lader brings a wealth of successful business, diplomatic and global perspectives to AMC that are highly valued in our increasingly competitive global business environment. I have known Phil for many years, and AMC is honored to have him join our Board. We are confident that Phil's broad range of experience and expertise will contribute to AMC's future success and value creation His services as the Ambassador to the Court of St. James's will be especially valuable to AMC given our extensive European theatre operations headquartered in London."

Following the appointment of Mr. Lader, 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

Philip Lader – Senior Advisor, Morgan Stanley; Former Chairman, WPP plc and U.S. Ambassador to the Court of St. James's

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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