

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 29, 2020**

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 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference. The Certificate Amendment (as defined below) and the Bylaws Amendment (as defined below) affect the rights of the holders of the Company's common stock with respect to the election of directors to the Board of Directors (the "Board") of AMC Entertainment Holdings, Inc. (the "Company").

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

On July 29, 2020, the Company held its 2020 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders approved the second amendment to the Company's 2013 Equity Incentive Plan (the "EIP") to increase the number of shares available for awards under the EIP by 5,226,000 shares to 15,000,000 (the "EIP Amendment"). Other than the increase in shares, no other changes were made to the terms of the EIP.

The foregoing summary of the EIP Amendment does not purport to be complete and is qualified in its entirety by reference to the EIP Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting on July 29, 2020, the Company's stockholders approved an amendment (the "Certificate Amendment") to Article V.A. of the Company's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to immediately declassify the Board. Pursuant to the Certificate Amendment, the term of each director serving as of the date of the Annual Meeting expired at the Annual Meeting, and commencing with the Annual Meeting, all directors will be elected for one-year terms expiring at the next succeeding annual meeting of stockholders, rather than three-year terms. The Certificate Amendment was filed with the Secretary of State of Delaware on July 29, 2020.

The Board also approved, effective upon stockholder approval of the Certificate Amendment and the filing of the Certificate Amendment with the Secretary of State of Delaware, an amendment (the "Bylaws Amendment") to Article III Section 2 of the Company's Third Amended and Restated Bylaws to declassify the Board as described above.

The foregoing summary of the Certificate Amendment and the Bylaws Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate Amendment and the Bylaws Amendment, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and both of which are incorporated herein by reference.



Item 5.07. Submission of Matters to a Vote of Security Holders.

On July 29, 2020, the Company held the Annual Meeting. The matters submitted to stockholders at the Annual Meeting and the voting results were as follows:

Proposal No. 1: Amendment to the Certificate of Incorporation

Stockholders approved the Certificate Amendment to immediately declassify the Board.

For	Against	Abstain	Broker Non-V
166,926,549	249,035	142,773	25,268,978

Item No. 2(a): Election of Directors

Because Proposal No. 1 was approved, stockholders voted to elect ten directors each to hold office for a one-year term. Stockholders elected all of the director nominees to office for terms expiring at the Company's 2021 annual meeting of stockholders.

Nominee	For	Withheld	Br
Mr. Adam M. Aron	162,919,004	4,399,353	2
Mr. Howard W. "Hawk" Koch, Jr.	160,084,743	7,233,614	2
Mr. Philip Lader	163,196,200	4,122,157	2
Mr. Gary F. Locke	160,261,188	7,057,169	2
Ms. Kathleen M. Pawlus	166,186,125	1,132,232	2
Dr. Anthony J. Saich	163,032,389	4,285,969	2
Mr. Adam J. Sussman	166,605,915	712,442	2
Mr. Lee E. Wittlinger	162,999,838	4,318,519	2
Mr. Maojun (John) Zeng	158,886,458	8,431,899	2
Mr. Lin (Lincoln) Zhang	161,991,509	5,326,848	2

Proposal No. 3: Ratification of the Appointment of the Independent Registered Public Accounting Firm

Stockholders ratified the appointment of Ernst & Young, LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2020.

For	Against	Abstain	Broker Non-V
191,283,255	820,123	483,987	0

Proposal No. 4: Non-Binding Advisory Vote on Executive Compensation

Stockholders approved, on a non-binding advisory basis, the compensation paid to our named executive officers.

For	Against	Abstain	Broker Non-V
161,035,735	6,037,623	245,000	25,268,978



Proposal No. 5: Non-Binding Advisory Vote on the Frequency of the Non-Binding Advisory Vote on Executive Compensation

Stockholders selected one year as the frequency of the non-binding advisory vote on the compensation of our named executive officers.

<u>Annually</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Abstain</u>	<u>Broker</u>
165,947,713	122,657	1,093,288	154,699	25,2

In light of the stockholder vote, the Board has determined that it will include a non-binding advisory stockholder vote on named executive officer compensation in our proxy materials every year until the next required non-binding advisory vote on the frequency of stockholder non-binding advisory votes on executive compensation.

Proposal No. 6: Amendment to the 2013 Equity Incentive Plan

Stockholders approved the EIP Amendment to increase the number of shares available for awards under the EIP by 5,226,000 shares to 15,000,000.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-V</u>
165,640,055	1,553,844	124,458	25,268,978

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc., dated as of July 29, 2020.
3.2	Amendment to the Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc., effective as of July 29, 2020.
10.1	Second Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan, approved as of July 29, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



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 31, 2020

By: /s/ SEAN D. GOODMAN
Sean D. Goodman
Executive Vice President and
Chief Financial Officer

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Section 2: EX-3.1 (EX-3.1)

Exhibit 3.1

**Certificate of Amendment to the Third
Amended and Restated Certificate of Incorporation
of
AMC Entertainment Holdings, Inc.**

AMC Entertainment Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That Article V.A. of the Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

A. Subject to the rights of the holders of any class or series of Preferred Stock to elect directors, at each annual meeting of stockholders of the Corporation commencing with the annual meeting of stockholders to be held in 2020, all directors shall be elected for a one-year term, expiring at the next succeeding annual meeting of stockholders, by such stockholders having the right to vote on such election. The term of each director serving as of the date of the 2020 annual meeting of stockholders shall expire at such annual meeting of stockholders, notwithstanding that such director may have been elected for a term that extended beyond the date of such annual meeting. Each director shall serve until the director's term expires in accordance with the foregoing provisions or until the director's prior death, resignation, disqualification or removal from office; provided that each director shall serve notwithstanding the expiration of the director's term until the director's successor shall be duly elected and qualified.

2. The remaining provisions of Article V of the Third Amended and Restated Certification of Incorporation shall remain the same and in full force and effect.

3. The foregoing amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 of General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation to be executed by the undersigned officer, duly authorized, as of the 29th day of July, 2020.

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Title: Senior Vice President, General Counsel & Secretary

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Section 3: EX-3.2 (EX-3.2)

Exhibit 3.2

**AMENDMENT TO THE
THIRD AMENDED AND RESTATED BYLAWS
OF
AMC ENTERTAINMENT HOLDINGS, INC.**

Article III Section 2 of the Third Amended and Restated Bylaws of the AMC Entertainment Holdings, Inc. is hereby amended and restated in its entirety, effective as of July 29, 2020, to read as set forth below:

"Section 2, Number, Election and Term of Office. Subject to the rights of the holders of any class or series of Preferred Stock to elect directors, at each annual meeting of stockholders of the Corporation commencing with the annual meeting of stockholders to be held in 2020, all directors shall be elected for a one-year term, expiring at the next succeeding annual meeting of stockholders, by such stockholders having the right to vote on such

election. The term of each director serving as of the date of the 2020 annual meeting of stockholders shall expire at such annual meeting of stockholders, notwithstanding that such director may have been elected for a term that extended beyond the date of such annual meeting. Each director shall serve until the director's term expires in accordance with the foregoing provisions or until the director's prior death, resignation, disqualification or removal from office; provided that each director shall serve notwithstanding the expiration of the director's term until the director's successor shall be duly elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director. The numbers of directors shall be determined in the manner provided in the Certificate of Incorporation. At each meeting of stockholders for the election of directors, provided a quorum is present, the directors shall be elected by a plurality of the votes validly cast in such election."

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Section 4: EX-10.1 (EX-10.1)

Exhibit 10.1

**SECOND AMENDMENT
TO THE
AMC ENTERTAINMENT HOLDINGS, INC.
2013 EQUITY INCENTIVE PLAN**

THIS SECOND AMENDMENT (this "Amendment") is approved as of July 29, 2020, for the purpose of amending that certain AMC Entertainment Holdings, Inc. (the "Company") 2013 Equity Incentive Plan (the "Plan"), adopted as of December 23, 2013. Capitalized terms used in this Amendment shall have the same meanings given to them in the Plan unless otherwise indicated.

1. Amendment.
 - (a) Section 4.1 of the Plan is hereby amended to read in its entirety as follows:

"Number of Shares Reserved. Subject to adjustment as provided in Section 4.5 hereof, the total number of shares of Common Stock that are reserved for issuance under the Plan shall be 15,000,000 (the "Share Reserve"). Each share of Common Stock subject to an Award shall reduce the Share Reserve by one share; provided that Awards that are required to be paid in cash pursuant to their terms shall not reduce the Share Reserve. Any shares of Common Stock delivered under the Plan shall consist of authorized and unissued shares or treasury shares."

2. Miscellaneous.

Except as amended hereby, the Plan remains in full force and effect.

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