
**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 26, 2015**

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))
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Item 7.01 Regulation FD Disclosure.

On May 26, 2015 AMC Entertainment Inc. (the "Company") a wholly-owned subsidiary of AMC Entertainment Holdings, Inc. ("Holdings") commenced a cash tender offer to purchase any and all of its outstanding \$600.0 million aggregate principal amount of its 9.75% Senior Subordinated Notes due 2020 (the "Notes") through a cash tender offer (the "Tender Offer").

The press release related to the Tender Offer is attached as Exhibit 99.1, and is incorporated herein by reference.

The obligation of the Company to purchase Notes under the Tender Offer is subject to certain conditions, including the receipt of net proceeds from an offering of debt securities in an amount sufficient, together with other available cash, to fund the purchase of any and all of the Notes validly tendered pursuant to the Tender Offer, to pay all accrued interest on the Notes purchased and to pay all fees and expenses of the Tender Offer. If any of the conditions are not satisfied, the Company is not obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered Notes and may even terminate the Tender Offer.

Holdings is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of Holdings' filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith (furnished solely for purposes of Item 7.01 of this Form 8-K):

99.1 Press Release of the Company Relating to the Tender Offer.

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.

Date: May 26, 2015

By: /s/ Craig R. Ramsey

Craig R. Ramsey

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Document Description |
|---------------------------|--|
| 99.1 | Press Release of the Company Relating to the Tender Offer. |



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FOR IMMEDIATE RELEASE

**AMC ENTERTAINMENT INC. ANNOUNCES A CASH TENDER OFFER
FOR ITS OUTSTANDING \$600.0 MILLION 9.75%
SENIOR SUBORDINATED NOTES DUE 2020**

Leawood, Kansas — May 26, 2015— AMC Entertainment Inc. (NYSE:AMC) (“AMC” or the “Company”) today announced that it is commencing a tender offer to purchase any and all of its outstanding \$600.0 million in aggregate principal amount of its 9.75% Senior Subordinated Notes due 2020 (the “Notes”) through a cash tender offer (the “Tender Offer”).

The Tender Offer will expire at 08:00 a.m. New York City time on June 2, 2015, (such date, as may be extended, the “Expiration Date”). Under the terms of the Tender Offer, holders of the Notes who validly tender and do not validly withdraw their Notes prior to the Expiration Date, will receive an amount equal to \$1,093.00 per \$1,000 in principal amount of Notes validly tendered (the “Total Consideration”).

| Offer Relates to Outstanding Aggregate Principal Amount | Security Description | Total Consideration(1) |
|--|--|------------------------|
| \$ 600,000,000 | 9.75% Senior Subordinated Notes due 2020 | \$ 1,093.00 |

(1) Per \$1,000 principal amount of Notes validly tendered and accepted. Holders will receive in cash an amount equal to accrued and unpaid interest in addition to the Total Consideration.

Holders whose Notes are purchased in the Tender Offer will also be paid accrued and unpaid interest from the most recent interest payment date on the Notes to, but not including, the date of payment for the Notes accepted for purchase.

The obligation of the Company to purchase Notes under the Tender Offer is subject to certain conditions, including the receipt of net proceeds from an offering of debt securities in an amount sufficient, together with other available cash, to fund the purchase of any and all of the Notes validly tendered pursuant to the Tender Offer, to pay all accrued interest on the Notes purchased and to pay all fees and expenses of the Tender Offer. If any of the conditions are not satisfied, the Company is not obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any

tendered Notes and may even terminate the Tender Offer. Full details of the terms and conditions of the Tender Offer are included in the Company’s offer to purchase, dated May 26, 2015, the related letter of transmittal and the notice of guaranteed delivery.

Copies of documents relating to the Tender Offer may be obtained from Global Bondholder Services Corp., the Information Agent, at <http://www.gbbsc-usa.com/AMC>, or by telephone at (866)-470-3700 or (212) 430-3774. Citigroup Global Markets Inc. will act as Dealer Manager for the Tender Offer. Questions regarding the Tender Offer and may be directed to Citigroup Global Markets Inc. at (800) 558-3745 (U.S. toll-free) and (212) 723-6106 (New York).

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Tender Offer is being made solely pursuant to the offer to purchase, dated as of May 26, 2015, the related letter of transmittal and the notice of guaranteed delivery, which set forth the complete terms of the Tender Offer.

About AMC Entertainment Inc.

AMC is the guest experience leader with 347 locations and 4,972 screens located primarily in the United States. AMC has propelled innovation in the theatrical exhibition industry and continues today by delivering more comfort and convenience, enhanced food & beverage, greater engagement and loyalty, premium sight & sound, and targeted programming. AMC operates the most productive theatres in the country’s top markets, including No. 1 market share in the top three markets (NY, LA and Chicago). www.amctheatres.com.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “forecast,” “estimate,” “project,” “intend,” “expect,” “should,” “believe,” “continue,” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements are based on information available at the time those statements are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to, decreased supply, quality and performance of, and delays in our access to, motion pictures; risks relating to our significant indebtedness; our ability to utilize net operating loss carry forwards to reduce future tax liability; increased competition in the geographic areas in which we operate and from alternative film delivery methods and other forms of entertainment; continued effectiveness of our strategic initiatives; the impact of shorter theatrical exclusive release windows; the impact of governmental regulation, including anti-trust review of our acquisition opportunities; unexpected delays and costs related to our optimization of our theatre circuit; and failures, unavailability or security breaches of our information systems.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. For a detailed discussion of these risks and uncertainties, see the section entitled “Risk Factors” in our Annual Report on

March 12, 2015, and our other public filings. The Company does not intend, and undertakes no duty, to update this information to reflect future events or circumstances, except as required by applicable law.
