
**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): **June 22, 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 Identification Number)
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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))

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

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 7.01 Regulation FD Disclosure

On June 3, 2020, AMC Entertainment Holdings, Inc. (the “Company”) announced that it had commenced private offers to exchange (the “Exchange Offers”) its outstanding 6.375% Senior Subordinated Notes due 2024 (the “2024 Subordinated Sterling Notes”), 5.75% Senior Subordinated Notes due 2025 (the “2025 Subordinated Notes”), 5.875% Senior Subordinated Notes due 2026 (the “2026 Subordinated Dollar Notes”) and 6.125% Senior Subordinated Notes due 2027 (the “2027 Subordinated Notes”) and, together with the 2024 Subordinated Sterling Notes, the 2025 Subordinated Notes and the 2026 Subordinated Dollar Notes, the “Existing Subordinated Notes”) for newly issued 12% Cash/PIK Second Lien Secured Notes due 2026 (the “New Notes”) and related consent solicitations (the “Consent Solicitations”).

In connection with the Exchange Offers and Consent Solicitations, the Company entered into non-disclosure agreements (collectively, the “Non-Disclosure Agreements”) with various holders of the Existing Subordinated Notes (the “Ad Hoc Noteholders”) regarding potential transactions to enhance the Company’s capital structure. On June 17, 2020 the Company made a proposal to the Ad Hoc Noteholders, which proposal is attached as Exhibit 99.1 (the “Confidential Information”) and the Company and the Ad Hoc Noteholders engaged in negotiations related to the Confidential Information. A Non-Disclosure Agreement with one of the Ad Hoc Noteholders has expired without extension and no further discussions are scheduled at this time with that entity. However, constructive negotiations are continuing with certain Ad Hoc Noteholder parties and representatives of a substantial portion of the Existing Subordinated Notes that remain under Non-Disclosure Agreements. The Company will continue to update investors as through 8-K filings if, and when appropriate, as to the status of the continuing negotiations described above.

The Confidential Information was not prepared with a view toward public disclosure and should not be relied upon to make an investment decision with respect to the Company. The inclusion of the Confidential Information should not be regarded as an indication that the Company or its affiliates or representatives consider the Confidential Information to be a reliable prediction of future events, and the Confidential Information should not be relied upon as such. Neither the Company nor any of its affiliates or representatives has made or makes any representation to any person regarding the ultimate outcome of any potential restructuring transaction involving the Existing Subordinated Notes, and none of them undertakes any obligation to publicly update the Confidential Information to reflect circumstances existing after the date when the Confidential Information was made or to reflect the occurrence of future events, even in the event that any or all of the assumptions underlying the Information are shown to be in error.

In accordance with General Instruction B.2 of Form 8-K, the information being furnished under Item 7.01 pursuant to this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Cautionary Statement Regarding Forward-Looking Information

This Form 8-K (including the exhibits attached hereto) includes “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements may be identified by the use of words such as “will,” “may,” “should,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “projects,” “goals,” “objectives,” “targets,” “predicts,” “plans,” “seeks,” and variations of these words and similar expressions. Any forward-looking statement speaks only as of the date on which it is made. These forward-looking statements may include, among other things, statements related to the expected timing of and future actions with respect to the Exchange Offers and Consent Solicitations and statements related to AMC’s current expectations regarding the performance of its business, financial results, liquidity and capital resources, and the impact to its business and financial condition of, and measures being taken in response to, the COVID-19 virus, and are based on information available at the time the statements are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks, trends, uncertainties and other facts that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. These risks, trends, uncertainties and facts include, but are not limited to, risks related to: the impact of the COVID-19 virus on the Company, the motion picture exhibition industry, and the economy in general, including the Company’s response to the COVID-19 virus related to suspension of operations at theatres, personnel reductions and other cost-cutting measures and measures to maintain necessary liquidity and increases in expenses relating to precautionary measures

at the Company's facilities to protect the health and well-being of the Company's customers and employees; the general volatility of the capital markets and the market price of the Company's Class A common stock; motion picture production and performance; AMC's lack of control over distributors of films; increased use of alternative film delivery methods or other forms of entertainment; general and international economic, political, regulatory and other risks, including risks related to the United Kingdom's exit from the European Union or widespread health emergencies, or other pandemics or epidemics; risks and uncertainties relating to AMC's significant indebtedness, including AMC's borrowing capacity under its revolving credit agreement; AMC's ability to execute cost cutting and revenue enhancement initiatives as previously disclosed and in connection with response to COVID-19; limitations on the availability of capital; AMC's ability to refinance its indebtedness on favorable terms; availability of financing upon favorable terms or at all; risks relating to impairment losses, including with respect to goodwill and other intangibles, and theatre and other closure charges; and other factors discussed in the reports the Company has filed with the SEC. Should one or more of these risks, trends, uncertainties or facts materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by the forward-looking statements contained herein. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. 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 risks, trends and uncertainties facing AMC, see the section entitled "Risk Factors" in the Offering Memorandum, the section entitled "Risk Factors" in AMC's Form 10-K for the year ended December 31, 2019 filed with the SEC, and the risks, trends and uncertainties identified in its other public filings. The Company does not intend, and undertakes no duty, to update any information contained herein to reflect future events or circumstances, except as required by applicable law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Confidential Information.
101.1	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.
104.1	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

SIGNATURES

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

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Sean D. Goodman

Sean D. Goodman
Executive Vice President and
Chief Financial Officer

Dated: June 22, 2020

Proposed Term Sheet

PROPOSED TERMS TO AD HOC GROUP ("AHG")	
Exchange Terms	<ul style="list-style-type: none"> ▪ Senior Subordinated Notes exchanged into new 2L Notes at a maximum blended exchange price of 60¢ ▪ <u>New Money Participating Bondholder Consideration:</u> <ul style="list-style-type: none"> – []¢ Offer Price into New 2L Notes (exchange price determined by amount of non-participating bondholders) – [] Class A common shares ▪ <u>Non-Participating Bondholder Consideration</u> <ul style="list-style-type: none"> – []¢ Offer Price into New 2L Notes
Key Terms of New 2L Notes	<ul style="list-style-type: none"> ▪ Amount up to approximately \$1.4bn (based on blended exchange price) ▪ Rate: 12.0% PIK/10.0% cash option in year 1 (at Company's discretion), 10.0% cash thereafter ▪ Maturity: June 15, 2026 ▪ Make Whole provision as currently structured in Exchange Offering Memorandum (NC-2 bonds with make whole premium upon event of default) ▪ Covenant package as detailed in Exchange Offering Memorandum
New Money Commitment	<ul style="list-style-type: none"> ▪ \$200mm new money investment in the form of 1L pari passu notes <ul style="list-style-type: none"> – New debt callable at any time at par – Other terms consistent with current 10.5% 1L Notes ▪ Participation in the new money will be offered to all bondholders and backstopped by the AHG (see below)
AHG Backstop Commitment	<ul style="list-style-type: none"> ▪ The AHG commits to backstop the new money investment in exchange for the following backstop fee: <ul style="list-style-type: none"> – 7.5% of the backstop amount; payable in additional 1L pari passu notes or cash – 1 million of Class A common shares ▪ <u>Condition Precedent:</u> Together with its backstop commitment for the new money, the AHG will deliver support of the transaction from 50% of all three of the indentures (documented via a transaction support agreement)
Exchange Terms If Condition Precedent Is Not Met	<ul style="list-style-type: none"> ▪ Senior Subordinated Notes exchanged into new 2L Notes at a blended exchange price of 55¢ <ul style="list-style-type: none"> – No New Money component – Rate: 12.0% PIK/10.0% cash option in year 1 (at Company's discretion), 10.0% cash thereafter – Other terms of New 2L Notes remain consistent with terms in current Offering Memorandum