

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

26-0303916
(I.R.S. Employer
Identification No.)

**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan, as Amended
(Full title of the Plan)

Kevin M. Connor, Esq.
Senior Vice President, General Counsel & Secretary
**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copy to:
Kirstin P. Salzman, Esq.
Husch Blackwell LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
(816) 983-8316

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	5,526,000	\$5.35	\$29,564,100	\$3837.42

- (1) Represents additional shares of the Class A common stock, par value \$0.01 per share (the "Common Stock"), of AMC Entertainment Holdings, Inc. (the "Registrant") authorized for issuance under the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of Common Stock that may be offered or issued under the Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on August 18, 2020, which was \$5.35.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement registers an additional 5,526,000 shares of the Registrant's Common Stock that may be offered and sold under the Plan. On March 17, 2020, the Board of Directors of the Company approved the Second Amendment to the Plan (the "[Plan Amendment](#)") to increase the number of shares of the Registrant's Common Stock that may be issued under the Plan from 9,474,000 to 15,000,000 total shares, an increase of 5,526,000 shares (the "[New Shares](#)"), subject to stockholder approval at the Company's 2020 Annual Meeting of Stockholders. On July 29, 2020, the stockholders approved the Plan Amendment. The proxy statement delivered to stockholders had a typographical error that indicated the increase in shares was 5,226,000 instead of 5,526,000.

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which one or more other registration statements filed on this form relating to the same employee benefit plan are effective. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's previously filed registration statement on [Form S-8 relating to the Plan \(File No. 333-192912, filed with the Securities and Exchange Commission on December 18, 2013\)](#), including any amendments thereto or filings incorporated therein, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated into this Registration Statement by reference:

- [1. the Registrant's Annual Report on Form 10-K for the year ended December 31, 2019 \(Commission File No. 001-33892\), filed with the Commission on February 28, 2020, under the Exchange Act;](#)
- [2. the Registrant's Quarterly Report for the quarter ended March 31, 2020 on Form 10-Q \(Commission File No. 001-33892\) filed with the Commission on June 2, 2020 and the Registrant's Quarterly Report for the quarter ended June 30, 2020 on Form 10-Q \(Commission File No. 001-33892\), filed with the Commission on August 6, 2020;](#)
- [3. the Registrant's Current Reports on Form 8-K \(Commission File No. 001-33892\) filed with the Commission on January 8, 2020, February 27, 2020, March 3, 2020, March 20, 2020, March 24, 2020, April 24, 2020, April 29, 2020, July 10, 2020, July 23, 2020, and July 31, 2020 \(other than information in such Current Reports deemed to have been furnished and not filed in accordance with the rules of the Commission\); and](#)
- [4. the description of the Registrant's Common Stock contained in the Exhibit 4.12 to the Registrant's Annual Report on Form 10-K \(Commission File No. 001-33892\) filed with the Commission on February 28, 2020, and all amendments and reports filed with the Commission for the purpose of updating such description](#)

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference in this Registration Statement.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
<u>5.1*</u>	<u>Opinion of Husch Blackwell LLP</u>
<u>10.1</u>	<u>AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan (incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 1-33892) filed on November 7, 2014).</u>
<u>10.2</u>	<u>AMC Entertainment Holdings, Inc. Clarifying Amendment to 2013 Equity Incentive Plan (incorporated by reference from Exhibit 10.27(a) to the Company's Annual Report on Form 10-K (File No. 1-33892) filed on March 10, 2015).</u>
<u>10.3</u>	<u>Second Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan (incorporated herein by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 1-33892) filed on July 31, 2020)</u>
<u>23.1*</u>	<u>Consent of Husch Blackwell LLP (Contained in opinion filed as Exhibit 5.1 to this Registration Statement)</u>
<u>23.2*</u>	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
<u>23.3*</u>	<u>Consent of CohnReznick LLP as to Digital Cinema Implementation Partners, LLC's financial statements.</u>
<u>24.1*</u>	<u>Power of Attorney (Included on the signature page to this Registration Statement)</u>

* Filed herewith

HUSCH BLACKWELL

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August 21, 2020

AMC Entertainment Holdings, Inc.
One AMC Way
11500 Ash Street
Leawood, Kansas 66211

Re: AMC Entertainment Holdings, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to AMC Entertainment Holdings, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company concurrently herewith with the Securities and Exchange Commission. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of 5,526,000 additional shares of the Company's Class A common stock, par value \$0.01 per share (the "Shares"), reserved for issuance pursuant to the Second Amendment to the Company's 2013 Equity Incentive Plan (the "Plan"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As counsel, we have reviewed a Good Standing Certificate with respect to the Company issued by the Secretary of State of Delaware dated as of a recent date. We have also reviewed the organizational documents of the Company, including (i) the Third Amended and Restated Certificate of Incorporation of the Company, as amended to the date hereof (the "Certificate of Incorporation"), (ii) the Third Amended and Restated Bylaws of the Company, as amended to the date hereof (the "Bylaws"). We have also examined copies of (i) resolutions certified by the Secretary of the Company and adopted at meetings of the Board of Directors of the Company held on March 17, 2020 and July 29, 2020; and (ii) the duly certified results of the vote by the shareholders of the Company approving the adoption of the Plan at the Company's Annual Meeting of Shareholders held on July 29, 2020. We have relied, as to these and other factual matters which affect our opinion, on the Certificate of the Secretary of the Company dated as of August 21, 2020.

We have assumed that (i) valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company, (ii) each award agreement setting forth the terms of each award granted pursuant to the Plan is consistent with the Plan and has been or will be duly authorized and validly executed and delivered by the parties thereto, and (iii) at the time of each issuance of Shares, there will be sufficient shares of Common Stock authorized for issuance under the Company's Certificate of Incorporation that have not otherwise been issued or reserved or committed for issuance, and (iv) the price per share paid for Shares issued pursuant to the Plan is not less than the par value of the Shares. As to factual matters material to the opinions set forth below we have relied, without investigation, upon the representations and statements of the Company in the Registration Statement and in such certificates of government officials and officers of the Company as we have deemed necessary for the purpose of the opinions expressed herein. We have also assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with the originals of all items submitted to us as copies.

HUSCH BLACKWELL

Based upon the foregoing and subject to the qualifications and limitations stated herein, we are of the opinion that, when the Registration Statement has become effective under the Act and the Shares have been issued and delivered upon payment therefor in accordance with the Plan and any applicable award agreement, the Shares will be duly authorized, legally and validly issued, fully paid and non-assessable shares of capital stock of the Company.

This opinion is limited to matters governed by the General Corporation Law of the State of Delaware (the "Delaware Act"). We express no opinion as to either the applicability or effect of the laws of any other jurisdiction. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. This opinion letter is rendered as of the date hereof, and we undertake no, and hereby disclaim, any obligation to make any inquiry after the date hereof or to advise you of any facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, or under the rules and regulations of the Securities and Exchange Commission relating thereto.

Very truly yours,

/s/ Husch Blackwell LLP

Husch Blackwell LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
AMC Entertainment Holdings, Inc:

We consent to the use of our reports dated February 27, 2020, with respect to the consolidated balance sheets of AMC Entertainment Holdings, Inc. and subsidiaries as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive loss, cash flows, and stockholders' equity for each of the years in the three-year period ended December 31, 2019, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated herein by reference.

Our report on the consolidated financial statements refers to changes in the method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification (ASC) Topic 842, *Leases*, and for the recognition of revenue and certain costs as of January 1, 2018 due to the adoption of ASC Topic 606, *Revenue from Contracts with Customers*.

/s/ KPMG LLP

Kansas City, Missouri
August 21, 2020

Consent of Independent Auditor

We consent to the incorporation by reference in the registration statement on Form S-8 of AMC Entertainment Holdings, Inc. of our report dated February 18, 2020, on our audits of the consolidated financial statements of Digital Cinema Implementation Partners, LLC and Subsidiaries as of December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, which report is included in the Form 10-K of AMC Entertainment Holdings, Inc. for the year ended December 31, 2019.

/s/ CohnReznick LLP

August 21, 2020
Roseland, New Jersey
