
**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): December 29, 2022

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))

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
AMC Preferred Equity Units, each constituting a depositary share representing a 1/100 th interest in a share of Series A Convertible Participating Preferred Stock	APE	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 29, 2022, Mr. Lee Wittlinger notified AMC Entertainment Holdings, Inc (the “Company”) of his resignation as a director of the Company effective December 31, 2022. The resignation of Mr. Wittlinger was not a result of any disagreement between Mr. Wittlinger and the Company, its management, the Board of Directors (the “Board”) or any committee thereof. This Board position will remain vacant until filled by the Board in accordance with the Bylaws of the Company.

On December 29, 2022, the Board elected Ms. Denise Clark and Ms. Keri Putnam as directors of the Company effective on January 1, 2023, to fill two existing vacancies on the Board. Ms. Clark and Ms. Putnam will each serve as a Class III director of the Company with a term expiring at the Company’s 2023 Annual Meeting of Stockholders. Ms. Clark and Ms. Putnam have not been appointed to serve on any committees of the Board.

Each of Ms. Clark and Ms. Putnam have an indemnification agreement with the Company pursuant to which the Company will indemnify each of them from certain liabilities that may arise by reason of their status as a director and to advance certain expenses incurred by them. The form of indemnification agreement was filed as Exhibit 10.26 to the Company’s Form S-1 Registration Statement, filed with the SEC on November 22, 2013, as amended, and the terms of the indemnification agreement are incorporated herein by reference.

There are no arrangements or understandings between either Ms. Clark or Ms. Putnam and any other persons pursuant to which they were selected to be a director of the Company. There are no transactions between either of Ms. Clark or Ms. Putnam, 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.

A press release announcing these Board changes is filed with this Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
<u>99.1</u>	<u>Press Release of AMC Entertainment Holdings, Inc. dated December 29, 2022</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are 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: December 29, 2022

By: /s/ Kevin M. Connor

Name: Kevin M. Connor

Title: Senior Vice President, General Counsel and Secretary



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FOR IMMEDIATE RELEASE

AMC ENTERTAINMENT HOLDINGS, INC. BOARD OF DIRECTORS ELECTS DENISE “DEE” CLARK AND KERI PUTNAM TO SERVE AS DIRECTORS OF THE COMPANY, EFFECTIVE JANUARY 1, 2023

Dee Clark and Keri Putnam will each serve as a Class III director of the Company with a term expiring at the Company’s 2023 Annual Meeting of Stockholders, and at that meeting will stand for re-election thereafter

Lee Wittlinger of Silver Lake steps down from AMC’s Board of Directors as of December 31, 2022

LEAWOOD, KANSAS - (December 29, 2022) – AMC Entertainment Holdings, Inc., (NYSE:AMC), the largest theatrical exhibitor in the United States, in Europe & the Middle East and in the world, today announced that the Company’s Board of Directors has elected Denise “Dee” Clark and Keri Putnam to the AMC Board of Directors, effective January 1, 2023.

They will each serve as a Class III director of the Company with a term expiring at the Company’s 2023 Annual Meeting of Stockholders, and at that meeting will stand for re-election thereafter.

Separately, Lee Wittlinger, a Managing Director at leading private investment firm Silver Lake, has served as an AMC Director since 2018 and will resign from his Board role at year end as is the general practice following Silver Lake’s exit from an investment. Silver Lake sold its equity stake in AMC in January of 2021.

With the appointments of Ms. Clark and Ms. Putnam, along with Mr. Wittlinger’s resignation, AMC has made significant progress in reaching its diversity goals, given that three of AMC’s nine Directors will be female, versus one of eight currently.

Keri Putnam

Keri Putnam is a CEO and founder, creative producer, strategic advisor, and senior media executive who has supported, developed, and produced bold original content from new and established talent throughout her career. In 2022, Putnam launched Putnam Pictures to produce film and television from creators with distinct and adventurous vision. Prior to that, from 2010-2021, she served as CEO of the Sundance Institute which ran the Sundance Film Festival, and as a result is an expert on the world of independent film and film distribution. Before her time at Sundance, Putnam served as President of Production at Miramax Films, and during her four-year tenure, Miramax films were recognized with 34 Academy Award nominations and seven wins.

Dee Clark

Dee Clark is a global information technology executive who has successfully led technical groups for a variety of consumer giants: Estée Lauder, Hasbro, Mattel, Warner Music, MCI Systemhouse and Apple Computer. Dee has been an independent director for United Natural Foods, Inc. (UNFI) for the past 10 years. She has previously served on the board of directors for Six Flags Entertainment Corporation and Caesars Entertainment Corporation, as well as the National AIDS Fund Board of Trustees, SAP Consumer Products Advisory Council (10 years) and Women in Technology Institute.

Regarding the announcements, AMC Chairman of the Board and CEO Adam Aron commented:

“I extend my deepest and most sincere thanks to Lee Wittlinger for his many years of service to AMC as a member of the Company’s Board of Directors. Throughout his tenure, both before and during the pandemic, his contributions and counsel have been ever so valuable to me and to AMC. In the more than thirty years during which I have served on corporate Boards, I have never come across a better Director than Lee Wittlinger. I further am eager in my excitement in welcoming Dee Clark and Keri Putnam as new Directors on AMC’s Board. Their experience and leadership will be valuable assets to our Company, our guests, and our shareholders. I greatly look forward to working with them, and to the contributions they will make as members of our Board.”

The full AMC Entertainment Holdings, Inc. Board of Directors will now include:

Adam M. Aron – Chairman of the Board and CEO; former CEO of each of Starwood Hotels and Resorts Worldwide Inc., the NBA’s Philadelphia 76ers, Vail Resorts and Norwegian Cruise Line, as well as having been the chief marketing officer of both United Airlines and Hyatt Hotels & Resorts

Denise “Dee” Clark – Global information technology executive who has led technical groups for a variety of consumer giants including Estée Lauder, Hasbro, Mattel, Warner Music, MCI Systemhouse and Apple Computer

Howard W. 'Hawk' Koch, Jr. – Movie producer, principal at The Koch Company, former president of the Academy of Motion Picture Arts and Sciences and the Producers Guild of America

Philip Lader - Senior Advisor to Morgan Stanley Institutional Securities; formerly served as the U.S. Ambassador to the Court of St. James’s, Administrator of the U.S. Small Business Administration, White House Deputy Chief of Staff, Assistant to the President and Deputy Director of the U.S. Office of Management & Budget. Also former Chairman of WPP plc

Gary F. Locke – Trade consultant and owner of Locke Global Strategies; formerly served as Governor of Washington, U.S. Secretary of Commerce, and the U.S. Ambassador to the People’s Republic of China

Kathleen M. Pawlus – Retired partner of Ernst and Young, LLP having served as the Chief Financial Officer and Chief Operating Officer of its Global Assurance practice

Keri Putnam – Producer, consultant, and executive with decades of experience in leadership roles in commercial film & television, and nonprofit arts. Formerly CEO of Sundance Institute and President of Production at Miramax films

Anthony J. Saich – Director of the Ash Center for Democratic Governance and Innovation as well as Daewoo Professor of International Affairs at Harvard University’s Kennedy School of Government

Adam J. Sussman – President of Epic Games; formerly Chief Digital Officer of Nike, Inc.

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 approximately 950 theatres and 10,500 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. For more information, visit www.amctheatres.com.

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Source: AMC Entertainment Holdings
