
**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):
March 9, 2023**

AMC ENTERTAINMENT HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

**Delaware
(State or Other Jurisdiction of
Incorporation)**

**001-33892
(Commission File Number)**

**26-0303916
(IRS 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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A common stock	AMC	New York Stock Exchange
AMC Preferred Equity Units, each constituting a depository share representing a 1/100th 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 8.01 Other Events

As previously announced, on February 7, 2023, AMC Entertainment Holdings, Inc. (the “Company”) issued to Antara Capital LP (the “Investor”) 197,621,297 AMC Preferred Equity Units pursuant to the terms of that certain forward purchase agreement (the “Forward Purchase Agreement”), dated as of December 22, 2022 by and between the Company and the Investor. The issuance of the AMC Preferred Equity Units was made in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

Pursuant to the terms and conditions of the Forward Purchase Agreement, the Company agreed to file a prospectus supplement (the “Prospectus”) to its shelf registration statement on Form S-3 (File No. 333-266536) to register the resale of certain AMC Preferred Equity Units held by the Investor, including those issued pursuant to the terms of the Forward Purchase Agreement. The Company will not receive any proceeds from the sale of AMC Preferred Equity Units by the Investor pursuant to the Prospectus.

A copy of the opinion of Weil, Gotshal & Manges LLP, relating to the validity of the AMC Preferred Equity Units registered pursuant to the Prospectus is filed with this Current Report on Form 8-K as Exhibit 5.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Exhibit Description
5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURE

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.

Date: March 9, 2023

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Sean D. Goodman

Name: Sean D. Goodman

Title: Executive Vice President and Chief Financial Officer

Well, Gotshal & Manges LLP

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New York, NY 10153-0119
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March 9, 2023

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

Ladies and Gentlemen:

We have acted as counsel to AMC Entertainment Holdings, Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing with the Securities and Exchange Commission (the “*Commission*”) of the Company’s Prospectus Supplement filed on March 9, 2023 (the “*Prospectus Supplement*”) to the Registration Statement on Form S-3 filed on August 4, 2022 (the “*Registration Statement*”), under the Securities Act of 1933, as amended (the “*Securities Act*”), relating to the offer and sale from time to time by the selling stockholder identified in the Prospectus Supplement (the “*Selling Stockholder*”) of up to 232,439,472 of the Company’s depository shares (the “*AMC Preferred Equity Units*”) each representing a one one-hundredth (1/100th) interest in one share of the Company’s Series A Convertible Participating Preferred Stock, par value \$0.01 (the “*Preferred Stock*”).

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Registration Statement and the form of prospectus included therein, (ii) the Prospectus Supplement which forms a part of the Registration Statement, (iii) the Forward Purchase Agreement, dated as of December 22, 2022, by and between the Company and the Selling Stockholder, (iv) the Third Amended and Restated Certificate of Incorporation of the Company filed with the Secretary of State of the State of Delaware, (v) the Third Amended and Restated Bylaws of the Company, (vi) the Certificate of Designations designating the preferences, limitations, voting powers and relative rights of the Preferred Stock, (vii) the Deposit Agreement by and among the Company and Computershare Inc. and Computershare Trust Company, N.A., jointly as depository dated August 4, 2022 (the “*Deposit Agreement*”), and (viii) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

We have also assumed that (i) no stop orders suspending the Registration Statement's effectiveness will have been issued and remain in effect, in each case, at the time the AMC Preferred Equity Units are sold as contemplated by the Registration Statement and the Prospectus Supplement, (ii) the Deposit Agreement has been duly authorized and validly executed and delivered by the parties thereto (other than the Company), (iii) the Company has timely filed all necessary reports pursuant to the Securities Exchange Act of 1934, as amended, which are incorporated into the Registration Statement and Prospectus Supplement by reference and (iv) all AMC Preferred Equity Units will be offered and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus Supplement.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the AMC Preferred Equity Units have been validly issued and are fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Company's Current Report on Form 8-K relating to the Prospectus Supplement and to the reference to our firm therein. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP