

**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): August 25, 2023

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 25, 2023, in connection with AMC Entertainment Holdings, Inc.'s (the "Company") previously announced conversion of the Company's outstanding AMC Preferred Equity Units into shares of the Company's Class A common stock (the "Conversion"), the Company filed a Certificate of Elimination of Series A Convertible Participating Preferred Stock (the "Certificate of Elimination") with the Secretary of State of the State of Delaware. Effective upon filing, all matters set forth in the Certificate of Designations of Series A Convertible Participating Preferred Stock were eliminated from the Company's Third Amended and Restated Certificate of Incorporation, as amended. For more information regarding the Conversion, please refer to our Current Report on Form 8-K, as filed with the SEC on August 14, 2023.

A copy of the Certificate of Elimination is filed with this Current Report on Form 8-K as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
3.1	Certificate of Elimination of Series A Convertible Participating Preferred Stock.
104	Cover Page Interactive Data File (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: August 25, 2023

By: /s/ Kevin M. Connor

Name: Kevin M. Connor

Title: Senior Vice President, General Counsel and Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES A CONVERTIBLE PARTICIPATING PREFERRED STOCK
OF
AMC ENTERTAINMENT HOLDINGS, INC.**

Pursuant to Section 151(g) of the General Corporation Law
of the State of Delaware

AMC Entertainment Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

(a) That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and the authority granted in the Amended and Restated Certificate of Incorporation of the Corporation (as heretofore amended and as may amended, the "Certificate of Incorporation"), the Board of Directors of the Corporation (the "Board"), by resolution duly adopted, authorized the issuance of a series of Preferred Stock, par value \$0.01 per share, of the Corporation designated as the Series A Convertible Participating Preferred Stock, par value \$0.01 per share (the "Series A Participating Preferred Stock"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on August 4, 2022, filed a Certificate of Designation with respect to such Series A Participating Preferred Stock in the office of the Secretary of State of the State of Delaware (the "Certificate of Designation").

(b) That no shares of said Series A Participating Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designation.

(c) That the Board has adopted resolutions in which the Board has resolved that none of the authorized shares of Series A Participating Preferred Stock are outstanding and that none will be issued subject to the Certificate of Designation previously filed with respect to the Series A Participating Preferred Stock.

(d) That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series A Participating Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be executed by its duly authorized officer this 25 day of August 2023.

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Kevin M. Connor
Name: Kevin M. Connor
Title: Senior Vice President, General Counsel & Secretary