

---

---

**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 11, 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 3.02 Unregistered Sales of Equity Securities**

AMC Entertainment Holding's Inc. (the "Company") entered into a series of privately negotiated exchange agreements, under which it issued an aggregate of 1,568,591 shares of the Company's Class A common stock, par value \$0.01 per share (the "Common Stock") in exchange for \$12,275,000 aggregate principal amount of its 10%/12% Cash/PIK Toggle Second Lien Subordinated Notes due 2026 (the "Exchange Transactions"). The Company may engage in similar transactions in the future but is under no obligation to do so. Based on aggregate principal amount exchanged plus \$577,153 aggregate accrued interest thereon through the date of exchange, the Common Stock issued had an implied value of \$8.19 per share.

Pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended (the "Securities Act"), the Common Stock issued in the Exchange Transactions were issued in each case to an existing security holder of the Company exclusively in exchange for such holder's securities and no commission or other remuneration was paid or given for soliciting the exchange. Other exemptions may apply.

Because the shares of Common Stock issued in the Exchange Transactions constitute less than 1% of the Company's outstanding Common Stock, the disclosure under this Item 3.02 is being disclosed voluntarily. The Exchange Transactions settled between November 27, 2023 and December 7, 2023.

### **Item 7.01 Regulation FD Disclosure**

On December 11, 2023, the Company issued a press release announcing among other things that it had completed its previously disclosed "at-the-market" equity offering (the "ATM"). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including the exhibits, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

### **Item 8.01 Other Events**

On December 11, 2023, the Company announced that it had completed its previously disclosed \$350 million ATM. The Company issued 48,030,843 shares of Common Stock in aggregate in the ATM at an average price of \$7.29.

As of December 11, 2023, during the fourth quarter ending December 31, 2023, AMC used a portion of the net proceeds from its ATM to repurchase approximately \$50 million principal amount of its 10%/12% Cash/PIK Toggle Second Lien Subordinated Notes due 2026 at an average discount of 19.67% plus accrued interest. Combined with the Exchange Transactions, during the fourth quarter of 2023, the Company reduced the principal amounts of its debt by approximately \$62.28 million.

## Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the federal securities laws, including the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “may,” “will,” “forecast,” “estimate,” “project,” “intend,” “plan,” “expect,” “should,” “believe” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions and speak only as of the date on which they are made. Examples of forward-looking statements include statements we make regarding the expected use of proceeds from the Company’s “at-the-market” program. These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors, 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. 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 Company’s Annual Report on Form 10-K for the year ended December 31, 2022, as thereafter amended, and Form 10-Q for the quarter ended September 30, 2023, each as filed with the SEC, and the risks, trends and uncertainties identified in the Company’s 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

<b>No.</b>	<b>Description of Exhibit</b>
<a href="#">99.1</a>	<a href="#">Press release dated December 11, 2023.</a>
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: December 12, 2023

By: /s/ Kevin M. Connor

Name: Kevin M. Connor

Title: Senior Vice President, General Counsel and Secretary



**INVESTOR RELATIONS:**  
John Merriwether, 866-248-3872  
[InvestorRelations@amctheatres.com](mailto:InvestorRelations@amctheatres.com)

**MEDIA CONTACTS:**  
Ryan Noonan, (913) 213-2183  
[rnoonan@amctheatres.com](mailto:rnoonan@amctheatres.com)

**FOR IMMEDIATE RELEASE**

**AMC ENTERTAINMENT HOLDINGS, INC. SUCCESSFULLY COMPLETES \$350 MILLION AT-THE-MARKET EQUITY OFFERING  
AND REDUCES DEBT BY \$62 MILLION,  
BOLSTERING LIQUIDITY AND STRENGTHENING THE BALANCE SHEET**

**LEAWOOD, KANSAS - (December 11, 2023)** -- AMC Entertainment Holdings, Inc. (NYSE: AMC) ("AMC" or "the Company"), announced today that it has completed its previously disclosed \$350 million at-the-market ("ATM") equity offering launched on November 9, 2023 and repurchased debt or exchanged debt for equity thereby reducing liabilities by \$62.28 million.

AMC raised \$350 million of new equity capital, before commissions and fees, through the sale of approximately 48.0 million shares, at an average price of approximately \$7.29 per share.

Using a portion of the proceeds raised through the ATM offering, AMC repurchased \$50 million principal amount of its 10% second lien notes due 2026 at an average discount of 19.67%, plus accrued interest. In addition, AMC exchanged \$12.275 million principal amount of its 10% second lien notes due 2026 plus accrued interest for approximately 1.6 million shares of Class A common stock with an implied value of \$8.19 per share (based on the aggregate principal amount and accrued interest exchanged).

Commenting on the capital transactions, AMC Chairman and CEO Adam Aron said, "Successfully raising an additional \$350 million of equity capital and reducing debt by more than \$62 million in a single month underscores our continued commitment to strengthen our balance sheet by bolstering liquidity and methodically reducing debt levels."

Aron continued, "Thus far in 2023, AMC has raised \$865 million of gross equity capital and lowered liabilities by approximately \$440 million by reducing our corporate borrowings by approximately \$350 million and repaying more than \$90 million of COVID-19 related deferred rent liabilities. Our commitment to strengthening the balance sheet is further evidenced by the more than \$1 billion reduction in our corporate borrowings and deferred rent liabilities since December 31, 2020."

Aron concluded, "Through methodically fortifying our financial position as we progress along our recovery trajectory, we ensure our ability to manage through industry challenges, including the ongoing impact of the Hollywood strikes earlier this year, and position AMC to thrive in the future as we deliver value to our shareholders."

**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 900 theatres and 10,000 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, website, 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](http://www.amctheatres.com).

---

## Website Information

This press release, along with other news about AMC, is available at [www.amctheatres.com](http://www.amctheatres.com). We routinely post information that may be important to investors in the Investor Relations section of our website, [www.investor.amctheatres.com](http://www.investor.amctheatres.com). We use this website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD, and we encourage investors to consult that section of our website regularly for important information about AMC. The information contained on, or that may be accessed through, our website is not incorporated by reference into, and is not a part of, this document. Investors interested in automatically receiving news and information when posted to our website can also visit [www.investor.amctheatres.com](http://www.investor.amctheatres.com) to sign up for email alerts.

## Forward-Looking Statements

This communication includes “forward-looking statements” within the meaning of the federal securities laws, including the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In many cases, these forward-looking statements may be identified by the use of words such as “will,” “may,” “could,” “would,” “should,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “indicates,” “projects,” “goals,” “objectives,” “targets,” “predicts,” “plans,” “seeks,” and variations of these words and similar expressions. Examples of forward-looking statements include statements we make regarding our recovery trajectory, the use of proceeds from the ATM equity offering, changing market dynamics and capitalizing on opportunities to further strengthen AMC’s balance sheet. 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 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: the sufficiency of AMC’s existing cash and cash equivalents and available borrowing capacity; availability of financing upon favorable terms or at all; AMC’s ability to obtain additional liquidity, which if not realized or insufficient to generate the material amounts of additional liquidity that will be required unless it is able to achieve more normalized levels of operating revenues, likely would result with AMC seeking an in-court or out-of-court restructuring of its liabilities; the impact of the COVID-19 virus on AMC, the motion picture exhibition industry, and the economy in general; increased use of alternative film delivery methods or other forms of entertainment; the continued recovery of the North American and international box office; AMC’s significant indebtedness, including its borrowing capacity and its ability to meet its financial maintenance and other covenants and limitations on AMC’s ability to take advantage of certain business opportunities imposed by such covenants; shrinking exclusive theatrical release windows; the seasonality of AMC’s revenue and working capital; intense competition in the geographic areas in which AMC operates; risks relating to impairment losses, including with respect to goodwill and other intangibles, and theatre and other closure charges; motion picture production and performance; general and international economic, political, regulatory and other risks; AMC’s lack of control over distributors of films; limitations on the availability of capital, including on the authorized number of common stock; dilution of voting power through the issuance of preferred stock; AMC’s ability to achieve expected synergies, benefits and performance from its strategic initiatives; AMC’s ability to refinance its indebtedness on favorable terms; AMC’s ability to optimize its theatre circuit; AMC’s ability to recognize interest deduction carryforwards, net operating loss carryforwards, and other tax attributes to reduce future tax liability; supply chain disruptions, labor shortages, increased cost and inflation; and other factors discussed in the reports AMC 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, we caution you against relying on 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 AMC’s 2022 Form 10-K for the year ended December 31, 2022 and Form 10-Q for the quarter ended June 30, 2023, each as filed with the SEC, and the risks, trends and uncertainties identified in AMC’s other public filings. AMC 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.

---

Source: AMC Entertainment Holdings, Inc.

###



WE MAKE MOVIES BETTER™

---