

**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**
(Address of principal executive offices)

66211
(Zip Code)

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**
(Name and address of agent for service)

(913) 213-2000
(Telephone number, including area code, of agent for service)

Copy to:

Corey R. Chivers, Esq.
Adé Heyliger, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000 (Phone)
(212) 310-8007 (Fax)

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

EXPLANATORY NOTE

On August 4, 2022, the board of directors (the “Board”) of AMC Entertainment Holdings, Inc. (the “Company”) approved an amendment to the Company’s 2013 Equity Incentive Plan, as amended (the “Plan”) to reserve 7,306,354 depository shares (the “AMC Preferred Equity Units”), each of which represented an interest in one one-hundredth (1/100th) of a share of Series A Convertible Preferred Stock of the Company (the “Series A Preferred Stock”). On October 28, 2022, the Company filed a Registration Statement on Form S-8 (File No. 333-268065) to register under the Securities Act of 1933, as amended (the “Securities Act”), with the Securities and Exchange Commission (the “SEC”), the 7,306,354 AMC Preferred Equity Units issuable under the Plan.

On August 14, 2023, the Company amended its third amended and restated certificate of incorporation to cause the conversion, effective as of August 24, 2023 (the “Conversion”), of all outstanding shares of Series A Preferred Stock (including AMC Preferred Equity Units) into shares of Class A common stock of the Company (“Common Stock”). This Registration Statement on Form S-8 thereby registers an additional 459,359 shares of Common Stock that may be offered and sold under the Plan as a result of the Conversion.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information in Part I relating to the Plan will be sent or given to participants in the Plan as specified by Rule 428(b)(1) promulgated under the Securities Act. In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act in respect of future issuances under the Plan.

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 SEC. The following documents, which are on file with the SEC, are incorporated into this Registration Statement by reference (other than portions of these documents that are either (1) described in paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under applicable Commission rules rather than filed and exhibits furnished in connection with such items):

1. the Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2022 \(the “Annual Report”\), filed with the SEC on February 28, 2023](#) and as [amended on April 28, 2023](#), under the Exchange Act;
2. all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Annual Report; and
3. the description of the Registrant’s shares of Common Stock, par value \$0.01 per share, contained in Exhibit 4.5 to the Annual Report, and all amendments and reports filed with the SEC for the purpose of updating such description.

All reports and other documents filed by the Registrant with the SEC 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 SEC 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) permits each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation to procure a judgment in its favor, by reason of being or having been in any such capacity, if such person acted in good faith in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 145 of the DGCL further provides that a corporation may indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys’ fees, actually and reasonably incurred by such person in connection with the defense or settlement of any threatened, pending or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor, by reason of being or having been in any such capacity, if such person acted in good faith in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Section 145 of the DGCL also allows a corporation to provide contractual indemnification to its directors, and we have entered into indemnification agreements with each of our directors whereby we are contractually obligated to indemnify the director and advance expenses to the full extent permitted by the DGCL.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation to eliminate or limit the personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director or officer, except (i) for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions of a director or officer that are not in good faith or that involve intentional misconduct or a knowing violation of the law, (iii) for liability of a director under Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions), (iv) for any transaction from which a director or officer derived an improper personal benefit, or (v) for liability of an officer in any action by or in right of the corporation.

The third amended and restated certificate of incorporation of the Registrant provides for indemnification of any person made party to or threatened to be made party to any proceeding by reason of the fact that such person is or was a director or officer of the company, or a person of whom such person is the legal representative, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, to the fullest extent permitted by the DGCL, against any expenses, liability and loss (including attorneys' fees, judgments, fines Employee Retirement Income Security Act of 1974 excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. The third amended and restated certificate of incorporation of the Registrant also provides that the personal liability of its directors for monetary damages for breach of fiduciary duty as a director of the corporation is eliminated to the fullest extent permitted by the DGCL. Expenses incurred in defending any such proceeding in advance of its final disposition may be paid by the Registrant in advance of its final disposition, provided that if the DGCL so requires, the payment of such expenses shall only be made upon delivery to the Registrant of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified by the corporation. Neither the failure of the Registrant to have made a determination prior to the commencement of such action that indemnification of the claimant is proper because such person has met the applicable standard of conduct set forth in the DGCL nor an actual determination that such person has failed to meet such standard of conduct shall be a defense to an action brought by a claimant whom the Registrant has failed to pay in full within 30 days of having received a written claim.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<u>4.1</u>	<u>Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 23, 2013)</u>
<u>4.2</u>	<u>Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc., dated as of July 29, 2020 (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 31, 2020)</u>

- [4.3](#) [Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc., effective as of January 25, 2021 \(incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 25, 2021\)](#)
 - [4.4](#) [Certificate of Retirement of 24,057,143 Shares of Class B Common Stock of AMC Entertainment Holdings, Inc., dated as of November 1, 2018 \(incorporated by reference from Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q filed on November 8, 2018\)](#)
 - [4.5](#) [Certificate of Retirement of 51,769,784 Shares of Class B Common Stock of AMC Entertainment Holdings, Inc., dated as of February 24, 2021 \(incorporated by reference from Exhibit 4.32 to the Registrant's Annual Report on Form 10-K filed on March 12, 2021\)](#)
 - [4.6](#) [Certificate of Designations for the Series A Convertible Participating Preferred Stock \(incorporated herein by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 4, 2022\)](#)
 - [4.7](#) [Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc., effective as of August 24, 2023 \(incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 14, 2023\)](#)
 - [4.8](#) [Certificate of Elimination of Series A Convertible Participating Preferred Stock, dated August 25, 2023 \(incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 25, 2023\)](#)
 - [4.9](#) [Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc. \(incorporated by reference from Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed on November 22, 2013, as amended\)](#)
 - [4.10](#) [Amendment to the Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc., effective as of July 29, 2020 \(incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on July 31, 2020\)](#)
 - [4.11](#) [Second Amendment to the Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc., effective as of January 25, 2021 \(incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on January 25, 2021\)](#)
 - [4.12](#) [Third Amendment to the Third Amended and Restated Bylaws of AMC Entertainment Holdings, Inc. effective as of May 4, 2021 \(incorporated by reference from Exhibit 3.1\(d\) to the Company's Quarterly Report on Form 10-Q filed on May 6, 2021\)](#)
 - [5.1*](#) [Opinion of Weil, Gotshal & Manges LLP](#)
 - [23.1*](#) [Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm](#)
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- [23.2*](#) [Consent of Weil, Gotshal & Manges LLP \(contained in opinion filed as Exhibit 5.1 to this Registration Statement\)](#)
- [24.1*](#) [Power of Attorney \(Included on the signature page to this Registration Statement\)](#)
- [99.1](#) [AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan \(incorporated by reference from Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on November 7, 2014\)](#)
- [99.2](#) [AMC Entertainment Holdings, Inc. Clarifying Amendment to 2013 Equity Incentive Plan \(incorporated by reference from Exhibit 10.27\(a\) to the Registrant's Annual Report on Form 10-K filed on March 10, 2015\)](#)
- [99.3](#) [Second Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan \(incorporated herein by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on July 31, 2020\)](#)
- [99.4](#) [Third Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan \(incorporated herein by reference from Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q filed on November 4, 2020\)](#)
- [99.5](#) [Fourth Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan \(incorporated herein by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 4, 2022\)](#)
- [99.6*](#) [Fifth Amendment to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan](#)
- [107*](#) [Filing Fee Table](#)

* Filed herewith

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, State of Kansas, on the 15th day of December, 2023.

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Kevin M. Connor

Name: Kevin M. Connor, Esq.

Title: Senior Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints Kevin M. Connor and Sean D. Goodman and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on December 15, 2023.

<u>Signature</u>	<u>Title</u>
<u>/s/ Adam M. Aron</u> Adam M. Aron	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)
<u>/s/ Sean D. Goodman</u> Sean D. Goodman	Executive Vice President, International Operations Chief Financial Officer and Treasurer (Principal Financial Officer and Treasurer)
<u>/s/ Chris A. Cox</u> Chris A. Cox	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Denise Clark</u> Denise Clark	Director
<u>/s/ Howard Koch, Jr.</u> Howard Koch, Jr.	Director
<u>/s/ Philip Lader</u> Philip Lader	Director
<u>/s/ Gary F. Locke</u> Gary F. Locke	Director
<u>/s/ Kathleen M. Pawlus</u> Kathleen M. Pawlus	Director
<u>/s/ Keri Putnam</u> Keri Putnam	Director
<u>/s/ Anthony J. Saich</u> Anthony J. Saich	Director
<u>/s/ Adam J. Sussman</u> Adam J. Sussman	Director

Well, Gotshal & Manges LLP

767 Fifth Avenue
New York, NY 10153-0119
+1 212 310 8000 tel
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December 15, 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 of the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of up to an additional 459,359 shares of Class A common stock, par value \$0.01 per share, of the Company ("Common Stock"), which may be issued pursuant to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan, as amended through the date hereof (the "Plan").

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Registration Statement, (ii) the Third Amended and Restated Certificate of Incorporation of the Company filed with the Secretary of State of the State of Delaware, as amended, (iii) the Third Amended and Restated Bylaws of the Company, as amended, (iv) the Plan, and (v) 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 Common Stock is offered or issued as contemplated by the Registration Statement and the Plan, and (ii) all the Common Stock will be issued, offered and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the issuance of the Common Stock has been duly authorized and, when issued and delivered upon the receipt of consideration constituting lawful consideration under Delaware law in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinions 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 use of this letter as an exhibit to the Registration Statement and to any and all references to our firm in the Registration Statement. 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 Securities and Exchange Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan, as amended, of our reports dated February 28, 2023, with respect to the consolidated financial statements of AMC Entertainment Holdings, Inc. and the effectiveness of internal control over financial reporting of AMC Entertainment Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Kansas City, Missouri
December 15, 2023

**FIFTH AMENDMENT
TO THE
AMC ENTERTAINMENT HOLDINGS, INC.
2013 EQUITY INCENTIVE PLAN**

THIS FIFTH AMENDMENT (this “Amendment”) is effective as of August 25, 2023, for the purpose of amending that certain AMC Entertainment Holdings, Inc. (the “Company”) 2013 Equity Incentive Plan adopted as of December 23, 2013 (as amended from time to time, the “Plan”). Capitalized terms used in this Amendment shall have the same meanings given to them in the Plan unless otherwise indicated.

1. Amendment.

- (a) The definition of “Common Stock” in Section 2 of the Plan is hereby amended to read in its entirety as follows:

“*Common Stock*” means the Company’s Class A common stock, par value \$0.01 per share.

- (b) Section 2 of the Plan is hereby amended to delete the following definitions:

“*AMC Preferred Equity Unit*” means a depositary share that represents an interest in one one-hundredth (1/100th) of a share of Preferred Stock and is designed to have the same economic and voting rights as a share of the Company’s Class A common stock.

“*Preferred Stock*” means the Company’s Series A Convertible Participating Preferred Stock, par value \$0.01, with the preferences, limitations, voting powers and relative rights as set forth in the Certificate of Designation filed with the Secretary of the State of Delaware on August 4, 2022.

- (c) Section 4.1 of the Plan is hereby amended to read in its entirety as follows:

“*Number of Shares Reserved*. Subject to adjustment as provided in Section 4.5 hereof, as of August 25, 2023, the remaining number of shares of Class A common stock that are reserved for issuance under the Plan shall be 952,815 (the “Share Reserve”). Each share of Common Stock subject to an Award shall reduce the Share Reserve by one share; provided that Awards that are required to be paid in cash pursuant to their terms shall not reduce the Share Reserve. Any shares of Common Stock delivered under the Plan shall consist of authorized and unissued shares or treasury shares.”

2. Miscellaneous.

Except as amended hereby, the Plan remains in full force and effect.

Calculation of Filing Fee Table

Form S-8
(Form Type)

AMC Entertainment Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock	Rule 457(c) and Rule 457(h)(1)	459,359 (1)(2)	\$6.93(3)	\$3,183,357.87	\$147.60 per \$1,000,000	\$469.86
		Total Offering Amounts:			\$3,183,357.87		\$469.86
		Total Fee Offsets:			–		–
		Net Fee Due:					\$469.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares of Class A Common Stock (the “Common Stock”) of AMC Entertainment Holdings, Inc. (the “Company”), which may be offered and issued to prevent dilution resulting from stock splits, stock distributions or similar transactions.
 - (2) Covers Common Stock issuable under the Company’s 2013 Equity Incentive Plan, as amended to the date hereof.
 - (3) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act based upon the average of the high and low prices of the Common Stock on December 11, 2023, as reported by the New York Stock Exchange.
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