As filed with the Securities and Exchange Commission on September 24, 2026

Registration No. 333-

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	**26-0303916**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000
(Address of Principal Executive Offices) (Zip Code)

AMC Entertainment Holdings, Inc. 2024 Equity Incentive Plan, as amended
(Full title of the plan)

Edwin F. Gladbach
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:

Kirstin P. Salzman, Esq.
Andrew Spector, Esq.
Husch Blackwell LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
(816) 983-8316

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	x	Accelerated filer	¨
Non-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

This Registration Statement registers an additional 25,000,000 shares of AMC Entertainment Holdings, Inc. (the "Registrant") Class A common stock, par value $0.01 per share ("Common Stock"), that may be issued under the Registrant's 2024 Equity Incentive Plan, as amended (the "Equity Plan"). The Board of Directors of the Registrant approved the First Amendment to the Equity Plan (the "Equity Plan Amendment") to increase the number of shares of Common Stock that may be issued under the Equity Plan by 25,000,000, subject to stockholder approval at the Registrant's 2026 Annual Meeting of Stockholders. On September 24, 2026, the stockholders approved the Equity Plan Amendment.

Previously, the Registrant registered 25,000,000 shares of Common Stock under the Equity Plan pursuant to Registration Statement No. 333-280063 filed with the U.S. Securities and Exchange Commission ("SEC") on June 7, 2024. In accordance with Section E of the General Instructions to Form S-8, Registration Statement No. 333-280063 is incorporated by reference herein, except to the extent that such content is superseded by the item appearing below.

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):

(a) the Company's annual report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 23, 2026 and the amendment to the Company's annual report on Form 10-K, filed with the SEC on April 30, 2026;

(b) the Company's quarterly reports on Form 10-Q for the quarterly period ended March 31, 2026, filed with the SEC on May 5, 2026, and for the quarterly period ended June 30, 2026, filed with the SEC on July 23, 2026;

(c) the Company's current reports on Form 8-K, filed with the SEC on January 12, 2026, January 29, 2026, February 9, 2026, February 13, 2026, February 23, 2026 (Two Filings), February 25, 2026, March 6, 2026, March 16, 2026, March 24, 2026, April 1, 2026, April 17, 2026, May 5, 2026 (Two Filings), May 13, 2026, June 23, 2026, June 25, 2026, September 21, 2026 and September 24, 2026 (Two Filings); and

(d) the description of the Company's Class A common stock contained in the Company's Registration Statement on Form 8-A (Registration No. 001-40874) filed with the SEC on December 3, 2021 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including the description of the Company's Class A common stock filed as Exhibit 4.4 to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 23, 2026.

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 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
4.1	Fourth Amended and Restated Bylaws of AMC Entertainment Holdings, Inc.	10-K	3.2	2/28/2024
4.2	Fourth Amended and Restated Certificate of Incorporation of AMC Entertainment Holdings, Inc.	8-K	3.1	12/11/2025
5.1*	Opinion of Husch Blackwell LLP			
23.1*	Consent of Ernst & Young LLP			
23.2*	Consent of Husch Blackwell LLP (included in Exhibit 5.1)			
24.1*	Power of Attorney (included on the signature page)			
99.1	AMC Entertainment Holdings, Inc. 2024 Equity Incentive Plan	S-8	99.1	6/7/2024
99.2	First Amendment to the AMC Entertainment Holdings, Inc. 2024 Equity Incentive Plan	8-K	99.1	9/24/2026
107*	Calculation of Filing Fee Table			

*Filed herewith

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 24th day of September, 2026.

AMC ENTERTAINMENT HOLDINGS, INC.

By: /s/ Edwin F. Gladbach
Edwin F. Gladbach
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 Edwin F. Gladbach 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 September 24, 2026.

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

Exhibit 5.1

HUSCH BLACKWELL

4801 Main Street, Suite 1000
Kansas City, MO 64112
Main: 816-983-8000
Fax: 816-983-8080
www.huschblackwell.com

September 24, 2026

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

Re: AMC Entertainment Holdings, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to AMC Entertainment Holdings, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company concurrently herewith with the Securities and Exchange Commission. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of 25,000,000 additional shares of the Company's Class A common stock, par value $0.01 per share (the "Shares"), reserved for issuance pursuant to the First Amendment to the Company's 2024 Equity Incentive Plan (as amended, the "Plan"). This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As counsel, we have reviewed a Good Standing Certificate with respect to the Company issued by the Secretary of State of Delaware dated as of a recent date. We have also reviewed the organizational documents of the Company, including (i) the Fourth Amended and Restated Certificate of Incorporation of the Company, as amended to the date hereof (the "Certificate of Incorporation"), (ii) the Fourth Amended and Restated Bylaws of the Company, as amended to the date hereof (the "Bylaws"). We have also examined copies of (i) resolutions certified by the Secretary of the Company and adopted at a meeting of the Board of Directors of the Company held on April 29, 2026; and (ii) the duly certified results of the vote by the shareholders of the Company approving the adoption of the First Amendment to the Plan at the Company's Annual Meeting of Shareholders held on September 24, 2026. We have relied, as to these and other factual matters which affect our opinion, on the Certificate of the Secretary of the Company dated as of September 24, 2026.

We have assumed that (i) valid book-entry notations for the issuance of the Shares in uncertificated form will have been duly made in the share register of the Company, (ii) each award agreement setting forth the terms of each award granted pursuant to the Plan is consistent with the Plan and has been or will be duly authorized and validly executed and delivered by the parties thereto, and (iii) at the time of each issuance of Shares, there will be sufficient shares of Common Stock authorized for issuance under the Company's Certificate of Incorporation that have not otherwise been issued or reserved or committed for issuance, and (iv) the price per share paid for Shares issued pursuant to the Plan is not less than the par value of the Shares. As to factual matters material to the opinions set forth below we have relied, without investigation, upon the representations and statements of the Company in the Registration Statement and in such certificates of government officials and officers of the Company as we have deemed necessary for the purpose of the opinions expressed herein. We have also assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with the originals of all items submitted to us as copies.

Based upon the foregoing and subject to the qualifications and limitations stated herein, we are of the opinion that, when the Shares have been issued and delivered upon payment therefor in accordance with the Plan and any applicable award agreement, the Shares will be duly authorized, legally and validly issued, fully paid and non-assessable shares of capital stock of the Company.

This opinion is limited to matters governed by the General Corporation Law of the State of Delaware (the "Delaware Act"). We express no opinion as to either the applicability or effect of the laws of any other jurisdiction. This opinion letter is limited to the matters expressly stated herein and no opinion is to be inferred or implied beyond the opinion expressly set forth herein. This opinion letter is rendered as of the date hereof, and we undertake no, and hereby disclaim, any obligation to make any inquiry after the date hereof or to advise you of any facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, or under the rules and regulations of the Securities and Exchange Commission relating thereto.

Very truly yours,

/s/ Husch Blackwell LLP

Husch Blackwell LLP

Exhibit 23.1

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. 2024 Equity Incentive Plan, as amended of our reports dated February 23, 2026, 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, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Kansas City, Missouri
September 24, 2026

Calculation of Filing Fee Tables

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AMC ENTERTAINMENT HOLDINGS, INC.

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
1	Equity	Class A Common Stock	Other	5,080,447	$ 2.71	$ 13,768,011.37	0.0001381	$ 1,901.36
2	Equity	Class A Common Stock	Other	19,919,553	$ 2.91	$ 57,965,899.23	0.0001381	$ 8,005.09
				Total Offering Amounts:		$ 71,733,910.60		$ 9,906.45
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 9,906.45

Offering Note

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Note 1a. Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares of the Registrant's Class A Common Stock that may become issuable under the Registrant's 2024 Equity Incentive Plan, as amended, by reason of any stock split, stock distribution or similar transaction.

Note 1b. Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, based upon the average of the high and low prices of the Class A Common Stock on the New York Stock Exchange on September 18, 2026.

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Note 2a. Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act, based upon the closing price of the Class A Common Stock on the New York Stock Exchange on September 24, 2026, the date on which the Registrant's stockholders approved the Equity Plan Amendment.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
						Rule 457(p)						
Fee Offset Claims												
Fee Offset Sources												