SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] RAMSEY CRAIG R	2. Issuer Name **and** Ticker or Trading Symbol AMC ENTERTAINMENT HOLDINGS, INC. [AMC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2016	Director 10% Owner X Officer (give title below) Other (specify below) EVP & CFO
(Street) LEAWOOD KS 66211	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	01/05/2016		M		19,226[(1)]	A	$0	61,795	D	
CLASS A COMMON STOCK	01/05/2016		F		6,363[(2)]	D	$0	55,432	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
RESTRICTED STOCK UNIT[(1)]	$0	01/05/2016		C			19,226[(1)]	[(1)]	[(1)]	CLASS A COMMON STOCK	19,226	$0	0	D	

Explanation of Responses:

1. Shares of Class A Common Stock ("Stock") were delivered upon the vesting and settlement of 19,226 Restricted Stock Units ("RSU") pursuant to the terms of the RSU Award Agreement dated August 7, 2015 (the "Award"). Each RSU was convertible into one share of Stock upon vesting. The Award was granted to Mr. Ramsey as compensation for his service as the Company's Interim Chief Executive Officer and vested upon employment of a permanent Chief Executive Officer.

2. Of the 19,226 shares of Stock deliverable upon vesting of the RSUs, 6,363 were withheld to satisfy Mr. Ramsey's tax obligations arising from the vesting of the RSUs and delivery of the Stock.

/S/EDWIN F GLADBACH, ATTORNEY-IN-FACT	01/07/2016
** Signature of Reporting Person	Date