

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>COX CHRIS A</u>  (Last) (First) (Middle) <u>AMC ENTERTAINMENT HOLDINGS INC</u> <u>ONE AMC WAY, 11500 ASH STREET</u>  (Street) <u>LEAWOOD KS 66211</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMC ENTERTAINMENT HOLDINGS, INC. [ AMC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, CHIEF ACCOUNTING OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
<u>CLASS A COMMON STOCK<sup>(1)</sup></u>	<u>10/30/2020</u>		<u>M</u>		<u>66,668</u>	<u>A</u>	<u>\$0</u>	<u>87,635</u>	<u>D</u>	
<u>CLASS A COMMON STOCK<sup>(2)</sup></u>	<u>10/30/2020</u>		<u>F</u>		<u>29,568</u>	<u>D</u>	<u>\$0</u>	<u>58,067</u>	<u>D</u>	

**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
<u>Performance Stock Units<sup>(3)</sup></u>	<u>\$0</u>	<u>10/30/2020</u>		<u>C</u>			<u>66,668</u>	<u>(4)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>66,668</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Performance Stock Units<sup>(3)</sup></u>	<u>\$0</u>	<u>10/30/2020</u>		<u>J<sup>(5)</sup></u>			<u>16,666</u>	<u>(5)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>16,666</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Performance Stock Units<sup>(3)</sup></u>	<u>\$0</u>	<u>10/30/2020</u>		<u>J<sup>(5)</sup></u>			<u>16,666</u>	<u>(5)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>16,666</u>	<u>\$0</u>	<u>16,666</u>	<u>D</u>	
<u>Performance Stock Units<sup>(3)</sup></u>	<u>\$0</u>	<u>10/30/2020</u>		<u>J<sup>(6)</sup></u>			<u>16,666</u>	<u>(6)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>16,666</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Performance Stock Units<sup>(3)</sup></u>	<u>\$0</u>	<u>10/30/2020</u>		<u>J<sup>(6)</sup></u>			<u>16,666</u>	<u>(6)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>16,666</u>	<u>\$0</u>	<u>16,666</u>	<u>D</u>	

**Explanation of Responses:**

- Shares of the Issuer's Class A Common Stock ("Stock") were delivered upon the vesting and settlement of certain performance stock units ("PSU") granted to the Reporting Person as further described in notes 3 and 4 below.
- Shares of Stock otherwise deliverable were withheld to satisfy the Reporting Person's tax obligations arising from the PSU vesting and Stock delivery events described in note 1 above and note 4 below.
- Each PSU represents the right to receive one share of Stock upon vesting. The PSUs were originally granted pursuant to the Issuer's 2013 Equity Incentive Plan ("EIP") on February 26, 2020, with an expiration date of February 26, 2030.
- The PSUs were scheduled to vest upon attainment of 20-day volume weighted average closing prices ("VWAP") for the Stock ranging from \$12 to \$24. On October 30, 2020, the Issuer's Board of Directors modified the PSUs to provide for immediate vesting, subject to a one year holding requirement.
- The PSUs were scheduled to vest upon attainment of a 20-day VWAP of \$28 for the Stock. On October 30, 2020, the Issuer's Board of Directors modified the PSUs to change the vesting VWAP to \$4.
- The PSUs were scheduled to vest upon attainment of a 20-day VWAP of \$32 for the Stock. On October 30, 2020, the Issuer's Board of Directors modified the PSUs to change the vesting VWAP to \$8.

/s/ Edwin F. Gladbach, Attorney-in-Fact 11/03/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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