

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>RAMSEY CRAIG R</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. [</u> <u>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>EVP, CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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</u>	<u>02/24/2016</u>		<u>M</u>		<u>921⁽²⁾</u>	<u>A</u>	<u>\$0</u>	<u>56,353</u>	<u>D</u>	
<u>CLASS A COMMON STOCK</u>	<u>02/24/2016</u>		<u>F</u>		<u>921⁽³⁾</u>	<u>D</u>	<u>\$0</u>	<u>55,432</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	Amount or Number of Shares				
<u>RESTRICTED STOCK UNITS⁽¹⁾</u>	<u>\$0</u>	<u>02/24/2016</u>		<u>A</u>		<u>12,933</u>		<u>03/06/2018</u>	<u>(1)</u>	<u>CLASS A COMMON STOCK</u>	<u>12,933</u>	<u>\$0</u>	<u>12,933</u>	<u>D</u>	
<u>RESTRICTED STOCK UNITS⁽¹⁾</u>	<u>\$0</u>	<u>02/24/2016</u>		<u>C</u>		<u>921⁽²⁾</u>		<u>03/06/2018</u>	<u>(1)</u>	<u>CLASS A COMMON STOCK</u>	<u>921</u>	<u>\$0</u>	<u>12,012</u>	<u>D</u>	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock within 30 days following the third anniversary of the grant date. The RSUs were granted on March 6, 2015, subject to performance based vesting conditions. On February 24, 2016, the Compensation Committee of the Issuer certified achievement of the performance goals and approved the vesting of the RSUs.
- Represents accelerated conversion of RSUs and delivery of shares to cover the FICA tax withholding obligations resulting from RSU vesting along with the income tax withholding obligations resulting from the accelerated delivery of shares.
- Represents the shares withheld to cover the tax withholding obligations described in footnote 2.

/s/ Edwin F. Gladbach, Attorney- 02/26/2016
In-Fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.