

**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>MCDONALD JOHN D</u>  (Last) (First) (Middle) <u>C/O 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>EVP, US OPERATIONS</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2021</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			
CLASS A COMMON STOCK <sup>(1)</sup>	11/01/2021		M		70,000	A	\$0	163,739	D	
CLASS A COMMON STOCK <sup>(2)</sup>	11/01/2021		F		31,536	D	\$0	132,203	D	
CLASS A COMMON STOCK <sup>(3)</sup>	11/01/2021		S		50,000	D	\$35.58	82,203 <sup>(4)</sup>	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					
PERFORMANCE STOCK UNITS <sup>(5)</sup>	\$0	11/01/2021		C			35,000	(6)	(5)	CLASS A COMMON STOCK	\$0	0	D	
PERFORMANCE STOCK UNITS <sup>(5)</sup>	\$0	11/01/2021		C			35,000	(7)	(5)	CLASS A COMMON STOCK	\$0	0	D	

**Explanation of Responses:**

- Shares of Issuer's Class A Common Stock ("Shares") were issued upon the vesting of certain performance stock units ("PSUs") granted to the Reporting Person pursuant to the Issuer's 2013 Equity Incentive Plan ("EIP").
- Shares were withheld to satisfy the Reporting Person's tax obligations arising from the PSU vesting.
- The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person more than 30 days prior to the transaction.
- Does not include Shares issuable upon future vesting of equity grants, including 150,661 Shares issuable based upon continued service and 187,910 Shares issuable upon attainment of performance goals at target, which, when combined with the ownership reported above, would represent a total of 420,774 Shares.
- Each PSU represents the right to receive one Share upon vesting. The PSUs were originally granted on February 26, 2020, and subsequently modified on October 30, 2020, with an expiration date of February 26, 2030.
- The PSUs vested upon attainment of a 20-day volume weighted average closing price ("VWAP") of \$4 and the Reporting Person's continued employment through October 30, 2021.
- The PSUs vested upon attainment of a VWAP of \$8 and the Reporting Person's continued employment through October 30, 2021.

/S/EDWIN F GLADBACH,  
ATTORNEY-IN-FACT

11/03/2021

\*\* 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.