

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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

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

1. Name and Address of Reporting Person* <u>HAMLISCH ELIOT R</u>  (Last) (First) (Middle) <u>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/APE ]</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, CHIEF MARKETING OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2022</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			

**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					
Restricted Stock Units <sup>(2)</sup>	\$0	08/19/2022		A <sup>(3)</sup>	V	22,139		(2)	(2)	AMC Preferred Equity Units <sup>(1)</sup>	\$0	22,139 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Each AMC Preferred Equity Unit ("APEU") is a depository share and represents an interest in one one-hundredth (1/100th) of a share of the Issuer's Series A Convertible Participating Preferred Stock. Each APEU is designed to have the same economic and voting rights as a share of the Issuer's Class A Common Stock ("Common Stock") and trades on the NYSE under the symbol "APE". Each APEU is automatically convertible into one (1) share of Common Stock upon an approval by the Issuer's stockholders to authorize sufficient additional shares of Common Stock to permit the conversion of the then-outstanding APEUs. The APEUs have no expiration date. The APEUs were originally distributed as a dividend on outstanding Common Stock with each holder receiving one (1) APEU for each share of Common Stock held (the "Dividend").
- Each restricted stock unit ("RSU") represents the right to receive one APEU within 30 days following vesting. The RSUs were originally granted under the Issuer's 2013 Equity Incentive Plan ("EIP") on March 7, 2022, and one-third (1/3) of the total grant will vest in each of January 2023, 2024, and 2025, subject to continued employment.
- The Compensation Committee of the Board of Directors of the Issuer approved an equitable adjustment of awards outstanding under the EIP effective August 19, 2022, in connection with the Dividend. As a result, each previously reported RSU award was modified to provide for issuance of one (1) APEU in addition to one (1) share of Common Stock upon vesting.
- Does not include APEUs and Common Stock issuable upon future vesting of equity grants, including 22,139 shares of Common Stock issuable based upon continued service and 22,139 shares of Common Stock and 22,139 APEUs issuable upon attainment of performance goals at target, which, when combined with the ownership reported above, would represent a total of 88,556 equity interests.

/s/ Edwin F Gladbach, Attorney-in-Fact 08/23/2022

\*\* 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.