

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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>Goodman Sean D.</u>  (Last) (First) (Middle) 11500 ASH STREET  (Street) LEAWOOD KS 66211  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AMC ENTERTAINMENT HOLDINGS, INC. [ AMC/APE ]	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) EVP, CFO & TREASURER
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2023	
	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			
Class A Common Stock <sup>(1)</sup>	02/23/2023		A		36,856	A	\$0	41,276	D	
Class A Common Stock <sup>(2)</sup>	02/23/2023		A		196,400	A	\$0	237,676	D	
Class A Common Stock <sup>(3)</sup>	02/23/2023		F		105,085	D	\$0	132,591 <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	Title	Amount or Number of Shares				
AMC Preferred Equity Units <sup>(1)</sup> (5)	\$0	02/23/2023		A		36,856		(5)	(5)	Class A Common Stock	36,856	\$0	41,276	D	
AMC Preferred Equity Units <sup>(2)</sup> (5)	\$0	02/23/2023		A		196,400		(5)	(5)	Class A Common Stock	196,400	\$0	237,676	D	
AMC Preferred Equity Units <sup>(3)</sup> (5)	\$0	02/23/2023		F		105,085		(5)	(5)	Class A Common Stock	105,085	\$0	132,591	D	
Restricted Stock Units <sup>(6)</sup>	\$0	02/23/2023		A		110,199		(6)	(6)	Class A Common Stock	110,199	\$0	110,199	D	
Restricted Stock Units <sup>(7)</sup>	\$0	02/23/2023		A		197,975		(7)	(7)	AMC Preferred Equity Units <sup>(5)</sup>	197,975	\$0	197,975	D	

**Explanation of Responses:**

- Shares of the Issuer's class A common stock ("Common Shares") and preferred equity units ("APEUs") were issued upon the vesting of certain Performance Stock Units ("PSUs") granted to the Reporting Person under the Issuer's 2013 Equity Incentive Plan ("EIP") pursuant to award agreements dated February 28, 2020, March 15, 2021, and March 2, 2022. The PSUs were granted subject to performance and service based vesting conditions. The PSUs vested based upon attainment of performance goals as certified by the Issuer's Compensation Committee of the Board of Directors (the "Committee") and the Reporting Person's continued employment.
- Common Shares and APEUs were granted under the EIP by the Committee in lieu of vesting of certain PSUs that failed to achieve performance goals for reasons outside the control of the Issuer or its management.
- Common Shares and APEUs otherwise issuable were withheld to satisfy tax obligations arising from the vesting events described in notes 1 and 2 above.
- Does not include 132,591 outstanding APEUs or Common Shares and APEUs issuable upon future vesting of equity grants, including 215,484 Common Shares and 303,260 APEUs issuable based upon continued service and 215,486 Common Shares and 303,262 APEUs issuable upon attainment of performance goals at target, which, when combined with the ownership reported above, would represent a total of 1,302,674 equity interests.
- Each 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 Common Share and trades on the NYSE under the symbol "APE". Each APEU is automatically convertible into one (1) Common Share upon an approval by the Issuer's stockholders to authorize sufficient additional Common Shares to permit the conversion of the then-outstanding APEUs. The APEUs have no expiration date.
- Each restricted stock unit ("RSU") represents the right to receive one (1) Common Share within 30 days following vesting. The RSUs were granted under the EIP by the Committee and one-third (1/3) of the total grant will vest in each of January 2024, 2025 and 2026, subject to continued employment.
- Each restricted stock unit ("RSU") represents the right to receive one (1) APEU within 30 days following vesting. The RSUs were granted under the EIP by the Committee and one-third (1/3) of the total grant will vest in each of January 2024, 2025 and 2026, subject to continued employment.

/s/Edwin F Gladbach, Attorney-in-Fact 02/27/2023

\*\* 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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