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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 1, 2024**

**AMC ENTERTAINMENT HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-33892**  
(Commission File Number)

**26-0303916**  
(I.R.S. Employer Identification  
Number)

**One AMC Way**  
**11500 Ash Street, Leawood, KS 66211**  
(Address of Principal Executive Offices, including Zip Code)

**(913) 213-2000**  
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock	AMC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Effective March 1, 2024, the Board of Directors (the “Board”) of AMC Entertainment Holdings, Inc. (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee, fixed the number of directors constituting the Board at 10 directors and elected Sonia Jain as a Class III director to serve until the Company’s 2026 Annual Meeting of Stockholders.

The Board has affirmatively determined that Ms. Jain qualifies as an “independent director” under the New York Stock Exchange listing requirements and meets the heightened standards of independence for audit committee membership under the applicable rules of Securities and Exchange Commission (the “SEC”). The Board has also determined that Ms. Jain qualifies as an “audit committee financial expert” under the criteria set forth in Item 407(d)(5) of Regulation S-K. The Board appointed Ms. Jain to serve on the Audit Committee of the Board.

Ms. Jain will receive the standard compensation for non-employee directors, as described in the section entitled “Non-Employee Director Compensation” in the Company’s proxy statement filed with the SEC on September 29, 2023. In addition, Ms. Jain has an indemnification agreement with the Company pursuant to which the Company will indemnify her from certain liabilities that may arise by reason of her status as a director and to advance certain expenses incurred by her. The form of indemnification agreement was filed as Exhibit 10.26 to the Company’s Form S-1 Registration Statement, filed with the SEC on November 22, 2013, as amended, and the terms of the indemnification agreement are incorporated herein by reference.

There are no arrangements or understandings between Ms. Jain and any other persons pursuant to which she was selected to be a director of the Company. There are no transactions between Ms. Jain, on the one hand, and the Company on the other, that would be required to be reported under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 7.01. Regulation FD Disclosure.**

On March 1, 2024, the Company issued a press release announcing the election of Ms. Jain to the Board.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press release of AMC Entertainment Holdings, Inc. dated March 1, 2024.
104	Cover Page Interactive Data File – (embedded with the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMC ENTERTAINMENT HOLDINGS, INC.

Date: March 1, 2024

By: /s/ Kevin M. Connor  
Name: Kevin M. Connor  
Title: Senior Vice President, General Counsel  
and Secretary



**MEDIA CONTACTS:**  
Ryan Noonan, (913) 213-2183  
rnoonan@amctheatres.com

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**FOR IMMEDIATE RELEASE**

**AMC ENTERTAINMENT HOLDINGS, INC. BOARD OF DIRECTORS ELECTS  
SONIA JAIN TO SERVE AS A DIRECTOR OF THE COMPANY,  
EFFECTIVE MARCH 1, 2024**

*Sonia Jain will serve as a Class III director of the Company with a term expiring at the Company's 2026 Annual Meeting of Stockholders*

**LEAWOOD, KANSAS - (March 1, 2024)** – AMC Entertainment Holdings, Inc., (NYSE:AMC), the largest theatrical exhibitor in the United States and in the world, today announced that the Company's Board of Directors has elected Sonia Jain to the AMC Board of Directors, effective March 1, 2024.

Jain will serve as a Class III director of the Company with a term expiring at the Company's 2026 Annual Meeting of Stockholders, and at that meeting will stand for re-election thereafter. She will serve as a Member of the Audit Committee.

Jain brings to the Board extensive financial and accounting experience, including as a chief financial officer (CFO) of a publicly traded company. Jain currently serves as CFO of Cars.com Inc., where she has worked since October 2022, and a position she also held from July 2020 to April 2022. She served as CFO of Convoy Inc. from April 2022 to September 2022. Prior to her initial tenure at Cars.com Inc., Jain served as CFO of Redbox Automated Retail LLC from September 2016 to June 2020.

Jain holds a B.S. in Electrical Engineering from Princeton University, an M.S. in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology, and an M.B.A. from Harvard Business School.

AMC Chairman of the Board and CEO Adam Aron commented:

"It's a privilege to welcome Sonia Jain as a new Director on AMC's Board. She brings a long-standing tenure of success as a CFO, and her financial acumen and leadership will be valuable assets to our Company, our guests, and our shareholders."

**The full AMC Entertainment Holdings, Inc. Board of Directors will now include:**

Adam M. Aron – Chairman of the Board and CEO; former CEO of each of Starwood Hotels and Resorts Worldwide Inc., the NBA's Philadelphia 76ers, Vail Resorts and Norwegian Cruise Line, as well as having been the chief marketing officer of both United Airlines and Hyatt Hotels & Resorts

Denise "Dee" Clark – Global information technology executive who has led technical groups for a variety of consumer giants including Estée Lauder, Hasbro, Mattel, Warner Music, MCI Systemhouse and Apple Computer

Sonia Jain – CFO of Cars.com, former CFO of Redbox Automated Retail LLC

Howard W. 'Hawk' Koch, Jr. – Movie producer, principal at The Koch Company, former president of the Academy of Motion Picture Arts and Sciences and the Producers Guild of America

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Philip Lader - Senior Advisor to Morgan Stanley Institutional Securities; formerly served as the U.S. Ambassador to the Court of St. James's, Administrator of the U.S. Small Business Administration, White House Deputy Chief of Staff, Assistant to the President and Deputy Director of the U.S. Office of Management & Budget. Also former Chairman of WPP plc

Gary F. Locke – Trade consultant and owner of Locke Global Strategies; formerly served as Governor of Washington, U.S. Secretary of Commerce, and the U.S. Ambassador to the People's Republic of China

Kathleen M. Pawlus – Retired partner of Ernst and Young, LLP having served as the Chief Financial Officer and Chief Operating Officer of its Global Assurance practice

Keri Putnam – Producer, consultant, and executive with decades of experience in leadership roles in commercial film & television, and nonprofit arts. Formerly CEO of Sundance Institute and President of Production at Miramax films

Anthony J. Saich – Director of the Ash Center for Democratic Governance and Innovation as well as Daewoo Professor of International Affairs at Harvard University's Kennedy School of Government

Adam J. Sussman – President of Epic Games; formerly Chief Digital Officer of Nike, Inc

**About AMC Entertainment Holdings, Inc.**

AMC is the largest movie exhibition company in the United States, the largest in Europe and the largest throughout the world with approximately 900 theatres and 10,000 screens across the globe. AMC has propelled innovation in the exhibition industry by: deploying its Signature power-recliner seats; delivering enhanced food and beverage choices; generating greater guest engagement through its loyalty and subscription programs, website, and mobile apps; offering premium large format experiences and playing a wide variety of content including the latest Hollywood releases and independent programming. In addition, in 2023 AMC launched AMC Theatres Distribution with the highly successful releases of TAYLOR SWIFT | THE ERAS TOUR and RENAISSANCE: A FILM BY BEYONCÉ. AMC Theatres Distribution expects to release more concert films with the world's leading musical artists in the years ahead. For more information, visit [www.amctheatres.com/](http://www.amctheatres.com/).

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Source: AMC Entertainment Holdings

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