

**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>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 ]	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 AND CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2020	
	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 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			

**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>(1)</sup>	\$0	02/26/2020		A		50,000		(2)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(1)</sup>	\$0	02/26/2020		A		50,000		(3)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(1)</sup>	\$0	02/26/2020		A		50,000		(4)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(1)</sup>	\$0	02/26/2020		A		50,000		(5)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(1)</sup>	\$0	02/26/2020		A		50,000		(6)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(1)</sup>	\$0	02/26/2020		A		50,000		(7)	(1)	CLASS A COMMON STOCK	\$0	50,000	D	
PERFORMANCE STOCK UNITS <sup>(8)</sup>	\$0	02/26/2020		J <sup>(8)</sup>		75,000		(9)	(8)	CLASS A COMMON STOCK	\$0	0	D	
PERFORMANCE STOCK UNITS <sup>(8)</sup>	\$0	02/26/2020		J <sup>(8)</sup>		75,000		(10)	(8)	CLASS A COMMON STOCK	\$0	0	D	
PERFORMANCE STOCK UNITS <sup>(8)</sup>	\$0	02/26/2020		J <sup>(8)</sup>		75,000		(11)	(8)	CLASS A COMMON STOCK	\$0	0	D	
PERFORMANCE STOCK UNITS <sup>(8)</sup>	\$0	02/26/2020		J <sup>(8)</sup>		75,000		(12)	(8)	CLASS A COMMON STOCK	\$0	0	D	

**Explanation of Responses:**

- Each performance stock unit ("PSU") represents the right to receive one share of Class A Common Stock within 30 days following vesting. The PSUs were approved by the Issuer's board of directors on February 26, 2020, and will expire on February 26, 2030, unless earlier vested. The grant was made pursuant to the AMC Entertainment Holdings, Inc. 2013 Equity Incentive Plan ("EIP") For additional information on the PSUs, please see the Issuer's Current Report on Form 8-K filed with the SEC on March 3, 2020.
- The PSUs will vest upon attainment of a 20-day volume weighted average closing price ("VWAP") of \$12 for the Issuer's Class A Common Stock.
- The PSUs will vest upon attainment of a 20-day VWAP of \$16 for the Issuer's Class A Common Stock.
- The PSUs will vest upon attainment of a 20-day VWAP of \$20 for the Issuer's Class A Common Stock.
- The PSUs will vest upon attainment of a 20-day VWAP of \$24 for the Issuer's Class A Common Stock.
- The PSUs will vest upon attainment of a 20-day VWAP of \$28 for the Issuer's Class A Common Stock.
- The PSUs will vest upon attainment of a 20-day VWAP of \$32 for the Issuer's Class A Common Stock.
- This transaction represents the cancellation of PSUs previously awarded to the Reporting Person in exchange for the replacement PSU grants described above. Each PSU represented the right to receive one share of Class A Common Stock within 30 days following vesting. The PSUs were granted on December 2, 2019, and were to expire on December 2, 2029, unless earlier vested. The grant was made pursuant to the EIP.
- The PSUs were to vest upon attainment of a 20-day VWAP of \$15 for the Issuer's Class A Common Stock.
- The PSUs were to vest upon attainment of a 20-day VWAP of \$20 for the Issuer's Class A Common Stock.
- The PSUs were to vest upon attainment of a 20-day VWAP of \$25 for the Issuer's Class A Common Stock.
- The PSUs were to vest upon attainment of a 20-day VWAP of \$30 for the Issuer's Class A Common Stock.

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

03/27/2020

\*\* 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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