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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/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 |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023 | |
| | 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 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 ⁽¹⁾⁽²⁾⁽³⁾ | 01/03/2023 | | M | | 116,627 | A | \$0 | 139,364 | D | |
| Class A Common Stock ⁽⁴⁾ | 01/03/2023 | | F | | 54,194 | D | \$0 | 85,170 ⁽⁵⁾ | 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 | | | | |
| Restricted Stock Units ⁽¹⁾ | \$0 | 01/03/2023 | | C | | | 30,232 | (1) | (1) | Class A Common Stock | 30,232 | \$0 | 0 | D | |
| Restricted Stock Units ⁽²⁾ | \$0 | 01/03/2023 | | C | | | 67,510 | (2) | (2) | Class A Common Stock | 67,510 | \$0 | 67,512 | D | |
| Restricted Stock Units ⁽³⁾ | \$0 | 01/03/2023 | | C | | | 18,885 | (3) | (3) | Class A Common Stock | 18,885 | \$0 | 37,773 | D | |
| Restricted Stock Units ⁽¹⁾ | \$0 | 01/03/2023 | | C | | | 30,232 | (1) | (1) | AMC Preferred Equity Units ⁽⁶⁾ | 30,232 | \$0 | 0 | D | |
| Restricted Stock Units ⁽²⁾ | \$0 | 01/03/2023 | | C | | | 67,510 | (2) | (2) | AMC Preferred Equity Units ⁽⁶⁾ | 67,510 | \$0 | 67,512 | D | |
| Restricted Stock Units ⁽³⁾ | \$0 | 01/03/2023 | | C | | | 18,885 | (3) | (3) | AMC Preferred Equity Units ⁽⁶⁾ | 18,885 | \$0 | 37,773 | D | |
| AMC Preferred Equity Units ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾ | \$0 | 01/03/2023 | | M | | | 116,627 | (6) | (6) | Class A Common Stock | 116,627 | \$0 | 139,364 | D | |
| AMC Preferred Equity Units ⁽⁴⁾⁽⁶⁾ | \$0 | 01/03/2023 | | F | | | 52,542 | (6) | (6) | Class A Common Stock | 52,542 | \$0 | 86,822 | D | |

Explanation of Responses:

- Shares of Issuer's Class A Common Stock ("Common Shares") and units of Issuer's AMC Preferred Equity Units ("APEUs") were issued upon the vesting of certain Restricted Stock Units ("RSUs") granted on February 8, 2020, under the Issuer's 2013 Equity Incentive Plan ("EIP"). Each RSU represents the right to receive one Common Share and one APEU upon vesting. One-third of the total grant vested on January 3, 2023, based upon the Reporting Person's continued employment.
- Common Shares and APEUs were issued upon the vesting of certain RSUs granted on March 15, 2021, under the EIP. Each RSU represents the right to receive one Common Share and one APEU upon vesting. One-third of the total grant vested on January 3, 2023, based upon the Reporting Person's continued employment.
- Common Shares and APEUs were issued upon the vesting of certain RSUs granted on March 2, 2022, under the EIP. Each RSU represents the right to receive one Common Share and one APEU upon vesting. One-third of the total grant vested on January 3, 2023, based upon the Reporting Person's continued employment.
- Common Shares and APEUs otherwise issuable were withheld to satisfy the Reporting Person's tax obligations arising from the RSU vesting events described in notes 1-3 above.
- Does not include 86,822 outstanding APEUs or Common Shares and APEUs issuable upon future vesting of equity grants, including 105,285 Common Shares and 105,285 APEUs issuable based upon continued service and 221,915 Common Shares and 221,915 APEUs issuable upon attainment of performance goals at target, which, when combined with the ownership reported above, would represent a total of 826,392 equity interests.
- Each APEU is a depositary 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.

/s/Edwin F Gladbach, Attorney-in-Fact 01/05/2023

** Signature of Reporting Person

Date

* 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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