UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-33892

AMC ENTERTAINMENT HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**26-0303916** (I.R.S. Employer Identification No.)
One AMC Way **11500 Ash Street, Leawood, KS** (Address of principal executive offices)	**66211** (Zip Code)

Registrant's telephone number, including area code: **(913) 213-2000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of each class of common stock	Number of shares outstanding as of October 24, 2016
Class A common stock	21,613,532
Class B common stock	75,826,927

AMC ENTERTAINMENT HOLDINGS, INC.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements. (Unaudited)

AMC ENTERTAINMENT HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
	(unaudited)		(unaudited)	
Revenues				
Admissions	$ 496,729	$ 441,262	$ 1,460,537	$ 1,393,338
Food and beverage	248,889	216,764	736,587	667,804
Other theatre	34,153	30,814	112,626	101,901
Total revenues	779,771	688,840	2,309,750	2,163,043
Operating costs and expenses				
Film exhibition costs	259,069	233,390	784,363	751,894
Food and beverage costs	33,949	31,080	102,014	95,395
Operating expense	211,554	195,505	613,893	588,177
Rent	121,904	115,861	369,307	348,804
General and administrative:				
Merger, acquisition and transaction costs	4,961	751	15,113	2,590
Other	19,785	18,706	58,935	41,384
Depreciation and amortization	63,025	58,008	185,746	173,034
Operating costs and expenses	714,247	653,301	2,129,371	2,001,278
Operating income	65,524	35,539	180,379	161,765
Other expense (income):				
Other expense (income)	79	—	(5)	9,273
Interest expense:				
Corporate borrowings	24,679	22,682	74,434	73,478
Capital and financing lease obligations	2,099	2,286	6,441	6,990
Equity in earnings of non-consolidated entities	(12,030)	(10,850)	(28,143)	(21,536)
Investment expense (income)	176	163	(9,602)	(5,039)
Total other expense	15,003	14,281	43,125	63,166
Earnings before income taxes	50,521	21,258	137,254	98,599
Income tax provision	20,085	9,080	54,560	36,360
Net earnings	$ 30,436	$ 12,178	$ 82,694	$ 62,239
Earnings per share:				
Basic	$ 0.31	$ 0.12	$ 0.84	$ 0.64
Diluted	$ 0.31	$ 0.12	$ 0.84	$ 0.63
Average shares outstanding:				
Basic	98,194	97,978	98,196	97,959
Diluted	98,284	98,073	98,211	98,024
Dividends declared per basic and diluted common share	$ 0.20	$ 0.20	$ 0.60	$ 0.60

See Notes to Consolidated Financial Statements.

AMC ENTERTAINMENT HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
	(unaudited)		(Unaudited)	
Net earnings	$ 30,436	$ 12,178	$ 82,694	$ 62,239
Unrealized foreign currency translation adjustment, net of tax	160	700	766	981
Pension and other benefit adjustments:				
Net loss arising during the period, net of tax	—	—	—	(45)
Prior service credit arising during the period, net of tax	—	—	—	746
Amortization of net (gain) loss reclassified into general and administrative: other, net of tax	5	7	13	(1,686)
Amortization of prior service credit reclassified into general and administrative: other, net of tax	—	—	—	(1,762)
Curtailment gain reclassified into general and administrative: other, net of tax	—	—	—	(7,239)
Settlement gain reclassified into general and administrative: other, net of tax	—	—	—	(175)
Marketable securities:				
Unrealized net holding gain (loss) arising during the period, net of tax	144	(2,311)	557	(1,868)
Realized net (gain) loss reclassified into investment income, net of tax	(1)	(5)	(1,783)	(154)
Equity method investees' cash flow hedge:				
Unrealized net holding gain arising during the period, net of tax	80	(465)	(562)	(847)
Realized net loss reclassified into equity in earnings of non-consolidated entities, net of tax	86	112	275	351
Other comprehensive income (loss)	474	(1,962)	(734)	(11,698)
Total comprehensive income	$ 30,910	$ 10,216	$ 81,960	$ 50,541

See Notes to Consolidated Financial Statements.

AMC ENTERTAINMENT HOLDINGS, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	September 30, 2016 (unaudited)	December 31, 2015
ASSETS		
Current assets:		
Cash and equivalents	$ 46,312	$ 211,250
Receivables, net	57,741	105,509
Other current assets	91,574	97,608
Total current assets	195,627	414,367
Property, net	1,537,951	1,401,928
Intangible assets, net	231,179	237,376
Goodwill	2,410,713	2,406,691
Deferred tax asset	75,557	126,198
Other long-term assets	518,229	501,757
Total assets	$ 4,969,256	$ 5,088,317
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 261,447	$ 313,025
Accrued expenses and other liabilities	151,573	158,664
Deferred revenues and income	162,737	221,679
Current maturities of corporate borrowings and capital and financing lease obligations	19,400	18,786
Total current liabilities	595,157	712,154
Corporate borrowings	1,843,339	1,902,598
Capital and financing lease obligations	86,289	93,273
Exhibitor services agreement	363,833	377,599
Other long-term liabilities	513,857	462,626
Total liabilities	3,402,475	3,548,250
Commitments and contingencies		
Class A common stock (temporary equity) ($.01 par value, 140,014 shares issued and 103,245 shares outstanding as of September 30, 2016; 167,211 shares issued and 130,442 shares outstanding as of December 31, 2015)	1,080	1,364
Stockholders' equity:		
Class A common stock ($.01 par value, 524,173,073 shares authorized; 21,510,287 shares issued and outstanding as of September 30, 2016; 21,445,090 shares issued and outstanding as of December 31, 2015)	215	214
Class B common stock ($.01 par value, 75,826,927 shares authorized; 75,826,927 shares issued and outstanding as of September 30, 2016 and December 31, 2015)	758	758
Additional paid-in capital	1,187,244	1,182,923
Treasury stock (36,769 shares as of September 30, 2016 and December 31, 2015, at cost)	(680)	(680)
Accumulated other comprehensive income	2,070	2,804
Accumulated earnings	376,094	352,684
Total stockholders' equity	1,565,701	1,538,703
Total liabilities and stockholders' equity	$ 4,969,256	$ 5,088,317

See Notes to Consolidated Financial Statements.

AMC ENTERTAINMENT HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
	(unaudited)	
Cash flows from operating activities:		
Net earnings	$ 82,694	$ 62,239
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	185,746	173,034
Amortization of net premium on corporate borrowings	174	674
Deferred income taxes	45,636	17,671
Theatre and other closure expense	3,576	3,911
Loss (gain) on dispositions	(2,658)	281
Stock-based compensation	4,509	9,377
Equity in earnings and losses from non-consolidated entities, net of distributions	(13,689)	(2,561)
Landlord contributions	77,348	43,224
Deferred rent	(23,452)	(18,272)
Net periodic benefit credit	597	(18,089)
Change in assets and liabilities, excluding acquisitions:		
Receivables	51,723	52,532
Other assets	303	205
Accounts payable	(116,950)	(69,844)
Accrued expenses and other liabilities	(87,227)	(42,277)
Other, net	3,004	(2,880)
Net cash provided by operating activities	211,334	209,225
Cash flows from investing activities:		
Capital expenditures	(256,599)	(215,574)
Acquisition of Starplex Cinemas, net of cash acquired	681	—
Investments in non-consolidated entities, net	(10,480)	(958)
Proceeds from disposition of long-term assets	19,365	604
Other, net	(1,252)	(1,158)
Net cash used in investing activities	(248,285)	(217,086)
Cash flows from financing activities:		
Proceeds from issuance of Senior Subordinated Notes due 2025	—	600,000
Payments under revolver credit facility, net of borrowings	(55,000)	—
Repurchase of Senior Subordinated Notes due 2020	—	(626,114)
Cash used to pay dividends	(59,081)	(59,012)
Deferred financing costs	(821)	(11,978)
Principal payments under capital and financing lease obligations	(6,370)	(5,811)
Principal payments under Term Loan	(6,605)	(5,813)
Principal amount of coupon payment under Senior Subordinated Notes due 2020	—	(3,357)
Net cash used in financing activities	(127,877)	(112,085)
Effect of exchange rate changes on cash and equivalents	(110)	(321)
Net decrease in cash and equivalents	(164,938)	(120,267)
Cash and equivalents at beginning of period	211,250	218,206
Cash and equivalents at end of period	$ 46,312	$ 97,939
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest (net of amounts capitalized of $142 and $122)	$ 67,873	$ 76,301
Income taxes paid (refunded), net	4,592	(1,028)
Schedule of non-cash operating and investing activities:		
Investment in NCM (See Note 3-Investments)	$ —	$ 6,812

See Notes to Consolidated Financial Statements.

AMC ENTERTAINMENT HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2016

(Unaudited)

NOTE 1—BASIS OF PRESENTATION

AMC Entertainment Holdings, Inc. ("Holdings"), through its direct and indirect subsidiaries, including American Multi-Cinema, Inc. and its subsidiaries, (collectively with Holdings, unless the context otherwise requires, the "Company" or "AMC"), is principally involved in the theatrical exhibition business and owns, operates or has interests in theatres primarily located in the United States. Holdings is an indirect subsidiary of Dalian Wanda Group Co., Ltd. ("Wanda"), a Chinese private conglomerate.

On March 31, 2016, AMC Entertainment Inc. ("AMCE") merged with and into Holdings, its direct parent company. In connection with the merger, Holdings assumed all of the obligations of AMCE pursuant to the indentures to the 5.875% Senior Subordinated Notes due 2022 ("Notes due 2022"), the 5.75% Senior Subordinated Notes due 2025 ("Notes due 2025") and the Credit Agreement, dated as of April 30, 2013 (as subsequently amended).

As of September 30, 2016, Wanda owned approximately 77.82% of Holdings' outstanding common stock and 91.32% of the combined voting power of Holdings' outstanding common stock and has the power to control Holdings' affairs and policies, including with respect to the election of directors (and, through the election of directors, the appointment of management), entering into mergers, sales of substantially all of the Company's assets and other extraordinary transactions.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions are used for, but not limited to: (1) Impairments, (2) Film exhibition costs, (3) Income and operating taxes, (4) Theatre and other closure expense, and (5) Gift card and exchange ticket income. Actual results could differ from those estimates.

Principles of Consolidation: The accompanying unaudited consolidated financial statements include the accounts of Holdings and all subsidiaries, as discussed above, and should be read in conjunction with the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2015. The accompanying consolidated balance sheet as of December 31, 2015, which was derived from audited financial statements, and the unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by the accounting principles generally accepted in the United States of America for complete consolidated financial statements. In the opinion of management, these interim financial statements reflect all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the Company's financial position and results of operations. All significant intercompany balances and transactions have been eliminated in consolidation. There are no noncontrolling (minority) interests in the Company's consolidated subsidiaries; consequently, all of its stockholders' equity, net earnings and total comprehensive income for the periods presented are attributable to controlling interests. Due to the seasonal nature of the Company's business, results for the nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the twelve months ending December 31, 2016. The Company manages its business under one reportable segment called Theatrical Exhibition.

Other Expense (income): The following table sets forth the components of other expense:

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Loss on redemption of 9.75% Senior Subordinated Notes due 2020	$ —	$ —	$ —	$ 9,273
Other	79	—	(5)	—
Other expense (income)	$ 79	$ —	$ (5)	$ 9,273

Changes in Accounting Principles: The Company adopted the provisions of Accounting Standards Update ("ASU") No. 2015-03 and 2015-15, Interest-Imputation of Interest (Subtopic 835-30) as of the beginning of 2016 on a retrospective basis. As a result of the adoption of ASU No. 2015-03 and ASU No. 2015-15, the Company reclassified $21,768,000 of debt issuance costs for its term loan and senior subordinated notes from other long-term assets to corporate borrowings in the Consolidated Balance Sheet as of December 31, 2015. The Company continues to defer and present its debt issuance costs related to its line-of-credit arrangement as an asset regardless of whether there are any outstanding borrowings on the line-of-credit arrangement as provided in ASU No. 2015-15.

During the nine months ended September 30, 2016, the Company early adopted the provisions of ASU No. 2016-09, Compensation – Stock Compensation Improvements to Employee Share-Based Payment Accounting as of the beginning of 2016. The effect of adopting ASU 2016-09 is reflected in Stockholders' Equity in the Consolidated Balance Sheets on a modified retrospective basis through a cumulative-effect adjustment. This guidance simplifies several aspects of the accounting for share-based payment awards to employees including accounting for income taxes, forfeitures, statutory tax withholding requirements and classification in the statement of cash flows. As permitted under ASU 2016-09, the Company has elected to account for forfeitures in compensation cost when they occur. A summary of the changes made to the Consolidated Balance Sheets at December 31, 2015, is included in the following table:

(In thousands)	As Filed	Updated
Additional paid-in capital	$ 1,183,218	$ 1,182,923
Accumulated earnings	352,389	352,684

NOTE 2—ACQUISITION

In December 2015, the Company completed the acquisition of SMH Theatres, Inc. ("Starplex Cinemas") for cash. The purchase price for Starplex Cinemas was $172,172,000, net of cash acquired, and was subject to working capital and other purchase price adjustments as described in the stock purchase agreement. Starplex Cinemas operated 33 theatres with 346 screens in small and mid-size markets in 12 states, which further complements the Company's large market portfolio. The Company expects to realize synergies and cost savings related to this acquisition as a result of purchasing and procurement economies of scale and general and administrative expense savings, particularly with respect to the consolidation of corporate related functions and elimination of redundancies.

The acquisition is being treated as a purchase in accordance with Accounting Standards Codification ("ASC") 805, *Business Combinations,* which requires allocation of the purchase price to the estimated fair values of assets and liabilities acquired in the transaction. The allocation of purchase price is based on management's judgment after evaluating several factors, including bid prices from potential buyers and a preliminary valuation assessment. The allocation of purchase price is preliminary and subject to changes as an appraisal of both tangible and intangible assets and liabilities is finalized, working capital and other purchase price adjustments are completed and additional information regarding the tax bases of assets and liabilities becomes available. The following is a summary of a preliminary allocation of the purchase price:

(In thousands)	December 31, 2015	Changes	September 30, 2016
Cash	$ 2,119	$ 400	$ 2,519
Receivables	2,001	(140)	1,861
Other current assets	4,806	(178)	4,628
Property (1)	50,810	1,329	52,139
Intangible assets (2)	21,080	400	21,480
Goodwill (3)	116,891	4,022	120,913
Other long-term assets	290	—	290
Accounts payable	(4,211)	—	(4,211)
Accrued expenses and other liabilities	(4,689)	(466)	(5,155)
Deferred revenues and income	(2,295)	(172)	(2,467)
Deferred tax liability	(10,610)	(5,476)	(16,086)
Other long-term liabilities (4)	(1,220)	—	(1,220)
Total estimated purchase price	$ 174,972	$ (281)	$ 174,691

(1) Amounts recorded for property include land, buildings, leasehold improvements, furniture, fixtures and equipment.

(2) Amounts recorded for intangible assets includes favorable leases, a non-compete agreement and trade name.

(3) Amounts recorded for goodwill are generally not expected to be deductible for tax purposes.

(4) Amounts recorded for other long-term liabilities consist of an unfavorable lease.

The fair value measurement of tangible and intangible assets and liabilities were based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value measurement hierarchy. Level 3 fair market values were determined using a variety of information, including estimated future cash flows, appraisals, and market comparables.

In connection with the acquisition of Starplex Cinemas, the Company classified two Starplex Cinemas theatres with 22 screens as held for sale as of December 31, 2015, that were divested in January 2016 as required by the Antitrust Division of the United States Department of Justice. Assets held for sale of approximately $5,390,000 were classified as other current assets in the Company's Consolidated Balance Sheets at December 31, 2015.

Activity of goodwill is presented below:

(In thousands)	Total
Balance as of December 31, 2015	$ 2,406,691
Adjustments to acquisition of Starplex Cinemas (see table above)	4,022
Balance as of September 30, 2016	$ 2,410,713

NOTE 3—INVESTMENTS

Investments in non-consolidated affiliates and certain other investments accounted for under the equity method generally include all entities in which the Company or its subsidiaries have significant influence, but not more than 50% voting control, and are recorded in the Consolidated Balance Sheets in other long-term assets. Investments in non-consolidated affiliates as of September 30, 2016, include a 17.40% interest in National CineMedia, LLC ("NCM" or "NCM LLC"), a 29% interest in Digital Cinema Implementation Partners, LLC ("DCIP"), a 15.45% interest in Digital Cinema Distribution Coalition, LLC ("DCDC"), a 50% interest in Open Road Releasing, LLC, operator of Open Road Films, LLC ("Open Road Films"), a 32% interest in AC JV, LLC ("AC JV"), owner of Fathom Events, and a 50% interest in two U.S. motion picture theatres and one IMAX screen. Indebtedness held by equity method investees is non-recourse to the Company.

RealD Inc. Common Stock. The Company sold all of its 1,222,780 shares in RealD Inc. during the nine months ended September 30, 2016 and recognized a gain on sale of $3,008,000.

Equity in Earnings (Losses) of Non-Consolidated Entities

Aggregated condensed financial information of the Company's significant non-consolidated equity method investments is shown below:

	Three Months Ended		Nine Months Ended	
(In thousands)	**September 30, 2016**	**September 30, 2015**	**September 30, 2016**	**September 30, 2015**
Revenues	$ 161,774	$ 154,838	$ 438,775	$ 433,831
Operating costs and expenses	110,924	99,850	321,447	341,178
Net earnings	$ 50,850	$ 54,988	$ 117,328	$ 92,653

The components of the Company's recorded equity in earnings (losses) of non-consolidated entities are as follows:

	Three Months Ended		Nine Months Ended	
(In thousands)	**September 30, 2016**	**September 30, 2015**	**September 30, 2016**	**September 30, 2015**
National CineMedia, LLC	$ 3,350	$ 4,431	$ 6,202	$ 3,360
Digital Cinema Implementation Partners, LLC	7,944	6,253	20,566	16,844
Open Road Releasing, LLC	—	—	—	(430)
AC JV, LLC	107	(243)	186	983
Other	629	409	1,189	779
The Company's recorded equity in earnings	$ 12,030	$ 10,850	$ 28,143	$ 21,536

NCM Transactions. As of September 30, 2016, the Company owns 23,862,988 common membership units, or a 17.40% interest, in NCM and 200,000 common shares of NCM, Inc. The estimated fair market value of the common units in NCM and the common stock investment in NCM, Inc. was approximately $354,207,000, based on the publically quoted price per share of NCM, Inc. on September 30, 2016 of $14.72 per share.

The Company recorded the following transactions with NCM:

(In thousands)	**As of September 30, 2016**	**As of December 31, 2015**
Due from NCM for on-screen advertising revenue	$ 1,585	$ 2,406
Due to NCM for Exhibitor Services Agreement	763	1,226
Promissory note payable to NCM	5,555	5,555

	Three Months Ended		Nine Months Ended	
(In thousands)	**September 30, 2016**	**September 30, 2015**	**September 30, 2016**	**September 30, 2015**
Other theatre revenues:				
Net NCM screen advertising revenues	$ 10,441	$ 8,756	$ 31,123	$ 26,727
Operating expense:				
NCM beverage advertising expense	1,532	1,321	4,516	6,836

The Company recorded the following changes in the carrying amount of its investment in NCM and equity in losses of NCM during the nine months ended September 30, 2016:

(In thousands)	Investment in NCM(1)	Exhibitor Services Agreement(2)	Accumulated Other Comprehensive (Income)	Cash Received	Equity in Earnings	Advertising (Revenue)
Ending balance at December 31, 2015	$ 327,471	$ (377,599)	$ (4,014)			
Receipt of excess cash distributions	(13,703)	—	—	$ 13,703	$ —	$ —
Reclassify book value of NCM, Inc. shares	408	—	—	—	—	—
Amortization of deferred revenue	—	13,766	—	—	—	(13,766)
Equity in earnings and loss from amortization of basis difference (3)(4)	6,202	—	—	—	(6,202)	—
For the period ended or balance as of September 30, 2016	$ 320,378	$ (363,833)	$ (4,014)	$ 13,703	$ (6,202)	$ (13,766)

(1) The following table represents AMC's investment in common membership units including units received under the Common Unit Adjustment Agreement dated as of February 13, 2007:

	Common Membership Units	
	Tranche 1	Tranche 2 (a)
Beginning balance at December 31, 2012	17,323,782	—
Additional units received in June 30, 2013	—	1,728,988
Additional units received in June 30, 2014	—	141,731
Additional units received in June 30, 2015	—	469,163
Additional units received in December 31, 2015	—	4,399,324
Units exchanged for NCM, Inc. shares in December 2015	—	(200,000)
Ending balance at September 30, 2016	17,323,782	6,539,206

(a) The additional units received in June 2013, June 2014, June 2015 and December 2015 were measured at fair value (Level 1) using NCM, Inc.'s stock price of $15.22, $15.08, $14.52 and $15.75, respectively.

(2) Represents the unamortized portion of the Exhibitor Services Agreement ("ESA") with NCM. Such amounts are being amortized to other theatre revenues over the remainder of the 30 year term of the ESA ending in 2036, using a units-of-revenue method, as described in ASC 470-10-35 (formerly EITF 88-18, *Sales of Future Revenues*).

(3) Represents percentage ownership of NCM's earnings on both Tranche 1 and Tranche 2 Investments.

(4) Certain differences between the Company's carrying value and the Company's share of NCM's membership equity have been identified and are amortized to equity in earnings over the respective lives of the assets and liabilities.

During the nine months ended September 30, 2016 and September 30, 2015, the Company received payments of $7,218,000 and $5,352,000, respectively, related to the NCM tax receivable agreement. The receipts are recorded in investment income, net of related amortization for the NCM tax receivable agreement intangible asset.

DCIP Transactions. The Company pays equipment rent monthly and records the equipment rental expense on a straight-line basis over 12 years.

The Company recorded the following transactions with DCIP:

(In thousands)	As of September 30, 2016	As of December 31, 2015
Due from DCIP for equipment and warranty purchases	$ 1,943	$ 1,460
Deferred rent liability for digital projectors	8,495	8,725

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Operating expense:				
Digital equipment rental expense	$ 1,375	$ 1,350	$ 3,839	$ 4,026

Open Road Films Transactions. During the three and nine months ended September 30, 2016 and September 30, 2015, the Company continued to suspend equity method accounting for its investment in Open Road Films as the investment in Open Road Films had reached the Company's remaining capital commitment. On April 1, 2016, the Company funded $3,000,000 of the capital commitment, on June 1, 2016, funded $1,750,000 of the capital commitment, on June 22, 2016, funded $1,750,000 of the capital commitment and on July 1, 2016, funded the remaining $3,500,000 of the capital commitment. The Company's share of cumulative losses from Open Road Films in excess of the Company's capital commitment was $34,122,000 as of September 30, 2016 and $14,422,000 as of December 31, 2015.

The Company recorded the following transactions with Open Road Films:

(In thousands)	As of September 30, 2016	As of December 31, 2015
Due from Open Road Films	$ 4,394	$ 2,472
Film rent payable to Open Road Films	1,313	1,061

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Film exhibition costs:				
Gross film exhibition cost on Open Road Films	$ 1,400	$ 660	$ 7,100	$ 4,100

AC JV Transactions. The Company recorded the following transactions with AC JV:

(In thousands)	As of September 30, 2016	As of December 31, 2015
Due from AC JV	$ 42	$ 109
Due to AC JV for Fathom Events programming	642	445

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Film exhibition costs:				
Gross exhibition cost on Fathom Events programming	$ 2,058	$ 2,228	$ 5,781	$ 6,297

NOTE 4—STOCKHOLDERS' EQUITY

Common Stock Rights and Privileges

The rights of the holders of Holdings' Class A common stock and Holdings' Class B common stock are identical, except with respect to voting and conversion applicable to the Class B common stock. Holders of Holdings' Class A common stock are entitled to one vote per share and holders of Holdings' Class B common stock are entitled to three votes per share. Holders of Class A common stock and Class B common stock will share ratably (based on the number of shares of common stock held) in any dividend declared by the board of directors, subject to any preferential rights of any outstanding preferred stock. The Class A common stock is not convertible into any other shares of Holdings' capital stock. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock shall convert automatically into one share of Class A common stock upon any transfer, whether or not for value, except for certain transfers described in Holdings' certificate of incorporation.

Dividends

The following is a summary of dividends and dividend equivalents paid to stockholders during the nine months ended September 30, 2016:

Declaration Date	Record Date	Date Paid	Amount per Share of Common Stock	Total Amount Declared (In thousands)
February 25, 2016	March 7, 2016	March 21, 2016	0.20	$ 19,762
April 27, 2016	June 6, 2016	June 20, 2016	0.20	19,762
July 25, 2016	September 6, 2016	September 19, 2016	0.20	19,760

During the nine months ended September 30, 2016, the Company paid dividends and dividend equivalents of $59,081,000, decreased additional paid-in capital for 20,805 shares surrendered to pay payroll and income taxes by $472,000 and accrued $368,000 for the remaining unpaid dividends at September 30, 2016. The aggregate dividends paid for Class A common stock, Class B common stock, and dividend equivalents were approximately $12,968,000, $45,496,000 and $617,000, respectively, during the nine months ended September 30, 2016.

Related Party Transaction

As of September 30, 2016 and December 31, 2015, the Company recorded a receivable due from Wanda of $483,000 and $141,000, respectively, for reimbursement of general administrative and other expense incurred on behalf of Wanda.

Temporary Equity

Certain members of management have the right to require Holdings to repurchase the Class A common stock held by them under certain limited circumstances pursuant to the terms of a stockholders agreement. Beginning on January 1, 2016 (or upon the termination of a management stockholder's employment by the Company without cause, by the management stockholder for good reason, or due to the management stockholder's death or disability) management stockholders will have the right, in limited circumstances, to require Holdings to purchase shares that are not fully and freely tradeable at a price equal to the price per share paid by such management stockholder with appropriate adjustments for any subsequent events such as dividends, splits, or combinations. The shares of Class A common stock, subject to the stockholder agreement, are classified as temporary equity, apart from permanent equity, as a result of the contingent redemption feature contained in the stockholder agreement. The Company determined the amount reflected in temporary equity for the Class A common stock based on the price paid per share by the management stockholders and Wanda on August 30, 2012, the date Wanda acquired Holdings.

During the nine months ended September 30, 2016, a former employee who held 27,197 shares, relinquished his put right, therefore the related amount of $284,000 was reclassified to additional paid-in capital, a component of stockholders' equity.

Stock-Based Compensation

Holdings adopted a stock-based compensation plan in December of 2013.

The Company recognized stock-based compensation expense of $1,705,000 and $2,199,000 within general and administrative: other during the three months ended September 30, 2016 and September 30, 2015, respectively, and $4,509,000 and $9,377,000 during the nine months ended September 30, 2016 and September 30, 2015, respectively. The Company's financial statements reflect an increase to additional paid-in capital related to stock-based compensation of $4,509,000 during the nine months ended September 30, 2016. As of September 30, 2016, there was approximately $11,259,000 of total estimated unrecognized compensation cost, assuming attainment of the performance targets at 100%, related to stock-based compensation arrangements expected to be recognized during the remainder of calendar

2016, calendar 2017 and calendar 2018. The Company expects to recognize compensation cost of $1,713,000 during the remainder of calendar 2016 and $4,773,000 during each calendar 2017 and calendar 2018.

2013 Equity Incentive Plan

The 2013 Equity Incentive Plan provides for grants of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance stock units, stock awards, and cash performance awards. The maximum number of shares of Holdings' common stock available for delivery pursuant to awards granted under the 2013 Equity Incentive Plan is 9,474,000 shares. At September 30, 2016, the aggregate number of shares of Holdings' common stock remaining available for grant was 7,682,824 shares.

Awards Granted in 2016

During the nine months ended September 30, 2016, Holdings' Board of Directors approved awards of stock, restricted stock units ("RSUs"), and performance stock units ("PSUs") to certain of the Company's employees and directors under the 2013 Equity Incentive Plan. The fair value of the stock at the grant dates of January 4, 2016, February 24, 2016 and March 1, 2016 was $23.17, $22.55 and $24.88 per share, respectively, and was based on the closing price of Holdings' stock.

The award agreements generally had the following features:

· *Stock Award:* On January 4, 2016, 4 members of Holdings' Board of Directors were granted an award of 4,260 fully vested shares of Class A common stock each, and on February 24, 2016, 1 member of Holdings' Board of Directors was granted an award of 4,302 fully vested shares of Class A common stock, for a total award of 21,342 shares. The Company recognized approximately $492,000 of expense in general and administrative: other expense during the nine months ended September 30, 2016, in connection with these share grants.

· *Restricted Stock Unit Awards:* On March 1, 2016, RSU awards of 145,739 units were granted to certain members of management. Each RSU represents the right to receive one share of Class A common stock at a future date. The RSUs vest over 3 years with 1/3 vesting on each of January 2, 2017, 2018 and 2019. The RSUs will be settled within 30 days of vesting. A dividend equivalent equal to the amount paid in respect of one share of Class A common stock underlying the RSUs began to accrue with respect to the RSUs on the date of grant. Such accrued dividend equivalents are paid to the holder upon vesting of the RSUs. The grant date fair value was $3,626,000 based on a stock price of $24.88 on March 1, 2016. The Company recognized approximately $834,000 of expense in general and administrative: other expense during the nine months ended September 30, 2016, in connection with these awards.

On March 1, 2016, RSU awards of 135,981 units were granted to certain executive officers covered by Section 162(m) of the Internal Revenue Code. The RSUs will be forfeited if Holdings does not achieve a specified cash flow from operating activities target for each of the twelve months ending December 31, 2016, 2017 and 2018. The RSUs vest over 3 years with 1/3 vesting in each of 2017, 2018 and 2019 if cash flow from operating activities target is met. The vested RSUs will be settled within 30 days of vesting. A dividend equivalent equal to the amount paid in respect of one share of Class A common stock underlying the RSUs began to accrue with respect to the RSUs on the date of grant. Such accrued dividend equivalents are paid to the holder upon vesting of the RSUs. The grant date fair value was $3,383,000 based on the probable outcome of the performance targets and a stock price of $24.88 on March 1, 2016. The Company recognized expense for these awards of $789,000 in general and administrative: other expense, during the nine months ended September 30, 2016, based on current estimates that the performance condition for all years is expected to be achieved.

· *Performance Stock Unit Award:* On March 1, 2016, PSU awards were granted to certain members of management and executive officers, with both a three year cumulative free cash flow and net income performance target condition and a service condition, covering a performance period beginning January 1, 2016 and ending on December 31, 2018. The PSUs will vest ratably based on a scale ranging from 80% to 120% of the performance target with the vested amount ranging from 30% to 150%. If the performance target is met at 100%, the PSU awards granted on March 1, 2016 will be 279,558 units. No PSUs will vest if Holdings does not achieve the three year cumulative free cash flow and net income minimum performance target or the participant's service does not continue through the last day of the performance period. The vested PSUs will be settled within 30 days of vesting. A dividend equivalent equal to the amount paid in respect of one share of Class A common stock underlying the PSUs began to accrue with respect to the PSUs on the date of grant. Such accrued dividend equivalents are paid to the holder upon vesting of the PSUs. Assuming attainment of the performance target at 100%, the Company recognized expense for these awards of approximately $1,432,000 during the nine months ended September 30, 2016 and will recognize approximately $2,046,000 in general and administrative: other expense during the twelve months ending December 31, 2016. The grant date fair value was $7,009,000 based on the probable outcome of the performance conditions and a stock price of $24.88 on March 1, 2016.

· *Performance Stock Unit Transition Award:* In recognition of the shift from one year to three year performance periods for annual equity awards, on March 1, 2016, PSU transition awards were granted to certain members of management and executive officers, with both a 2016 free cash flow and net income performance target condition and a service condition, covering a performance period beginning January 1, 2016 and ending on December 31, 2016. The PSUs will vest ratably based on a scale ranging from 80% to 120% of the performance target with the vested amount ranging from 30% to 150%. If the performance target is met at 100%, the transition PSU awards granted on March 1, 2016 will be 54,094 units. No PSUs will vest if Holdings does not achieve the free cash flow or net income minimum performance target or the participant's service does not continue through the last day of the performance period. The vested PSUs will be settled within 30 days of vesting. A dividend equivalent equal to the amount paid in respect of one share of Class A common stock underlying the PSUs began to accrue with respect to the PSUs on the date of grant. Such accrued dividend equivalents are paid to the holder upon vesting of the PSUs. Assuming attainment of the performance target at 100%, the Company recognized $942,000 during the nine months ended September 30, 2016 and will recognize expense for these awards of approximately $1,346,000 in general and administrative: other expense during the twelve months ending December 31, 2016. The grant date fair value was $1,360,000 based on the probable outcome of the performance condition and a stock price of $24.88 on March 1, 2016.

The following table represents the nonvested RSU and PSU activity for the nine months ended September 30, 2016:

	Shares of RSU and PSU	Weighted Average Grant Date Fair Value
Beginning balance at January 1, 2016	19,226	$ 29.59
Granted(1)	618,092	24.88
Vested	(19,226)	29.59
Forfeited	(4,882)	24.88
Nonvested at September 30, 2016	613,210	$ 24.88

(1)The number of shares granted under the PSU award, assumes Holdings will attain a performance target at 100%. The PSUs will vest ratably based on a scale ranging from 80% to 120% of the performance target with the vested amount ranging from 30% to 150%.

NOTE 5—INCOME TAXES

The Company's effective income tax rate is based on expected income, statutory rates and tax planning opportunities available in the various jurisdictions in which it operates. For interim financial reporting, the Company estimates the annual income tax rate based on projected taxable income for the full year and records a quarterly income tax provision or benefit in accordance with the anticipated annual rate, adjusted for discrete items, if any. The Company refines the estimates of the year's taxable income as new information becomes available, including actual year-to-date financial results. This continual estimation process often results in a change to the expected effective income tax rate for the year. When this occurs, the Company adjusts the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision reflects the expected income tax rate. Significant judgment is required in determining the effective tax rate and in evaluating tax positions. The Company recognizes income tax-related interest expense and penalties as income tax expense and general and administrative expense, respectively.

The effective tax rate based on the projected annual taxable income for the year ending December 31, 2016 is 39.75%. The effective tax rate for the nine months ended September 30, 2016 and September 30, 2015 was 39.75% and 36.9%, respectively. The Company's tax rate for the nine months ended September 30, 2016 differs from the statutory tax rate primarily due to state income taxes and permanent items. During the three months ended June 30, 2015, the Company received a favorable state ruling that resulted in a reduction of uncertain tax positions and as a result, the Company recorded a net discrete tax benefit of approximately $2,900,000. During the three months ended September 30, 2015, the Company received a notice of proposed adjustment from the Internal Revenue Service based upon its ongoing review of the Company's tax return for the fiscal period ended March 29, 2012. As a result of this notification, the Company recorded a net discrete tax provision of $1,900,000 for interest on the proposed adjustment ($1,200,000 net of tax), reinstated approximately $17,700,000 of deferred tax assets and recorded current interest and taxes payable of $19,600,000. The Company has also calculated additional estimated New Jersey tax liability of approximately $694,000 resulting from the proposed adjustment. The net impact of these discrete items reduced the Company's projected annual effective rate for the year to 37.9% and the actual rate for the nine months ended September 30, 2015 to 36.9%.

NOTE 6—FAIR VALUE MEASUREMENTS

Fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the entity transacts business. The inputs used to develop these fair value measurements are established in a hierarchy, which ranks the quality and reliability of the information used to determine the fair values. The fair value classification is based on levels of inputs. Assets and liabilities that are carried at fair value are classified and disclosed in one of the following categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.
Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
Level 3: Unobservable inputs that are not corroborated by market data.

Recurring Fair Value Measurements. The following table summarizes the fair value hierarchy of the Company's financial assets carried at fair value on a recurring basis as of September 30, 2016:

		Fair Value Measurements at September 30, 2016 Using		
(In thousands)	Total Carrying Value at September 30, 2016 (1)	Quoted prices in active market (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Other long-term assets:				
Money market mutual funds	$ 581	$ 581	$ —	$ —
Equity securities, available-for-sale:				
Mutual fund large U.S. equity	2,094	2,094	—	—
Mutual fund small/mid U.S. equity	2,733	2,733	—	—
Mutual fund international	677	677	—	—
Mutual fund balanced	512	512	—	—
Mutual fund fixed income	987	987	—	—
Total assets at fair value	$ 7,584	$ 7,584	$ —	$ —

(1)The investments relate to a non-qualified deferred compensation arrangement on behalf of certain management. The Company has an equivalent liability for this related-party transaction recorded in other long-term liabilities for the deferred compensation obligation.

Valuation Techniques. The Company's money market mutual funds are invested in funds that seek to preserve principal, are highly liquid, and therefore are recorded on the balance sheet at the principal amounts deposited, which equals fair value. The equity securities, available-for-sale, primarily consist of common stock and mutual funds invested in equity, fixed income, and international funds and are measured at fair value using quoted market prices. See Note 8—Accumulated Other Comprehensive Income for the unrealized gain on the equity securities recorded in accumulated other comprehensive income.

Other Fair Value Measurement Disclosures. The Company is required to disclose the fair value of financial instruments that are not recognized at fair value in the statement of financial position for which it is practicable to estimate that value:

		Fair Value Measurements at September 30, 2016 Using		
(In thousands)	Total Carrying Value at September 30, 2016	Quoted prices in active market (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Current maturities of corporate borrowings	$ 10,195	$ —	$ 8,944	$ 1,389
Corporate borrowings	1,843,339	—	1,884,297	4,166

Valuation Technique. Quoted market prices and observable market based inputs were used to estimate fair value for Level 2 inputs. The Level 3 fair value measurement represents the transaction price of the corporate borrowings under market conditions.

NOTE 7—THEATRE AND OTHER CLOSURE AND DISPOSITION OF ASSETS

A rollforward of reserves for theatre and other closure and disposition of assets is as follows:

	Nine Months Ended	
(In thousands)	September 30, 2016	September 30, 2015
Beginning balance	$ 42,973	$ 52,835
Theatre and other closure expense	3,576	3,911
Transfer of assets and liabilities	—	—
Foreign currency translation adjustment	(761)	(1,918)
Cash payments	(8,912)	(9,274)
Ending balance	$ 36,876	$ 45,554

In the accompanying Consolidated Balance Sheets, as of September 30, 2016, the current portion of the ending balance totaling $8,079,000 is included with accrued expenses and other liabilities and the long-term portion of the ending balance totaling $28,797,000 is included with other long-term liabilities. Theatre and other closure reserves for leases that have not been terminated were recorded at the present value of the future contractual commitments for the base rents, taxes and maintenance.

During the three months ended September 30, 2016 and the three months ended September 30, 2015, the Company recognized theatre and other closure expense of $951,000 and $1,600,000, respectively, and during the nine months ended September 30, 2016 and the nine months ended September 30, 2015, the Company recognized theatre and other closure expense of $3,576,000 and $3,911,000, respectively. Theatre and other closure expense included the accretion on previously closed properties with remaining lease obligations.

NOTE 8—ACCUMULATED OTHER COMPREHENSIVE INCOME

The following tables present the change in accumulated other comprehensive income by component:

(In thousands)	Foreign Currency	Pension and Other Benefits	Unrealized Net Gain from Marketables Securities	Unrealized Net Gains from Equity Method Investees' Cash Flow Hedge	Total
Balance, December 31, 2015	$ 2,101	$ (3,289)	$ 1,465	$ 2,527	$ 2,804
Other comprehensive income (loss) before reclassifications	766	13	557	(562)	774
Amounts reclassified from accumulated other comprehensive income	—	—	(1,783)	275	(1,508)
Other comprehensive income (loss)	766	13	(1,226)	(287)	(734)
Balance, September 30, 2016	$ 2,867	$ (3,276)	$ 239	$ 2,240	$ 2,070

(In thousands)	Foreign Currency	Pension and Other Benefits (1)	Unrealized Net Gain from Marketables Securities	Unrealized Net Gain from Equity Method Investees' Cash Flow Hedge	Total
Balance, December 31, 2014	$ 729	$ 6,675	$ 2,677	$ 2,763	$ 12,844
Other comprehensive income (loss) before reclassifications	981	701	(1,868)	(847)	(1,033)
Amounts reclassified from accumulated other comprehensive income	—	(10,862)	(154)	351	(10,665)
Other comprehensive income (loss)	981	(10,161)	(2,022)	(496)	(11,698)
Balance, September 30, 2015	$ 1,710	$ (3,486)	$ 655	$ 2,267	$ 1,146

(1) See Note 9—Employee Benefit Plans for further information regarding pre-tax amounts reclassified from accumulated other comprehensive income.

The tax effects allocated to each component of other comprehensive income (loss) during the three months ended September 30, 2016 and the three months ended September 30, 2015 is as follows:

	Three Months Ended					
	September 30, 2016			September 30, 2015		
(In thousands)	Pre-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Unrealized foreign currency translation adjustment	$ 261	$ (101)	$ 160	$ 1,147	$ (447)	$ 700
Pension and other benefit adjustments:						
Net loss arising during the period	—	—	—	12	(5)	7
Amortization of net loss reclassified into general and administrative: other	7	(2)	5	—	—	—
Marketable securities:						
Unrealized net holding gain (loss) arising during the period	237	(93)	144	(3,788)	1,477	(2,311)
Realized net gain reclassified into investment expense (income)	(2)	1	(1)	(7)	2	(5)
Equity method investees' cash flow hedge:						
Unrealized net holding loss arising during the period	131	(51)	80	(763)	298	(465)
Realized net loss reclassified into equity in earnings of non-consolidated entities	141	(55)	86	184	(72)	112
Other comprehensive income (loss)	$ 775	$ (301)	$ 474	$ (3,215)	$ 1,253	$ (1,962)

The tax effects allocated to each component of other comprehensive income (loss) during the nine months ended September 30, 2016 and the nine months ended September 30, 2015 is as follows:

	Nine Months Ended					
	September 30, 2016			September 30, 2015		
(In thousands)	Pre-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount	Pre-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Unrealized foreign currency translation adjustment	$ 1,255	$ (489)	$ 766	$ 1,608	$ (627)	$ 981
Pension and other benefit adjustments:						
Net loss arising during the period	—	—	—	(73)	28	(45)
Prior service credit arising during the period	—	—	—	1,223	(477)	746
Amortization of net (gain) loss reclassified into general and administrative: other	21	(8)	13	(2,763)	1,077	(1,686)
Amortization of prior service credit reclassified into general and administrative: other	—	—	—	(2,888)	1,126	(1,762)
Curtailment gain reclassified into general and administrative: other	—	—	—	(11,867)	4,628	(7,239)
Settlement gain reclassified into general and administrative: other	—	—	—	(288)	113	(175)
Marketable securities:						
Unrealized net holding gain (loss) arising during the period	913	(356)	557	(3,062)	1,194	(1,868)
Realized net gain reclassified into investment expense (income)	(2,923)	1,140	(1,783)	(252)	98	(154)
Equity method investees' cash flow hedge:						
Unrealized net holding loss arising during the period	(922)	360	(562)	(1,389)	542	(847)
Realized net loss reclassified into equity in earnings of non-consolidated entities	451	(176)	275	576	(225)	351
Other comprehensive income (loss)	$ (1,205)	$ 471	$ (734)	$ (19,175)	$ 7,477	$ (11,698)

NOTE 9—EMPLOYEE BENEFIT PLANS

The Company sponsors frozen non-contributory qualified and non-qualified defined benefit pension plans generally covering all employees who, prior to the freeze, were age 21 or older and had completed at least 1,000 hours of service in their first twelve months of employment, or in a calendar year ending thereafter, and who were not covered by a collective bargaining agreement. The Company also offered eligible retirees the opportunity to participate in a health plan. Certain employees were eligible for subsidized postretirement medical benefits. The eligibility for these benefits was based upon a participant’s age and service as of January 1, 2009. The Company also sponsors a postretirement deferred compensation plan.

On January 12, 2015, the Compensation Committee and all of the Board of Directors of AMC Entertainment Holdings, Inc. adopted resolutions to terminate the AMC Postretirement Medical Plan with an effective date of March 31, 2015. During the three months ended March 31, 2015, the Company notified eligible associates that their retiree medical coverage under the plan would terminate after March 31, 2015. Payments to eligible associates were approximately $4,300,000 during the nine months ended September 30, 2015. The Company recorded net periodic benefit credits including curtailment gains, settlement gains, amortization of unrecognized prior service credits and amortization of actuarial gains recorded in accumulated other comprehensive income related to the termination and settlement of the plan during the nine months ended September 30, 2015, as further described in the table below.

Net periodic benefit cost (credit) recognized for the plans in general and administrative: other during the three months ended September 30, 2016 and the three months ended September 30, 2015 consists of the following:

	Pension Benefits		Other Benefits	
(In thousands)	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Components of net periodic benefit cost:				
Service cost	$ —	$ —	$ —	$ —
Interest cost	1,081	1,069	—	—
Expected return on plan assets	(889)	(1,167)	—	—
Amortization of net (gain) loss	7	12	—	—
Net periodic benefit cost (credit)	$ 199	$ (86)	$ —	$ —

The net periodic benefit cost (credit) recognized for the plans in general and administrative: other during the nine months ended September 30, 2016 and the nine months ended September 30, 2015 consisted of the following:

	Pension Benefits		Other Benefits	
(In thousands)	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Components of net periodic benefit cost:				
Service cost	$ —	$ —	$ —	$ 2
Interest cost	3,243	3,208	—	7
Expected return on plan assets	(2,667)	(3,500)	—	—
Amortization of net (gain) loss	21	34	—	(2,797)
Amortization of prior service credit	—	—	—	(2,888)
Curtailment gain	—	—	—	(11,867)
Settlement(gain) loss	—	287	—	(575)
Net periodic benefit cost (credit)	$ 597	$ 29	$ —	$ (18,118)

NOTE 10—COMMITMENTS AND CONTINGENCIES

The Company, in the normal course of business, is a party to various ordinary course claims from vendors (including food and beverage suppliers and film distributors), landlords, competitors, and other legal proceedings. If management believes that a loss arising from these actions is probable and can reasonably be estimated, the Company records the amount of the loss, or the minimum estimated liability when the loss is estimated using a range and no point is more probable than another. As additional information becomes available, any potential liability related to these actions is assessed and the estimates are revised, if necessary. Management believes that the ultimate outcome of such matters, individually and in the aggregate, will not have a material adverse effect on the Company's financial position or overall trends in results of operations. However, litigation and claims are subject to inherent uncertainties and unfavorable outcomes can occur. An unfavorable outcome might include monetary damages. If an unfavorable outcome were to occur, there exists the possibility of a material adverse impact on the results of operations in the period in which the outcome occurs or in future periods.

On May 28, 2015, the Company received a Civil Investigative Demand ("CID") from the Antitrust Division of the United States Department of Justice in connection with an investigation under Sections 1 and 2 of the Sherman Antitrust Act. Beginning in May of 2015, the Company also received CIDs from the Attorneys General for the States of Ohio, Texas, Washington, Florida, New York, Kansas, and from the District of Columbia, regarding similar inquiries under those states' antitrust laws. The CIDs request the production of documents and answers to interrogatories concerning potentially anticompetitive conduct, including film clearances and participation in certain joint ventures. The Company may receive additional CIDs from antitrust authorities in other jurisdictions in which it operates. The Company does not believe it has violated federal or state antitrust laws and is cooperating with the relevant governmental authorities. However, the Company cannot predict the ultimate scope, duration or outcome of these investigations.

On July 24, 2016, Holdings, Congress Merger Subsidiary, Inc., Holdings' indirect wholly owned subsidiary, and Carmike Cinemas, Inc. ("Carmike") entered into an amended and restated merger agreement, which amends and restates that certain Agreement and Plan of Merger, dated March 3, 2016, and pursuant to which the Company will acquire all of the outstanding shares of Carmike for either $33.06 in cash or 1.0819 shares of Class A common stock, at the election of the Carmike stockholders, and subject to a customary proration mechanism to achieve an aggregate consideration mix of 70% cash and 30% in shares of Holdings Class A common stock. The Company has entered into a debt financing commitment letter in connection with the amended and restated merger agreement which provides senior secured incremental term loans in an aggregate amount of up to $225,000,000 and a senior subordinated bridge loan in an aggregate amount of up to $300,000,000 to fund the acquisition. There can be no assurance that the Company will be successful in completing the debt financing on favorable terms as it involves matters outside of the Company's control. The merger is subject to customary closing conditions, including regulatory approval and approval by Carmike's shareholders.

On July 12, 2016, the Company entered into a definitive agreement to acquire the equity of Odeon and UCI Cinemas Holdings Limited ("Odeon") from private equity firm Terra Firma for a total consideration of (i) cash in the amount of GBP £375.0 million ($460.8 million), (ii) shares of AMC Class A common stock valued at GBP £125.0 million ($153.6 million) and (iii) the repayment of indebtedness of approximately GBP £478.6 million ($588.1 million) as of October 19, 2016. The US Dollar amounts set forth in the preceding sentence assume a Euro/USD exchange rate of 1.0973 and a GBP/USD exchange rate of 1.2289 as of October 19, 2016. Odeon is a leading European cinema operator with 242 cinemas and 2,236 screens. Odeon operates in four major markets: the United Kingdom, Spain, Italy and Germany; and three smaller markets: Austria, Portugal, and Ireland. The Company has entered into a debt financing commitment letter in connection with the definitive agreement to acquire Odeon, which provides senior secured incremental term loans in an aggregate amount of up to $525,000,000 and a senior subordinated bridge loan in an aggregate amount of up to $800,000,000 to fund the acquisition. The closing of the acquisition is subject to clearance by the European Commission and the UK Competition and Markets Authority.

NOTE 11—NEW ACCOUNTING PRONOUNCEMENTS

In February 2016, the FASB issued ASU No. 2016-02, Leases, which is intended to improve financial reporting about leasing transactions. This standard requires a lessee to record on the balance sheet the assets and liabilities for the rights and obligations created by lease terms of more than 12 months. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of ASU 2016-02 will have on its results of operations and cash flows and believes that the significance of its future minimum rental payments will result in a material increase in assets and liabilities.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles when it becomes effective. On July 9, 2015, the FASB decided to delay the effective date of ASU 2014-09 by one year. The new standard is effective for the Company on January 1, 2018. Companies may elect to adopt this application as of the original effective date for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures and has not yet selected a transition method.

NOTE 12—EARNINGS PER SHARE

Basic earnings per share is computed by dividing net earnings by the weighted-average number of common shares outstanding. Diluted earnings per share includes the effects of unvested RSU's with a service condition only and unvested contingently issuable RSUs and PSUs that have service and performance conditions, if dilutive.

The following table sets forth the computation of basic and diluted earnings per common share:

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Numerator:				
Net earnings	$ 30,436	$ 12,178	$ 82,694	$ 62,239
Denominator (shares in thousands):				
Weighted average shares for basic earnings per common share	98,194	97,978	98,196	97,959
Common equivalent shares for RSUs and PSUs	90	95	15	65
Shares for diluted earnings per common share	98,284	98,073	98,211	98,024
Basic earnings per common share	$ 0.31	$ 0.12	$ 0.84	$ 0.64
Diluted earnings per common share	$ 0.31	$ 0.12	$ 0.84	$ 0.63

Vested RSUs and PSU's have dividend rights identical to the Company's Class A and Class B common stock and are treated as outstanding shares for purposes of computing basic and diluted earnings per share. Certain unvested RSUs and unvested PSUs are subject to performance conditions and are included in diluted earnings per share, if dilutive, using the treasury stock method based on the number of shares, if any, that would be issuable under the terms of the Company's 2013 Equity Incentive Plan ("Plan") if the end of the reporting period were the end of the contingency period. During the three and nine months ended September 30, 2016 unvested PSU's of 100,096 at the minimum performance target were not included in the computation of diluted earnings per share since the shares would not be issuable under the terms of the Plan, if the end of the reporting period were the end of the contingency period.

NOTE 13—CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X Rule 3-10, Financial statements of guarantors and issuers of guaranteed securities registered or being registered. Each of the subsidiary guarantors are 100% owned by Holdings. The subsidiary guarantees of the Company's Notes due 2022 and the Notes due 2025 are full and unconditional and joint and several and subject to customary release provisions. The Company and its subsidiary guarantors' investments in its consolidated subsidiaries are presented under the equity method of accounting.

Three months ended September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Revenues					
Admissions	$ —	$ 495,728	$ 1,001	$ —	$ 496,729
Food and beverage	—	248,448	441	—	248,889
Other theatre	—	34,081	72	—	34,153
Total revenues	—	778,257	1,514	—	779,771
Operating costs and expenses					
Film exhibition costs	—	258,603	466	—	259,069
Food and beverage costs	—	33,854	95	—	33,949
Operating expense	—	210,802	752	—	211,554
Rent	—	121,476	428	—	121,904
General and administrative:					
Merger, acquisition and transaction costs	—	4,961	—	—	4,961
Other	—	19,783	2	—	19,785
Depreciation and amortization	—	63,021	4	—	63,025
Operating costs and expenses	—	712,500	1,747	—	714,247
Operating income (loss)	—	65,757	(233)	—	65,524
Other expense (income):					
Equity in net (earnings) loss of subsidiaries	(28,287)	193	—	28,094	—
Other expense (income)	—	79	—	—	79
Interest expense:					
Corporate borrowings	24,649	26,868	—	(26,838)	24,679
Capital and financing lease obligations	—	2,099	—	—	2,099
Equity in earnings of non-consolidated entities	—	(12,030)	—	—	(12,030)
Investment income	(26,798)	176	(40)	26,838	176
Total other expense (income)	(30,436)	17,385	(40)	28,094	15,003
Earnings (loss) before income taxes	30,436	48,372	(193)	(28,094)	50,521
Income tax provision	—	20,085	—	—	20,085
Net earnings (loss)	$ 30,436	$ 28,287	$ (193)	$ (28,094)	$ 30,436

Three months ended September 30, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Revenues					
Admissions	$ —	$ 440,280	$ 982	$ —	$ 441,262
Food and beverage	—	216,319	445	—	216,764
Other theatre	—	30,713	101	—	30,814
Total revenues	—	687,312	1,528	—	688,840
Operating costs and expenses					
Film exhibition costs	—	232,920	470	—	233,390
Food and beverage costs	—	30,986	94	—	31,080
Operating expense	1	194,583	921	—	195,505
Rent	—	115,356	505	—	115,861
General and administrative:					
Merger, acquisition and transaction costs	—	751	—	—	751
Other	—	18,704	2	—	18,706
Depreciation and amortization	—	57,996	12	—	58,008
Operating costs and expenses	1	651,296	2,004	—	653,301
Operating income (loss)	(1)	36,016	(476)	—	35,539
Other expense (income):					
Equity in net (earnings) loss of subsidiaries	(9,881)	476	—	9,405	—
Other expense (income)	—	—	—	—	—
Interest expense:					
Corporate borrowings	22,626	30,002	—	(29,946)	22,682
Capital and financing lease obligations	—	2,286	—	—	2,286
Equity in earnings of non-consolidated entities	—	(10,850)	—	—	(10,850)
Investment income	(24,924)	(4,859)	—	29,946	163
Total other expense (income)	(12,179)	17,055	—	9,405	14,281
Earnings (loss) before income taxes	12,178	18,961	(476)	(9,405)	21,258
Income tax provision	—	9,080	—	—	9,080
Net earnings (loss)	$ 12,178	$ 9,881	$ (476)	$ (9,405)	$ 12,178

Nine months ended September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Revenues					
Admissions	$ —	$ 1,457,478	$ 3,059	$ —	$ 1,460,537
Food and beverage	—	735,241	1,346	—	736,587
Other theatre	—	112,259	367	—	112,626
Total revenues	—	2,304,978	4,772	—	2,309,750
Operating costs and expenses					
Film exhibition costs	—	782,900	1,463	—	784,363
Food and beverage costs	—	101,738	276	—	102,014
Operating expense	—	611,430	2,463	—	613,893
Rent	—	367,919	1,388	—	369,307
General and administrative:					
Merger, acquisition and transaction costs	—	15,113	—	—	15,113
Other	—	58,933	2	—	58,935
Depreciation and amortization	—	185,720	26	—	185,746
Operating costs and expenses	—	2,123,753	5,618	—	2,129,371
Operating income (loss)	—	181,225	(846)	—	180,379
Other expense (income):					
Equity in net (earnings) loss of subsidiaries	(76,509)	398	—	76,111	—
Other expense (income)	—	(5)	—	—	(5)
Interest expense:					
Corporate borrowings	74,339	86,064	—	(85,969)	74,434
Capital and financing lease obligations	—	6,441	—	—	6,441
Equity in earnings of non-consolidated entities	—	(28,143)	—	—	(28,143)
Investment income	(80,524)	(14,599)	(448)	85,969	(9,602)
Total other expense (income)	(82,694)	50,156	(448)	76,111	43,125
Earnings (loss) before income taxes	82,694	131,069	(398)	(76,111)	137,254
Income tax provision	—	54,560	—	—	54,560
Net earnings (loss)	$ 82,694	$ 76,509	$ (398)	$ (76,111)	$ 82,694

Nine months ended September 30, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Revenues					
Admissions	$ —	$ 1,390,126	$ 3,212	$ —	$ 1,393,338
Food and beverage	—	666,398	1,406	—	667,804
Other theatre	—	101,538	363	—	101,901
Total revenues	—	2,158,062	4,981	—	2,163,043
Operating costs and expenses					
Film exhibition costs	—	750,368	1,526	—	751,894
Food and beverage costs	—	95,097	298	—	95,395
Operating expense	75	585,430	2,672	—	588,177
Rent	—	347,364	1,440	—	348,804
General and administrative:					
Merger, acquisition and transaction costs	—	2,590	—	—	2,590
Other	—	41,381	3	—	41,384
Depreciation and amortization	—	172,984	50	—	173,034
Operating costs and expenses	75	1,995,214	5,989	—	2,001,278
Operating income (loss)	(75)	162,848	(1,008)	—	161,765
Other expense (income):					
Equity in net (earnings) loss of subsidiaries	(54,014)	937	—	53,077	—
Other expense (income)	—	9,273	—	—	9,273
Interest expense:					
Corporate borrowings	73,836	98,472	—	(98,830)	73,478
Capital and financing lease obligations	—	6,990	—	—	6,990
Equity in earnings of non-consolidated entities	—	(21,536)	—	—	(21,536)
Investment income	(82,136)	(21,662)	(71)	98,830	(5,039)
Total other expense (income)	(62,314)	72,474	(71)	53,077	63,166
Earnings (loss) before income taxes	62,239	90,374	(937)	(53,077)	98,599
Income tax provision (benefit)	—	36,360	—	—	36,360
Net earnings (loss)	$ 62,239	$ 54,014	$ (937)	$ (53,077)	$ 62,239

Three months ended September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Net earnings (loss)	$ 30,436	$ 28,287	$ (193)	$ (28,094)	$ 30,436
Equity in other comprehensive income (loss) of subsidiaries	474	129	—	(603)	—
Unrealized foreign currency translation adjustment, net of tax	—	31	129	—	160
Pension and other benefit adjustments:					—
Amortization of net loss reclassified into general and administrative: others, net of tax	—	5	—	—	5
Marketable securities:					—
Unrealized holding gain arising during the period, net of tax	—	144	—	—	144
Realized net gain reclassified to net investment income, net of tax	—	(1)	—	—	(1)
Equity method investees' cash flow hedge:					—
Unrealized net holding loss arising during the period, net of tax	—	80	—	—	80
Realized net holding loss reclassified to equity in earnings of non-consolidated entities, net of tax	—	86	—	—	86
Other comprehensive income (loss)	474	474	129	(603)	474
Total comprehensive income	$ 30,910	$ 28,761	$ (64)	$ (28,697)	$ 30,910

Three months ended September 30, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Net earnings (loss)	$ 12,178	$ 9,881	$ (476)	$ (9,405)	$ 12,178
Equity in other comprehensive income (loss) of subsidiaries	(1,962)	403	—	1,559	—
Unrealized foreign currency translation adjustment, net of tax	—	297	403	—	700
Pension and other benefit adjustments:					
Amortization of net loss reclassified into general and administrative: others, net of tax	—	7	—	—	7
Marketable securities:					
Unrealized holding gain arising during the period, net of tax	—	(2,311)	—	—	(2,311)
Realized net gain reclassified to net investment income, net of tax	—	(5)	—	—	(5)
Equity method investees' cash flow hedge:					
Unrealized net holding loss arising during the period, net of tax	—	(465)	—	—	(465)
Realized net holding loss reclassified to equity in earnings of non-consolidated entities, net of tax	—	112	—	—	112
Other comprehensive income (loss)	(1,962)	(1,962)	403	1,559	(1,962)
Total comprehensive income (loss)	$ 10,216	$ 7,919	$ (73)	$ (7,846)	$ 10,216

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Nine months ended September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Net earnings (loss)	$ 82,694	$ 76,509	$ (398)	$ (76,111)	$ 82,694
Equity in other comprehensive income (loss) of subsidiaries	(734)	1,031	—	(297)	—
Unrealized foreign currency translation adjustment, net of tax	—	(265)	1,031	—	766
Pension and other benefit adjustments:					—
Amortization of net loss reclassified into general and administrative: others, net of tax	—	13	—	—	13
Marketable securities:					—
Unrealized holding gain arising during the period, net of tax	—	557	—	—	557
Realized net gain reclassified to net investment income, net of tax	—	(1,783)	—	—	(1,783)
Equity method investees' cash flow hedge:					—
Unrealized net holding loss arising during the period, net of tax	—	(562)	—	—	(562)
Realized net holding loss reclassified to equity in earnings of non-consolidated entities, net of tax	—	275	—	—	275
Other comprehensive income (loss)	(734)	(734)	1,031	(297)	(734)
Total comprehensive income	$ 81,960	$ 75,775	$ 633	$ (76,408)	$ 81,960

Nine months ended September 30, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Net earnings (loss)	$ 62,239	$ 54,014	$ (937)	$ (53,077)	$ 62,239
Equity in other comprehensive income (loss) of subsidiaries	(11,698)	307	—	11,391	—
Unrealized foreign currency translation adjustment, net of tax	—	674	307	—	981
Pension and other benefit adjustments:					
Net loss arising during the period, net of tax	—	(45)	—	—	(45)
Prior service credit arising during the period, net of tax	—	746	—	—	746
Amortization of net (gain) loss reclassified into general and administrative: other, net of tax	—	(1,686)	—	—	(1,686)
Amortization of prior service credit reclassified into general and administrative: other, net of tax	—	(1,762)	—	—	(1,762)
Curtailment gain reclassified into general and administrative: other, net of tax	—	(7,239)	—	—	(7,239)
Settlement gain reclassified into general and administrative: other, net of tax	—	(175)	—	—	(175)
Marketable securities:					
Unrealized holding gain arising during the period, net of tax	—	(1,868)	—	—	(1,868)
Realized net gain reclassified to net investment income, net of tax	—	(154)	—	—	(154)
Equity method investees' cash flow hedge:					
Unrealized net holding loss arising during the period, net of tax	—	(847)	—	—	(847)
Realized net holding loss reclassified to equity in earnings of non-consolidated entities, net of tax	—	351	—	—	351
Other comprehensive income (loss)	(11,698)	(11,698)	307	11,391	(11,698)
Total comprehensive income (loss)	$ 50,541	$ 42,316	$ (630)	$ (41,686)	$ 50,541

As of September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Assets					
Current assets:					
Cash and equivalents	$ 1,944	$ 43,912	$ 456	$ —	$ 46,312
Receivables, net	—	57,498	243	—	57,741
Other current assets	—	90,433	1,141	—	91,574
Total current assets	1,944	191,843	1,840	—	195,627
Investment in equity of subsidiaries	1,668,122	40,825	—	(1,708,947)	—
Property, net	—	1,537,745	206	—	1,537,951
Intangible assets, net	—	231,179	—	—	231,179
Intercompany advances	1,754,590	(1,807,510)	52,920	—	—
Goodwill	(2,143)	2,412,856	—	—	2,410,713
Deferred tax asset	—	75,557	—	—	75,557
Other long-term assets	8,205	510,010	14	—	518,229
Total assets	$ 3,430,718	$ 3,192,505	$ 54,980	$ (1,708,947)	$ 4,969,256
Liabilities and Stockholders' Equity					
Current liabilities:					
Accounts payable	$ —	$ 261,203	$ 244	$ —	$ 261,447
Accrued expenses and other liabilities	15,958	135,508	107	—	151,573
Deferred revenues and income	—	162,724	13	—	162,737
Current maturities of corporate borrowings and capital and financing lease obligations	8,806	10,594	—	—	19,400
Total current liabilities	24,764	570,029	364	—	595,157
Corporate borrowings	1,839,173	4,166	—	—	1,843,339
Capital and financing lease obligations	—	86,289	—	—	86,289
Exhibitor services agreement	—	363,833	—	—	363,833
Other long-term liabilities	—	500,066	13,791	—	513,857
Total liabilities	1,863,937	1,524,383	14,155	—	3,402,475
Temporary equity	1,080	—	—	—	1,080
Stockholders' equity	1,565,701	1,668,122	40,825	(1,708,947)	1,565,701
Total liabilities and stockholders' equity	$ 3,430,718	$ 3,192,505	$ 54,980	$ (1,708,947)	$ 4,969,256

As of December 31, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Assets					
Current assets:					
Cash and equivalents	$ 1,944	$ 167,023	$ 42,283	$ —	$ 211,250
Receivables, net	(21)	105,477	53	—	105,509
Other current assets	—	96,302	1,306	—	97,608
Total current assets	1,923	368,802	43,642	—	414,367
Investment in equity of subsidiaries	1,638,903	31,609	—	(1,670,512)	—
Property, net	—	1,401,686	242	—	1,401,928
Intangible assets, net	—	237,376	—	—	237,376
Intercompany advances	1,805,829	(1,811,112)	5,283	—	—
Goodwill	(2,143)	2,408,834	—	—	2,406,691
Deferred income tax asset	295	125,903	—	—	126,198
Other long-term assets	9,686	492,057	14	—	501,757
Total assets	$ 3,454,493	$ 3,255,155	$ 49,181	$ (1,670,512)	$ 5,088,317
Liabilities and Stockholders' Equity					
Current liabilities:					
Accounts payable	$ —	$ 312,591	$ 434	$ —	$ 313,025
Accrued expenses and other liabilities	7,188	151,619	(143)	—	158,664
Deferred revenues and income	—	221,679	—	—	221,679
Current maturities of corporate borrowings and capital and financing lease obligations	8,806	9,980	—	—	18,786
Total current liabilities	15,994	695,869	291	—	712,154
Corporate borrowings	1,898,432	4,166	—	—	1,902,598
Capital and financing lease obligations	—	93,273	—	—	93,273
Exhibitor services agreement	—	377,599	—	—	377,599
Other long-term liabilities	—	445,345	17,281	—	462,626
Total liabilities	1,914,426	1,616,252	17,572	—	3,548,250
Temporary equity	1,364	—	—	—	1,364
Stockholders' equity	1,538,703	1,638,903	31,609	(1,670,512)	1,538,703
Total liabilities and stockholders' equity	$ 3,454,493	$ 3,255,155	$ 49,181	$ (1,670,512)	$ 5,088,317

Nine months ended September 30, 2016:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Cash flows from operating activities:					
Net cash provided by operating activities	$ 19,674	$ 193,682	$ (2,022)	$ —	$ 211,334
Cash flows from investing activities:					
Capital expenditures	—	(256,592)	(7)	—	(256,599)
Acquisition of Starplex, net of cash acquired	—	681	—	—	681
Investments in non-consolidated entities, net	—	(10,480)	—	—	(10,480)
Proceeds from disposition of long-term assets	—	19,365	—	—	19,365
Other, net	—	(1,252)	—	—	(1,252)
Net cash used in investing activities	—	(248,278)	(7)	—	(248,285)
Cash flows from financing activities:					
Payments under revolving credit facility	(55,000)	—	—	—	(55,000)
Cash used to pay dividends	(59,081)	—	—	—	(59,081)
Deferred financing fees	(821)	—	—	—	(821)
Principal payments under capital and financing lease obligations	—	(6,370)	—	—	(6,370)
Principle payments under Term Loan	(6,605)	—	—	—	(6,605)
Change in intercompany advances	101,833	(62,120)	(39,713)	—	—
Net cash used in financing activities	(19,674)	(68,490)	(39,713)	—	(127,877)
Effect of exchange rate changes on cash and equivalents	—	(25)	(85)	—	(110)
Net decrease in cash and equivalents	—	(123,111)	(41,827)	—	(164,938)
Cash and equivalents at beginning of period	1,944	167,023	42,283	—	211,250
Cash and equivalents at end of period	$ 1,944	$ 43,912	$ 456	$ —	$ 46,312

Nine months ended September 30, 2015:

(In thousands)	Holdings	Subsidiary Guarantors	Subsidiary Non-Guarantors	Consolidating Adjustments	Consolidated Holdings
Cash flows from operating activities:					
Net cash provided by operating activities	$ 15,344	$ 192,612	$ 1,269	$ —	$ 209,225
Cash flows from investing activities:					
Capital expenditures	—	(215,557)	(17)	—	(215,574)
Investments in non-consolidated entities, net	—	(958)	—	—	(958)
Proceeds from disposition of long-term assets	—	604	—	—	604
Other, net	—	(1,158)	—	—	(1,158)
Net cash used in investing activities	—	(217,069)	(17)	—	(217,086)
Cash flows from financing activities:					
Proceeds from issuance of Senior Subordinated Notes due 2025	600,000	—	—	—	600,000
Repurchase of Senior Subordinated Notes due 2020	(626,114)	—	—	—	(626,114)
Cash used to pay dividends	(59,012)	—	—	—	(59,012)
Deferred financing costs	(11,978)	—	—	—	(11,978)
Principal payments under capital and financing lease obligations	—	(5,811)	—	—	(5,811)
Principle payments under Term Loan	(5,813)	—	—	—	(5,813)
Principal amount of coupon payment under Senior Subordinated Notes due 2020	(3,357)	—	—	—	(3,357)
Change in intercompany advances	90,420	(88,925)	(1,495)	—	—
Net cash used in financing activities	(15,854)	(94,736)	(1,495)	—	(112,085)
Effect of exchange rate changes on cash and equivalents	—	(297)	(24)	—	(321)
Net decrease in cash and equivalents	(510)	(119,490)	(267)	—	(120,267)
Cash and equivalents at beginning of period	2,454	174,117	41,635	—	218,206
Cash and equivalents at end of period	$ 1,944	$ 54,627	$ 41,368	$ —	$ 97,939

NOTE 14—SUBSEQUENT EVENTS

On November 8, 2016, the Company issued $595,000,000 aggregate principal amount of 5.875% Senior Subordinated Notes Due 2026 (“Dollar Notes”), which mature on November 15, 2026. The Company will pay interest on the Dollar Notes at 5.875% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, the Company issued £250,000,000 aggregate principal amount of 6.375% Senior Subordinated Notes Due 2024 (“Sterling Notes”), which mature on November 15, 2024. The Company will pay interest on the Sterling Notes at 6.375% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, the Company amended its Credit Agreement dated as of April 30, 2013, as previously amended, to, among other things, lower the interest rate from LIBOR plus 3.25% to LIBOR plus 2.75% and to remove a 0.75% LIBOR rate floor, and borrowed $500,000,000 of New Term Loans at LIBOR plus 2.75%.

The net proceeds from the offering of the Dollar Notes and the Sterling Notes, together with the borrowings under the New Term Loans, cash on hand and other sources are intended to be used to fund the acquisitions of Odeon and Carmike, repay certain outstanding debt of Odeon and fund related transaction fees and expenses. As a result of the issuance of the Sterling Notes, the senior subordinated bridge loan commitments pursuant to the debt financing commitment letter entered into by the Company in connection with the definitive agreement to acquire Odeon were reduced from $800,000,000 to $490,000,000.

On November 3, 2016, Holdings' Board of Directors declared a cash dividend in the amount of $0.20 per share of Class A and Class B common stock, payable on December 19, 2016 to stockholders of record on December 5, 2016.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward Looking Statements

In addition to historical information, this Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "may," "will," "forecast," "estimate," "project," "intend," "plan," "expect," "should," "believe" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Similarly, statements made herein and elsewhere regarding our pending acquisitions of Carmike and Odeon are also forward-looking statements, including statements regarding the anticipated closing date of the acquisitions, the ability to obtain regulatory approvals or to satisfy closing conditions, the costs of the acquisitions or the source or structure of the financings, the expected benefits of the acquisition on our future business, operations and financial performance and our ability to successfully integrate the recently acquired businesses. These forward-looking statements are based only on our current beliefs, expectations, and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors, including those discussed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the following:

- decreased supply of motion pictures or delayed access to motion pictures;
- quality of motion picture production, spending levels on motion picture marketing, and performance of motion pictures in our markets;
- risks and uncertainties relating to our significant indebtedness;
- limitations on the availability of capital may prevent us from deploying strategic initiatives;
- risks of poor financial results may prevent us from meeting our payment obligations;
- our ability to utilize net operating loss carryforwards to reduce our future tax liability;
- increased competition in the geographic areas in which we operate;
- increased use of alternative film delivery methods or other forms of entertainment;
- shrinking exclusive theatrical release windows;
- certain covenants in the agreements that govern our indebtedness may limit our ability to take advantage of certain business opportunities;
- general political, social, financial market and economic conditions, including the effects of the exit of the United Kingdom from the European Union;
- review by antitrust authorities in connection with acquisition opportunities;
- dependence on key personnel for current and future performance and our ability to attract and retain senior executives and other key personnel including in connection with our pending acquisitions;
- optimizing our theatre circuit through construction and the transformation of our existing theatres may be subject to delay and unanticipated costs;

- our ability to achieve expected synergies and benefits and performance from our strategic theatre acquisitions and strategic initiatives, execution risks related to our pending and completed acquisitions and other strategic initiatives;

- with respect to our pending Carmike acquisition, our ability to satisfy closing conditions in the anticipated time frame or at all, obtaining regulatory approval, including the risk that any approval may be on terms or subject to conditions that are not anticipated, obtaining Carmike stockholders approval, the possibility that the acquisition does not close, including in circumstances in which we would be obligated to pay Carmike a termination fee or other damage or expenses, and the amount of cost, fees and expenses related to the acquisition;

- operating a business in markets AMC is unfamiliar with, including acceptance by movie goers of AMC initiatives that are new to those markets;

- the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against us, Carmike or Odeon with respect to the pending acquisitions.

- with respect to our pending Odeon acquisition, our ability to operate a business in markets where we have limited experience, the United Kingdom's exit from the European Union, obtaining regulatory approval, including the risk that any approval may be on terms or subject to conditions that are not anticipated, other business effects including the effects of industry, market, economic, political or regulatory conditions and future exchange or interest rates and the amount of cost, fees and expenses related to the acquisition;

- our ability to finance the Carmike and Odeon acquisitions on favorable terms;

- our ability to refinance our indebtedness on terms favorable to us;

- the ability to comply with covenants in the agreements governing indebtedness;

- failures, unavailability or security breaches of our information systems;

- our investment and equity in earnings from NCM, LLC may be negatively impacted by the competitive environment in which NCM operates and by the risks associated with its strategic initiatives;

- risks relating to impairment losses and theatre and other closure charges;

- risks relating to the incurrence of legal liability;

- increased costs in order to comply with governmental regulation and the impact of governmental investigations concerning potentially anticompetitive conduct including film clearances and partnering with other major exhibitors in joint ventures; and

- we may not generate sufficient cash flows or have sufficient restricted payment capacity under our Senior Secured Credit Facility or the indentures governing our debt securities to pay our intended dividends on our Class A and Class B common stock.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative but not exhaustive. In addition, new risks and uncertainties may arise from time to time. Accordingly, all forward-looking statements should be evaluated with an understanding of their inherent uncertainty.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements. For further information about these and other risks and uncertainties as well as strategic initiatives, see Item 1A. "Risk Factors" and Item 1. "Business" in our Annual Report on Form 10-K for the year ended December 31, 2015 and our other public filings.

All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements included herein are made only as of the date of this Quarterly Report on Form 10-Q, and we do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview

AMC is one of the world's largest theatrical exhibition companies and an industry leader in innovation and operational excellence. We operate productive theatres in the country's top markets, including No. 1 or No.2 market share in the top three markets, New York, Los Angeles and Chicago.

Our theatrical exhibition revenues are generated primarily from box office admissions and theatre food and beverage sales. The balance of our revenues are generated from ancillary sources, including on-screen advertising, fees earned from our AMC Stubs™ customer frequency membership program, rental of theatre auditoriums, income from gift card and exchange ticket sales, on-line ticketing fees and arcade games located in theatre lobbies. As of September 30, 2016, we owned, operated or had interests in 388 theatres and 5,295 screens.

Film Content

Box office admissions are our largest source of revenue. We predominantly license "first-run" films from distributors owned by major film production companies and from independent distributors on a film-by-film and theatre-by-theatre basis. Film exhibition costs are accrued based on the applicable admissions revenues and estimates of the final settlement pursuant to our film licenses. Licenses that we enter into typically state that rental fees are based on aggregate terms established prior to the opening of the picture. In certain circumstances and less frequently, our rental fees are based on a mutually agreed settlement upon the conclusion of the picture. Under an aggregate terms formula, we pay the distributor a specified percentage of box office gross or pay based on a scale of percentages tied to different amounts of box office gross. The settlement process allows for negotiation based upon how a film actually performs.

During the 2015 calendar year, films licensed from our seven largest distributors based on revenues accounted for approximately 89% of our U.S. admissions revenues. Our revenues attributable to individual distributors may vary significantly from year to year depending upon the commercial success of each distributor's films in any given year.

Our revenues are dependent upon the timing and popularity of film releases by distributors. The most marketable films are usually released during the summer and the calendar year-end holiday seasons. Therefore, our business is highly seasonal, with higher attendance and revenues generally occurring during the summer months and holiday seasons. Our results of operations may vary significantly from quarter to quarter and from year to year.

Open Road Releasing, LLC (''Open Road Releasing''), operator of Open Road Films, LLC (''Open Road Films''), our joint venture with another major exhibitor, is similarly undertaking an effort to grow our sources of content and provide access to our screens for content that may not otherwise find its way there. Open Road Film's 2015 release *Spotlight* won the Academy Award for Best Picture.

Fathom Events (''Fathom'') is another joint venture with several major exhibitors and is the recognized leader in the alternative entertainment industry, offering a variety of one-of-a-kind entertainment events in movie theaters nationwide that include live, high-definition performances of the Metropolitan Opera, the performing arts, major sporting events, music concerts, comedy series, Broadway shows, original programming featuring entertainment's biggest stars, socially relevant documentaries with audience Q&A and much more. We are working with Fathom to further broaden our programming options to appeal to even wider audiences.

AMC Movie Screens

During the nine months ended September 30, 2016, we opened 12 new screens, acquired 26 screens, permanently closed 38 screens, temporarily closed 500 screens and reopened 369 screens to implement our strategy and install consumer experience upgrades.

As of September 30, 2016, we had 2,579 3D enabled screens, including IMAX and AMC Proprietary Premium Large Format ("PLF") screens; approximately 49% of our screens were 3D enabled screens, including IMAX 3D enabled screens, and approximately 3% of our screens were IMAX 3D enabled screens.

Format	Number of Screens As of September 30, 2016	Number of Screens As of December 31, 2015
Digital	5,295	5,426
3D enabled (including IMAX and PLF)	2,579	2,643
IMAX (3D enabled)	154	152
Dolby Cinema™ at AMC	26	12
AMC Proprietary PLF (3D enabled)	5	13
Dine-in theatres	312	312
Premium seating	1,441	1,119

IMAX®. IMAX is one of the world's leading entertainment technology companies, specializing in motion picture technologies and presentations. IMAX offers a unique end-to-end cinematic solution combining proprietary software, theater architecture and equipment to create the highest-quality, most immersive motion picture experience for which the IMAX brand has become known globally. Top filmmakers and studios utilize IMAX theaters to connect with audiences in innovative ways, and as such, IMAX's theater network is among the most important and successful theatrical distribution platforms for major event films around the world.

As of September 30, 2016, AMC is the largest IMAX exhibitor in the U.S. with a 44% market share, and each of our IMAX local installations is protected by geographic exclusivity. As of September 30, 2016, our IMAX screen count is 73% greater than our closest competitor. AMC believes that we have had considerable success with our IMAX partnership, and in June 2016 we announced an agreement to expand the number of IMAX screens in our U.S. theatres to 185 by the end of 2019.

Dolby Cinema™ at AMC. In May 2015, we partnered with Dolby Laboratories, Inc. to unveil a premium cinema offering for moviegoers that combined state-of-the-art image and sound technologies with inspired theatre design and comfort. Dolby Cinema at AMC includes Dolby Vision™ laser projection and object oriented Dolby Atmos® audio technology, as well as AMC's plush power reclining seats with seat transducers that vibrate with the action on screen.

As of September 30, 2016, we have 26 fully operational Dolby Cinema at AMC screens. In August 2016 we announced the acceleration of our Dolby Cinema at AMC deployment. We expect to have 50 Dolby Cinema at AMC auditoriums operational by the end of 2016, and double that number, to 100, operational by the end of 2017, seven years ahead of our original deployment plan.

AMC Proprietary PLF. AMC believes there is considerable opportunity to add a private label PLF format in many of our locations, with superior sight and sound technology and enhanced seating as contrasted with our traditional auditoriums. This PLF format will give AMC the capability to add a screen in theatres already outfitted with IMAX and/or Dolby Cinema at AMC. Also, this PLF should offer an enhanced theatrical experience for movie goers beyond AMC's current core theatres, but may not carry the same price premium as IMAX or Dolby Cinema at AMC. Therefore, it may be especially relevant in smaller or more price sensitive markets.

Guest Amenities

We continually upgrade the quality of our theatre circuit through substantial renovations featuring our seating concepts, acquisitions, new builds (including expansions), expansion of food and beverage offerings (including dine-in theatres), and by disposing of older screens through closures and sales. We are an industry leader in the development and operation of theatres. Typically, our theatres have 12 or more screens and offer amenities to enhance the movie-going experience, such as stadium seating providing unobstructed viewing, digital sound and premium seat design.

Recliner seating is the key feature of theatre renovations. We believe that maximizing comfort and convenience for our customers will be increasingly necessary to maintain and improve our relevance. These renovations, in conjunction with capital contributions from our landlords, involve stripping theatres to their basic structure in order to replace finishes throughout, upgrade the sight and sound experience, install modernized points of sale and, most importantly, replace traditional theatre seats with plush, electric recliners that allow customers to deploy a leg rest and fully recline at the push of a button. The renovation process typically involves losing up to two-thirds of a given auditorium's seating capacity. For an industry historically focused on quantity, this reduction in seating capacity could be viewed as counter-intuitive and harmful to revenues. However, the quality improvement in the customer experience is driving a 53% increase in attendance at these locations in their first year post renovation. Our customers have responded favorably to the significant personal space gains from ample row depths, ability to recline or stretch their legs, extra-wide pillowed chaise and oversized armrests. The reseated theatres attract more midweek audiences than normal theatres and tend to draw more adults who pay higher ticket prices than teens or young children. We typically do not change ticket prices in the first year after construction, however, in subsequent years we typically increase our ticket prices at our reseated theatres by amounts well in excess of price adjustments for our non-renovated theatres.

As of September 30, 2016, we now feature recliner seating in approximately 133 theatres, including Dine-in-Theatres, totaling approximately 1,753 screens. By the end of 2016, we expect to convert an additional 500 screens to recliner seating with an additional 750 by the end of 2017.

Rebalancing of the new supply-demand relationship created by recliner seating presents us two further opportunities to improve customer convenience and maximize operating results: open-source internet ticketing and reserved seating.

Open-source internet ticketing makes all our seats (over 829,000) in all our theatres and auditoriums for all our showtimes as available as possible, on as many websites as possible. This is a significant departure from the years prior to 2012, when tickets to any one of our theatres were only available on one website. We most recently deployed new technology by partnering with Atom Tickets to allow guests to utilize Atom's mobile movie ticketing platform to purchase our tickets. Atom's technology allows movie-goers to check movie reviews and AMC show times, coordinate movie outings among friends while allowing them to pay separately, and pre-pay for food and beverage items. Our tickets are currently on sale over the internet, directly or through mobile apps, at our own website and app and Fandango, Movietickets.com, Flixster and Atom Tickets. We believe increased online access is important because it captures customers' purchase intent more immediately and directly than if we wait for their arrival at the theatre box office to make a purchase. Carefully monitoring internet pre-sales also lets us adjust capacity in real time, moving movies that are poised to over perform to larger capacity auditoriums or more additional auditoriums, thereby maximizing yield.

Reserved seating, at some of our busiest theatres, and now available at all of our Manhattan, New York City locations, allows our customers to choose a specific seat in advance of the movie. We believe that knowing there is a specifically chosen seat waiting for a show that promises to be a sellout is comforting to our customers, reduces anxiety around the experience and compels ticket purchases. We believe reserved seating will become increasingly prevalent to the point of being a prerequisite in the medium-term future.

We believe the comfort and personal space gains from recliner seating, coupled with the immediacy of demand captured from open-source internet ticketing and the appeal of reserved seating make a powerful economic combination for us.

Food and beverage sales are our second largest source of revenue after box office admissions. Food and beverage items traditionally include popcorn, soft drinks, candy and hot dogs. Different varieties of food and beverage items are offered at our theatres based on preferences in the particular geographic region. Our traditional food and beverage strategy emphasizes prominent and appealing food and beverage offerings designed for rapid service and efficiency, including a customer friendly self-serve experience. We design our theatres to have more food and beverage capacity to make it easier to serve larger numbers of customers. Strategic placement of large food and beverage operations within theatres increases their visibility, aids in reducing the length of lines, allows flexibility to introduce new concepts and improves traffic flow around the food and beverage stands.

To address recent consumer trends, we are expanding our menu of enhanced food and beverage products to include made-to-order drinks and meals, customized coffee, healthy snacks, premium beers, wine and mixed drinks and other gourmet products. We plan to invest across a spectrum of enhanced food and beverage formats, ranging from simple, less capital-intensive food and beverage design improvements to the development of new dine-in theatre options. The costs of these conversions in some cases are partially covered by investments from the theatre landlord. We currently operate 19 Dine-In Theatres that deliver chef-inspired menus with seat-side or delivery service to luxury recliners with tables. Our recent Dine-In Theatre concepts are designed to capitalize on the latest food service trend, the fast casual eating experience.

Coca Cola Freestyle® puts customers in charge with over 140 drink flavor options in a compact footprint. Our operational excellence and history of innovation rewarded us with first-mover advantage on this new technology, which, as of September 30, 2016, was deployed in 361 of our theatres. We anticipate completing the rollout of Coca Cola Freestyle® into all of our theatres by the end of 2016, a year earlier than originally anticipated.

AMC Stubs®

AMC Stubs® is a customer loyalty program which allows members to earn rewards, receive discounts and participate in exclusive members-only offerings and services. In July 2016, we completed a national relaunch of our AMC Stubs loyalty program featuring both a traditional paid tier called AMC Stubs Premiere® and a new non-paid tier called AMC Stubs Insider®. Both programs reward loyal guests for their patronage of AMC Theatres. The AMC Stubs Insider tier rewards guests for simply coming to the movies, and benefits include free refills on certain food items, discount ticket offers, a birthday gift and 20 reward points earned for every dollar spent. For a $15 annual membership fee, AMC Stubs Premiere members enjoy express service with specially marked shorter lines at the box office and concession stand, free size upgrades on certain food and beverage items, discount ticket offers, a birthday gift, discounted online ticketing fees and 100 points for every dollar spent. Some of the rewards earned are redeemable on future purchases at AMC locations. Once an AMC Stubs Premere or AMC Stubs Insider member accumulates 5,000 points they will earn a $5 virtual reward.

As of September 30, 2016, we had 4,144,000 active member households in the AMC Stubs program. Our AMC Stubs members represented approximately 22% of our attendance during 2016 with an average ticket price 3% lower than our non-members and food and beverage expenditures per patron 4% higher than non-members. We expect the number of active member households to reach 4,500,000 by the end of 2016. We believe movie-goers want to be recognized and rewarded for attending our theatres and as a result, our new AMC Stubs program is designed to strengthen guest loyalty, attract new guests and drive additional return visits. Our much larger database of identified moviegoers also provides us with additional insight into our customers' movie preferences, and this enables us to have both a larger and a more targeted marketing effort to support our Hollywood studio partners.

The portion of the admissions and food and beverage revenues attributed to the rewards is deferred as a reduction of admissions and food and beverage revenues and is allocated between admissions and food and beverage revenues based on expected member redemptions.

Upon redemption, deferred rewards are recognized as revenues along with associated cost of goods. Points are forfeited upon expiration and recognized as admissions or food and beverage revenues. For the paid tier of the program (AMC Stubs Premiere), the program's annual membership fee is deferred, net of estimated refunds, and is recognized ratably over the one-year membership period.

The following tables reflect AMC Stubs activity during the three and nine months ended September 30, 2016:

(In thousands)	Deferred Membership Fees	Deferred Rewards	AMC Stubs Revenue for Three Months Ended September 30, 2016: Other Theatre Revenues (Membership Fees)	Admissions Revenues	Food and Beverage Revenues	Ticketing Revenues
Balance, June 30, 2016	$ 12,796	$ 16,281				
Membership fees received	4,145	—	$ —	$ —	$ —	$ —
Rewards accumulated, net of expirations:						
Admissions	—	6,255	—	(6,255)	—	—
Food and beverage	—	6,269	—	—	(6,269)	—
Rewards redeemed:						
Admissions	—	(6,007)	—	6,007	—	—
Food and beverage	—	(6,104)	—	—	6,104	—
Amortization of deferred revenue	(6,080)	—	3,198	722	1,439	721
For the period ended or balance as of September 30, 2016	$ 10,861	$ 16,694	$ 3,198	$ 474	$ 1,274	$ 721

(In thousands)	Deferred Membership Fees	Deferred Rewards	AMC Stubs Revenue for Nine Months Ended September 30, 2016: Other Theatre Revenues (Membership Fees)	Admissions Revenues	Food and Beverage Revenues	Ticketing Revenues
Balance, December 31, 2015	$ 12,142	$ 17,013				
Membership fees received	17,053	—	$ —	$ —	$ —	$ —
Rewards accumulated, net of expirations:						
Admissions	—	15,894	—	(15,894)	—	—
Food and beverage	—	19,320	—	—	(19,320)	—
Rewards redeemed:						
Admissions	—	(16,004)	—	16,004	—	—
Food and beverage	—	(19,529)	—	—	19,529	—
Amortization of deferred revenue	(18,334)	—	15,452	722	1,439	721
For the period ended or balance as of September 30, 2016	$ 10,861	$ 16,694	$ 15,452	$ 832	$ 1,648	$ 721

The following tables reflect AMC Stubs activity during the three month period and nine month period ended September 30, 2015:

(In thousands)	Deferred Membership Fees	Deferred Rewards	AMC Stubs Revenue for Three Months Ended September 30, 2015: Other Theatre Revenues (Membership Fees)	Admissions Revenues	Food and Beverage Revenues
Balance, June 30, 2015	$ 12,916	$ 17,972			
Membership fees received	4,853	—	$ —	$ —	$ —
Rewards accumulated, net of expirations:					
Admissions	—	3,733	—	(3,733)	—
Food and beverage	—	5,380	—	—	(5,380)
Rewards redeemed:					
Admissions	—	(4,584)	—	4,584	—
Food and beverage	—	(6,481)	—	—	6,481
Amortization of deferred revenue	(6,042)	—	6,042	—	—
For the period ended or balance as of September 30, 2015	$ 11,727	$ 16,020	$ 6,042	$ 851	$ 1,101

(In thousands)	Deferred Membership Fees	Deferred Rewards	AMC Stubs Revenue for Nine Months Ended September 30, 2015 Other Theatre Revenues (Membership Fees)	Admissions Revenues	Food and Beverage Revenues
Balance, December 31, 2014	$ 11,408	$ 16,129			
Membership fees received	18,610	—	$ —	$ —	$ —
Rewards accumulated, net of expirations:					
Admissions	—	13,859	—	(13,859)	—
Food and beverage	—	19,846	—	—	(19,846)
Rewards redeemed:					
Admissions	—	(13,870)	—	13,870	—
Food and beverage	—	(19,944)	—	—	19,944
Amortization of deferred revenue	(18,291)	—	18,291	—	—
For the period ended or balance as of September 30, 2015	$ 11,727	$ 16,020	$ 18,291	$ 11	$ 98

Significant and Subsequent Events

On November 8, 2016, we issued $595,000,000 aggregate principal amount of 5.875% Senior Subordinated Notes Due 2026 (“Dollar Notes”), which mature on November 15, 2026. We will pay interest on the Dollar Notes at 5.875% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, we issued £250,000,000 aggregate principal amount of 6.375% Senior Subordinated Notes Due 2024 (“Sterling Notes”), which mature on November 15, 2024. We will pay interest on the Sterling Notes at 6.375% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, we amended our Credit Agreement dated as of April 30, 2013, as previously amended, to, among other things, lower the interest rate from LIBOR plus 3.25% to LIBOR plus 2.75% and to remove a 0.75% LIBOR rate floor, and borrowed $500,000,000 of New Term Loans at LIBOR plus 2.75%.

The net proceeds from the offering of the Dollar Notes and the Sterling Notes, together with the borrowings under the New Term Loans, cash on hand and other sources are intended to be used to fund the acquisitions of Odeon and Carmike, repay certain outstanding debt of Odeon and fund related transaction fees and expenses. As a result of the issuance of the Sterling Notes, the senior subordinated bridge loan commitments pursuant to the debt financing commitment letter entered into by us in connection with the definitive agreement to acquire Odeon were reduced from $800,000,000 to $490,000,000.

Odeon and UCI Cinemas Holdings Limited. On July 12, 2016, we entered into a definitive agreement to acquire the equity of Odeon and UCI Cinemas Holdings Limited (“Odeon”) from private equity firm Terra Firma for a total consideration of (i) cash in the amount of GBP £375.0 million ($460.8 million), (ii) shares of AMC Class A common stock valued at GBP £125.0 million ($153.6 million) and (iii) the repayment of indebtedness of approximately GBP £478.6 million ($588.1 million) as of October 19, 2016. The US Dollar amounts set forth in the preceding sentence assume a Euro/USD exchange rate of 1.0973 and a GBP/USD exchange rate of 1.2289 as of October 19, 2016. Odeon is a leading European cinema operator with 242 cinemas and 2,236 screens. We have entered into a debt financing commitment letter in connection with the definitive agreement to acquire Odeon, which provides senior secured incremental term loans in an aggregate amount of up to $525,000,000 and a senior subordinated bridge loan in an aggregate amount of up to $800,000,000 to fund the acquisition. As a result of the issuance of the Sterling Notes, the senior subordinated bridge loan commitments pursuant to the debt financing commitment letter entered into by us in connection with the definitive agreement to acquire Odeon were reduced from $800,000,000 to $490,000,000.Odeon operates in four major markets: the United Kingdom, Spain, Italy and Germany; and three smaller markets: Austria, Portugal, and Ireland. The closing of the acquisition is subject to clearance by the European Commission and the UK Competition and Markets Authority.

RealD Inc. We sold all of our 1,222,780 shares of common stock in RealD Inc. during the nine months ended September 30, 2016 and recognized a gain on sale of $3,008,000.

Carmike Cinemas. On July 24, 2016, we, Congress Merger Subsidiary, Inc., our indirect wholly owned subsidiary, and Carmike entered into an amended and restated merger agreement, which amends and restates that certain Agreement and Plan of Merger, dated March 3, 2016, and pursuant to which we will acquire all of the outstanding shares of Carmike for either $33.06 in cash or 1.0819 shares of Class A common stock, at the election of the Carmike stockholders, and subject to a customary proration mechanism to achieve an aggregate consideration mix of 70% cash and 30% in shares of our Class A common stock. We entered into a debt financing commitment letter in connection with the amended and restated merger agreement which provides senior secured incremental term loans in an aggregate amount of up to $225,000,000 and a senior subordinated bridge loan in an aggregate amount of up to $300,000,000 to fund the acquisition. There can be no assurance that we will be successful in completing the debt financing on favorable terms as it involves matters outside of our control. The merger is subject to customary closing conditions, including regulatory approval and approval by Carmike's shareholders. Carmike is a U.S. leader in digital cinema, 3D cinema deployments and alternative programming and is one of the nation's largest motion picture exhibitors. As of July 24, 2016, Carmike operates 276 theatres and 2,954 screens in 41 states focused primarily in mid-sized communities.

Starplex Cinemas. In December 2015, we completed the acquisition of Starplex Cinemas for cash. The purchase price for Starplex Cinemas was $172,172,000, net of cash acquired, and is subject to working capital and other purchase price adjustments as described in the stock purchase agreement. Starplex Cinemas operates 33 theatres with 346 screens in small and mid-size markets in 12 states, which further complements our large market portfolio. We expect to realize synergies and cost savings related to this acquisition as a result of purchasing and procurement economies of scale and general and administrative expense savings, particularly with respect to the consolidation of corporate related functions and elimination of redundancies. In January 2016, we divested of two Starplex Cinemas theatres with 22 screens, as required by the Antitrust Division of the United States Department of Justice. We received proceeds from the divestiture of approximately $5,390,000. For additional information about the Starplex Cinemas acquisition, see Note 2—Acquisition to our Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q.

Corporate Borrowings. On December 11, 2015, AMCE entered into a first amendment to its Senior Secured Credit Agreement dated April 30, 2013 ("First Amendment"). The First Amendment provides for the incurrence of $125,000,000 incremental term loans ("Incremental Term Loan"). In addition, the First Amendment, among other things, (a) extends the maturity date with respect to (i) the existing Term Loan due 2020 and the Incremental Term Loan (together "Term Loan due 2022") to December 15, 2022 and (ii) the Revolving Credit Facility from April 30, 2018 to December 15, 2020 and (b) increases the applicable margin for the Term Loan due 2022 from 1.75% with respect to base rate borrowings to 2.25% and 2.75% with respect to LIBOR borrowings to 3.25%. The proceeds of the Incremental Term Loan were used by Holdings to pay expenses related to the First Amendment transactions and the Starplex Cinemas acquisition. At September 30, 2016, the aggregate principal balance of the Term Loan due 2022 was $874,020,000 and borrowings under the Revolving Credit Facility were $20,000,000. As of September 30, 2016, Holdings had approximately $117,389,000 available for borrowing, net of letters of credit, under its Revolving Credit Facility.

Notes due 2025. On June 5, 2015, AMCE issued $600,000,000 aggregate principal amount of its Notes due 2025 in a private offering. Holdings capitalized deferred financing costs of approximately $11,378,000, related to the issuance of the Notes due 2025. The Notes due 2025 mature on June 15, 2025. Holdings will pay interest on the Notes due 2025 at 5.75% per annum, semi-annually in arrears on June 15th and December 15th, commencing on December 15, 2015. Holdings may redeem some or all of the Notes due 2025 at any time on or after June 15, 2020 at 102.875% of the principal amount thereof, declining ratably to 100% of the principal amount thereof on or after June 15, 2023, plus accrued and unpaid interest to the redemption date. Prior to June 15, 2020, Holdings may redeem the Notes due 2025 at par plus a make-whole premium. Holdings used the net proceeds from the Notes due 2025 private offering and cash on hand, to pay the consideration for the tender offer for the 9.75% Senior Subordinated Notes due 2020 ("Notes due 2020"), plus any accrued and unpaid interest and related transaction fees and expenses.

On June 5, 2015, in connection with the issuance of the Notes due 2025, Holdings entered into a registration rights agreement. Subject to the terms of the registration rights agreement, Holdings filed a registration statement on June 19, 2015 pursuant to the Securities Act of 1933, as amended, relating to an offer to exchange the original Notes due 2025 for exchange Notes due 2025 registered pursuant to an effective registration statement; the registration statement was declared effective on June 29, 2015, and Holdings commenced the exchange offer. The exchange notes have terms substantially identical to the original notes except that the exchange notes do not contain terms with respect to transfer restrictions and registration rights and additional interest payable for the failure to consummate the exchange offer within

210 days after the issue date. After the exchange offer expired on July 27, 2015, all of the original Notes due 2025 were exchanged.

Notes due 2020. On May 26, 2015, Holdings launched a cash tender offer for any and all of its outstanding Notes due 2020 at a purchase price of $1,093 for each $1,000 principal amount of Notes due 2020 validly tendered and accepted by Holdings on or before June 2, 2015 (the “Expiration Date”). Holders of $581,324,000, or approximately 96.9%, of the Notes due 2020 validly tendered and did not withdraw their Notes due 2020 on or prior to the Expiration Date. On October 30, 2015, AMCE gave notice of its intention to redeem any and all of the remaining $18,676,000 principal amount of the Notes due 2020 on December 1, 2015 at 104.875% of the principal amount, plus accrued and unpaid interest to the redemption date. AMCE completed the redemption of all of its outstanding Notes due 2020 on December 1, 2015.

On November 8, 2016, we issued $595,000,000 aggregate principal amount of 5.875% Senior Subordinated Notes Due 2026 (“Dollar Notes”), which mature on November 15, 2026. We will pay interest on the Dollar Notes at 5.875% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, we issued £250,000,000 aggregate principal amount of 6.375% Senior Subordinated Notes Due 2024 (“Sterling Notes”), which mature on November 15, 2024. We will pay interest on the Sterling Notes at 6.375% per annum, semi-annually in arrears on May 15 and November 15, commencing on May 15, 2017.

On November 8, 2016, we amended our Credit Agreement dated as of April 30, 2013, as previously amended, to, among other things, lower the interest rate from LIBOR plus 3.25% to LIBOR plus 2.75% and to remove a 0.75% LIBOR rate floor, and borrowed $500,000,000 of New Term Loans at LIBOR plus 2.75%.

The net proceeds from the offering of the Dollar Notes and the Sterling Notes, together with the borrowings under the New Term Loans, cash on hand and other sources are intended to be used to fund the acquisitions of Odeon and Carmike, repay certain outstanding debt of Odeon and fund related transaction fees and expenses. As a result of the issuance of the Sterling Notes, the senior subordinated bridge loan commitments pursuant to the debt financing commitment letter entered into by us in connection with the definitive agreement to acquire Odeon were reduced from $800,000,000 to $490,000,000.

On March 31, 2016, AMCE merged with and into Holdings, its direct parent company. In connection with the merger, Holdings assumed all of the obligations of AMCE pursuant to the indentures to the Notes due 2022, the Notes due 2025 and the Credit Agreement, dated as of April 30, 2013 (as subsequently amended).

Postretirement Medical Plan Termination. On January 12, 2015, the Compensation Committee and the Board of Directors of Holdings, adopted resolutions to terminate the AMC Postretirement Medical Plan with an effective date of March 31, 2015. During the three months ended March 31, 2015, we notified eligible associates that their retiree medical coverage under the plan will terminate after March 31, 2015. Payments to eligible associates were approximately $4,300,000 during the twelve months ended December 31, 2015. We recorded net periodic benefit credits of $18,118,000, including curtailment gains, settlement gains, amortization of unrecognized prior service credits and amortization of actuarial gains recorded in accumulated other comprehensive income related to the termination and settlement of the plan during the nine months ended September 30, 2015.

Dividends. The following is a summary of dividends and dividend equivalents declared to stockholders:

Declaration Date	Record Date	Date Paid	Amount per Share of Common Stock	Total Amount Declared (In thousands)
February 25, 2016	March 7, 2016	March 21, 2016	$ 0.20	$ 19,762
April 27, 2016	June 6, 2016	June 20, 2016	0.20	19,762
July 25, 2016	September 6, 2016	September 19, 2016	0.20	19,760
February 3, 2015	March 9, 2015	March 23, 2015	0.20	19,637
April 27, 2015	June 8, 2015	June 22, 2015	0.20	19,635
July 28, 2015	September 8, 2015	September 21, 2015	0.20	19,622
October 29, 2015	December 7, 2015	December 21, 2015	0.20	19,654
April 25, 2014	June 6, 2014	June 16, 2014	0.20	19,576
July 29, 2014	September 5, 2014	September 15, 2014	0.20	19,576
October 27, 2014	December 5, 2014	December 15, 2014	0.20	19,577

During the nine months ended September 30, 2016 and the nine months ended September 30, 2015, we paid dividends and dividend equivalents of $59,081,000 and $59,012,000, respectively. At September 30, 2016 and September 30, 2015, we accrued $368,000 and $107,000, respectively, for the remaining unpaid dividends.

On November 3, 2016, Holdings' Board of Directors declared a cash dividend in the amount of $0.20 per share of Class A and Class B common stock, payable on December 19, 2016 to stockholders of record on December 5, 2016.

Operating Results

The following table sets forth our revenues, operating costs and expenses attributable to our theatrical exhibition operations.

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	% Change	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	% Change
Revenues						
Theatrical exhibition						
Admissions	$ 496,729	$ 441,262	12.6 %	$ 1,460,537	$ 1,393,338	4.8 %
Food and beverage	248,889	216,764	14.8 %	736,587	667,804	10.3 %
Other theatre	34,153	30,814	10.8 %	112,626	101,901	10.5 %
Total revenues	$ 779,771	$ 688,840	13.2 %	$ 2,309,750	$ 2,163,043	6.8 %
Operating Costs and Expenses						
Theatrical exhibition						
Film exhibition costs	$ 259,069	$ 233,390	11.0 %	$ 784,363	$ 751,894	4.3 %
Food and beverage costs	33,949	31,080	9.2 %	102,014	95,395	6.9 %
Operating expense	211,554	195,505	8.2 %	613,893	588,177	4.4 %
Rent	121,904	115,861	5.2 %	369,307	348,804	5.9 %
General and administrative expense:						
Merger, acquisition and transaction costs	4,961	751	* %	15,113	2,590	* %
Other	19,785	18,706	5.8 %	58,935	41,384	42.4 %
Depreciation and amortization	63,025	58,008	8.6 %	185,746	173,034	7.3 %
Operating costs and expenses	714,247	653,301	9.3 %	2,129,371	2,001,278	6.4 %
Operating income	65,524	35,539	84.4 %	180,379	161,765	11.5 %
Other expense (income):						
Other expense	79	—	* %	(5)	9,273	* %
Interest expense:						
Corporate borrowings	24,679	22,682	8.8 %	74,434	73,478	1.3 %
Capital and financing lease obligations	2,099	2,286	(8.2)%	6,441	6,990	(7.9)%
Equity in earnings losses of non-consolidated entities	(12,030)	(10,850)	10.9 %	(28,143)	(21,536)	30.7 %
Investment income	176	163	* %	(9,602)	(5,039)	90.6 %
Total other expense	15,003	14,281	5.1 %	43,125	63,166	(31.7)%
Earnings before income taxes	50,521	21,258	137.7 %	137,254	98,599	39.2 %
Income tax provision	20,085	9,080	121.2 %	54,560	36,360	50.1 %
Net earnings	$ 30,436	$ 12,178	149.9 %	$ 82,694	$ 62,239	32.9 %

* Percentage change in excess of 100%

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Operating Data:				
Screen additions	—	—	12	12
Screen acquisitions	15	—	26	40
Screen dispositions	—	—	38	—
Construction openings (closures), net	(54)	(94)	(131)	(62)
Average screens(1)	5,240	4,916	5,278	4,914
Number of screens operated	5,295	4,937	5,295	4,937
Number of theatres operated	388	348	388	348
Screens per theatre	13.6	14.2	13.6	14.2
Attendance (in thousands)(1)	51,895	47,298	153,136	145,874

(1) Includes consolidated theatres only and excludes screens offline due to construction.

Adjusted EBITDA

We present Adjusted EBITDA as a supplemental measure of our performance. We define Adjusted EBITDA as net earnings plus (i) income tax provision (benefit), (ii) interest expense and (iii) depreciation and amortization, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance and to include any cash distributions of earnings from our equity method investees. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Adjusted EBITDA increased by $35,435,000 or 32.5% during the three months ended September 30, 2016 compared to the three months ended September 30, 2015. The increase in Adjusted EBITDA was due primarily to increases in attendance including the benefit of the Starplex acquisition and average ticket prices, increases in food and beverage revenues per patron, increases in other revenues, and partially offset by decreases in cash distributions from non-consolidated entities and increases in start-up costs, changes in reward structure and build-up of deferred revenues for earned rewards related to the relaunch of AMC Stubs which will result in future revenue when the rewards are redeemed and recognized as revenues.

Adjusted EBITDA increased by $38,024,000 or 9.9% during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. The increase in Adjusted EBITDA was due primarily to increases in attendance including the benefit of the Starplex acquisition, food and beverage revenues per patron, increases in other revenues, offset by decreases in cash distributions from non-consolidated entities, increases in G&A other: including expense due to the prior year postretirement curtailment gain of $18,118,000 and declines in average ticket prices.

The following table sets forth our reconciliation of Adjusted EBITDA:

Reconciliation of Adjusted EBITDA
(unaudited)

(In thousands)	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Net earnings	$ 30,436	$ 12,178	$ 82,694	$ 62,239
Plus:				
Income tax provision	20,085	9,080	54,560	36,360
Interest expense	26,778	24,968	80,875	80,468
Depreciation and amortization	63,025	58,008	185,746	173,034
Certain operating expenses(1)	5,772	3,899	13,012	11,313
Equity in earnings of non-consolidated entities	(12,030)	(10,850)	(28,143)	(21,536)
Cash distributions from non-consolidated entities	3,401	8,557	21,672	24,328
Investment expense (income)	176	163	(9,602)	(5,039)
Other expense (income)(2)	79	—	(5)	9,273
General and administrative expense—unallocated:				
Merger, acquisition and transaction costs(3)	4,961	751	15,113	2,590
Stock-based compensation expense(4)	1,705	2,199	4,509	9,377
Adjusted EBITDA	$ 144,388	$ 108,953	$ 420,431	$ 382,407

(1) Amounts represent preopening expense related to temporarily closed screens under renovation, theatre and other closure expense for the permanent closure of screens including the related accretion of interest, non-cash deferred digital equipment rent expense, and disposition of assets and other non-operating gains or losses included in

operating expenses. We have excluded these items as they are non-cash in nature, include components of interest cost for the time value of money or are non-operating in nature.

(2) Other expense for the prior year periods related to the cash tender offer and redemption of the 9.75% Senior Subordinated Notes due 2020. We exclude other expense and income related to financing activities as the amounts are similar to interest expense or income and are non-operating in nature.

(3) Merger, acquisition and transition costs are excluded as it is non-operating in nature.

(4) Non-cash expense included in general and administrative: other.

Adjusted EBITDA is a non-GAAP financial measure commonly used in our industry and should not be construed as an alternative to net earnings (loss) as an indicator of operating performance or as an alternative to cash flow provided by operating activities as a measure of liquidity (as determined in accordance with U.S. GAAP). Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. We have included Adjusted EBITDA because we believe it provides management and investors with additional information to measure our performance and estimate our value.

Adjusted EBITDA has important limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. For example, Adjusted EBITDA:

- does not reflect our capital expenditures, future requirements for capital expenditures or contractual commitments;

- does not reflect changes in, or cash requirements for, our working capital needs;

- does not reflect the significant interest expenses, or the cash requirements necessary to service interest or principal payments, on our debt;

- excludes income tax payments that represent a reduction in cash available to us; and

- does not reflect any cash requirements for the assets being depreciated and amortized that may have to be replaced in the future.

Results of Operations— For the Three Months Ended September 30, 2016 and September 30, 2015

Revenues. Total revenues increased 13.2%, or $90,931,000 during the three months ended September 30, 2016 compared to the three months ended September 30, 2015. Admissions revenues increased 12.6%, or $55,467,000 during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily due to a 9.7% increase in attendance and a 2.6% increase in average ticket price. The increase in attendance was primarily due to the increased performance of film product during the current period, and including the acquisition of Starplex Cinemas in December of 2015 and our comfort and convenience theatre renovation initiatives. The increase in average ticket price is due to a combination of factors, including the anniversary of certain promotional pricing strategies implemented in last year’s third quarter, partially offset by the addition of Starplex theatres with a lower average ticket price and an increase in premium format box office attendance primarily related to Dolby Cinema ® at AMC where we added seven screens in the third quarter. Total admissions revenues were increased by rewards redeemed, net of deferrals, of $474,000 and $851,000 related to rewards accumulated under AMC Stubs during the three months ended September 30, 2016 and the three months ended September 30, 2015, respectively. The rewards accumulated under AMC Stubs are deferred and recognized in future periods upon redemption or expiration of customer rewards.

Food and beverage revenues increased 14.8%, or $32,125,000, during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily due to the increase in attendance and an increase in food and beverage revenues per patron of 4.8%. The increase in food and beverage revenues per patron reflects increased prices effective at the start of the fourth quarter of calendar 2015 and the contribution of our food and beverage strategic initiatives. Total food and beverage revenues were increased by rewards redeemed, net of deferrals, and amortization of deferred membership revenues of $1,274,000 and $1,101,000 related to rewards accumulated under

AMC Stubs during the three months ended September 30, 2016 and the three months ended September 30, 2015, respectively.

Total other theatre revenues increased 10.8%, or $3,339,000 during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily due to increases in income from internet ticketing fees, advertising revenues and gift card income.

Operating costs and expenses. Operating costs and expenses increased 9.3%, or $60,946,000 during the three months ended September 30, 2016 compared to the three months ended September 30, 2015. Film exhibition costs increased 11.0%, or $25,679,000, during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily due to the increase in admissions revenues and partially offset by the decrease in film exhibition costs as a percentage of admission revenues. As a percentage of admissions revenues, film exhibition costs were 52.2% for the three months ended September 30, 2016 and 52.9% for the three months ended September 30, 2015 due to an increase in rebates from distributors.

Food and beverage costs increased 9.2%, or $2,869,000, during the three months ended September 30, 2016 compared to the three months ended September 30, 2015. As a percentage of food and beverage revenues, food and beverage costs were 13.6% for the three months ended September 30, 2016 and 14.3% for the three months ended September 30, 2015 due to increases in retail selling prices at the start of the fourth quarter of 2015 in excess of cost increases for our food and beverage products. The increase in food and beverage costs was primarily due to the increase in food and beverage revenues, partially offset by the decrease in food and beverage costs as a percentage of food and beverage revenues. Food and beverage gross profit per patron increased 5.3%, and is calculated as food and beverage revenues less food and beverage costs divided by attendance.

As a percentage of revenues, operating expense was 27.1% for the three months ended September 30, 2016 as compared to 28.4% for the three months ended September 30, 2015, primarily due to the increase in revenues, partially offset by increases in repairs and maintenance expense and equipment rentals related to our enhanced food and beverage initiatives and increases in payment processing costs and professional and consulting expenses. Rent expense increased 5.2%, or $6,043,000 during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily from the increase in the number of theatres operated including the acquisition of Starplex Cinemas, and an increase in percentage rentals based on revenues.

General and Administrative Expense:

Merger, acquisition and transaction costs. Merger, acquisition and transaction costs were $4,961,000 during the three months ended September 30, 2016 compared to $751,000 during the three months ended September 30, 2015, primarily due to an increase in legal and professional and consulting costs and increased merger and acquisition activity associated with our proposed Carmike merger and Odeon acquisition.

Other. Other general and administrative expense increased $1,079,000, during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, due primarily to increases in salary and benefits of $900,000, legal expenses of $700,000, and professional and consulting expenses of $300,000, partially offset by a $1,000,000 decrease in development costs.

Depreciation and amortization. Depreciation and amortization increased 8.6%, or $5,017,000, during the three months ended September 30, 2016 compared to the three months ended September 30, 2015, primarily due to the increase in depreciable assets resulting from capital expenditures of $256,599,000 and $333,423,000 during the nine months ended September 30, 2016 and the twelve months ended December 31, 2015, respectively and the acquisition of Starplex Cinemas.

Other Expense (Income):

Other expense (income). Other income during the three months ended September 30, 2016 was $79,000 compared to $0 during the three months ended September 30, 2015.

Interest expense. Interest expense for the three months ended September 30, 2016 increased 7.2% or $1,810,000 compared to the three months ended September 30, 2015, primarily due to additional term loans of

$125,000,000. During the three months ended September 30, 2016 we borrowed $20,000,000 on our Revolving Credit Facility.

Equity in earnings of non-consolidated entities. Equity in earnings of non-consolidated entities were $12,030,000 for the three months ended September 30, 2016 compared to $10,850,000 for the three months ended September 30, 2015. The increase in equity in earnings of non-consolidated entities of $1,180,000 was primarily due to increases in earnings from DCIP of $1,691,000 partially offset by a decrease in earnings from NCM of $1,081,000. During the three months ended September 30, 2016, we continued to suspend equity method accounting for our investment in Open Road Films as the investment in Open Road Films had reached our remaining commitment. The cash distributions from non-consolidated entities were $3,401,000 during the three months ended September 30, 2016, and $8,557,000 during the three months ended September 30, 2015. See Note 3—Investments of the Notes to Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q for further information.

Investment expense (income). Investment expense was $176,000 for the three months ended September 30, 2016 compared to investment expense of $163,000 for the three months ended September 30, 2015.

Income tax provision. The income tax provision from continuing operations was $20,085,000 for the three months ended September 30, 2016 and $9,080,000 for the three months ended September 30, 2015. See Note 5—Income Taxes of the Notes to Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q for further information.

Net earnings. Net earnings were $30,436,000 and $12,178,000 during the three months ended September 30, 2016 and September 30, 2015, respectively. Net earnings during the three months ended September 30, 2016 compared to the three months ended September 30, 2015 were positively impacted by the increases in attendance, average ticket price, food and beverage per patron and an increase in equity in earnings from non-consolidated entities. Net earnings were negatively impacted by increases in rent, depreciation and amortization, merger, acquisition and transaction costs, general and administrative: other, increases in interest expense and income tax provision.

Results of Operations— For the Nine Months Ended September 30, 2016 and September 30, 2015

Revenues. Total revenues increased 6.8%, or $146,707,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Admissions revenues increased 4.8%, or $67,199,000 during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily due to a 5.0% increase in attendance partially offset by a 0.1% decrease in average ticket price. The increase in attendance was primarily due to the acquisition of Starplex Cinemas in December of 2015. Total admissions revenues were increased by rewards redeemed, net of deferrals, of $832,000 and were increased by rewards redeemed, net of deferrals of $11,000 related to rewards accumulated under AMC Stubs during the nine months ended September 30, 2016 and the nine months ended September 30, 2015, respectively. The rewards accumulated under AMC Stubs are deferred and recognized in future periods upon redemption or expiration of customer rewards.

Food and beverage revenues increased 10.3%, or $68,783,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily due to the increase in food and beverage revenues per patron of 5.0% and the increase in attendance. The increase in food and beverage revenues per patron reflects increased prices effective at the start of the fourth quarter of calendar 2015 and the contribution of our food and beverage strategic initiatives. Total food and beverage revenues were increased by rewards redeemed, net of deferrals, of $1,648,000 and were increased by rewards redeemed, net of deferrals, of $98,000 related to rewards accumulated under AMC Stubs during the nine months ended September 30, 2016 and the nine months ended September 30, 2015, respectively.

Total other theatre revenues increased 10.5%, or $10,725,000 during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily due to increases in income from internet ticketing fees, advertising revenues, and gift card income.

Operating costs and expenses. Operating costs and expenses increased 6.4%, or $128,093,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Film exhibition costs increased 4.3%, or $32,469,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily due to the increase in admissions revenues. As a percentage of admissions revenues, film exhibition costs were 53.7% for the nine months ended September 30, 2016 and 54.0% for the nine months ended September 30, 2015.

Food and beverage costs increased 6.9%, or $6,619,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. As a percentage of food and beverage revenues, food and beverage costs were 13.8% for the nine months ended September 30, 2016 and 14.3% for the nine months ended September 30, 2015 due to increases in retail selling prices at the start of the fourth quarter of 2015 in excess of cost increases for our food and beverage products. The increase in food and beverage costs was primarily due to the increase in food and beverage revenues. Food and beverage gross profit per patron increased 5.6%, and is calculated as food and beverage revenues less food and beverage costs divided by attendance.

As a percentage of revenues, operating expense was 26.6% for the nine months ended September 30, 2016 as compared to 27.2% for the nine months ended September 30, 2015, primarily due to the increase in attendance, partially offset by increases in repairs and maintenance expenses and equipment rentals related to our enhanced food and beverage initiatives. Rent expense increased 5.9%, or $20,503,000 during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily from the increase in the number of theatres operated including the acquisition of Starplex Cinemas.

General and Administrative Expense:

Merger, acquisition and transaction costs. Merger, acquisition and transaction costs were $15,113,000 during the nine months ended September 30, 2016 compared to $2,590,000 during the nine months ended September 30, 2015, primarily due to an increase in professional and consulting costs and increased merger and acquisition activity associated with our proposed Carmike merger and Odeon acquisition.

Other. Other general and administrative expense increased $17,551,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, due primarily to the net periodic benefit credit of $18,118,000 related to the termination and settlement of the AMC Postretirement Medical Plan recorded in the prior year and an increase in legal expenses of $3,700,000 partially offset by declines in stock-based compensation expense of $4,868,000 due to an increase in vesting periods compared to the prior year. See Note 9—Employee Benefit Plans of the Notes to Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q for further information regarding the components of net periodic benefit credit, including recognition of the prior service credits and net actuarial gains recorded in accumulated other comprehensive income, curtailment gains, and settlement gains during the nine months ended September 30, 2015.

Depreciation and amortization. Depreciation and amortization increased 7.3%, or $12,712,000, during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015, primarily due to the increase in depreciable assets resulting from capital expenditures of $256,599,000 and $333,423,000 during the nine months ended September 30, 2016 and the twelve months ended December 31, 2015, respectively and the acquisition of Starplex Cinemas.

Other Expense (Income):

Other expense (income). Other expense during the nine months ended September 30, 2015 was due to a loss on extinguishment of indebtedness related to the cash tender offer and redemption of the Notes due 2020 of $9,273,000.

Interest expense. Interest expense increased 0.5%, or $407,000, for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015 primarily due to borrowings on our Revolving Credit Facility.

Equity in earnings of non-consolidated entities. Equity in earnings of non-consolidated entities were $28,143,000 for the nine months ended September 30, 2016 compared to $21,536,000 for the nine months ended September 30, 2015. The increase in equity in earnings of non-consolidated entities of $6,607,000 was primarily due to improvement in earnings from DCIP of $3,722,000, increases in earnings from NCM of $2,842,000 and decreases in losses from Open Road Films of $430,000. During the nine months ended September 30, 2016, we continued to suspend equity method accounting for our investment in Open Road Films as the investment in Open Road Films had reached our commitment. The cash distributions from non-consolidated entities were $21,672,000 during the nine months ended

September 30, 2016, and $24,328,000 during the nine months ended September 30, 2015, which includes payments related to the NCM tax receivable agreement recorded in investment income. See Note 3—Investments of the Notes to Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q for further information.

Investment income. Investment income was $9,602,000 for the nine months ended September 30, 2016 compared to investment income of $5,039,000 for the nine months ended September 30, 2015. Investment income for the nine months ended September 30, 2016 includes payments received of $7,218,000 related to the NCM tax receivable agreement compared to payments received of $5,352,000 during the nine months ended September 30, 2015. Investment income for the nine months ended September 30, 2016 also includes a $3,008,000 gain on sale of all of our 1,222,780 common shares held in RealD Inc.

Income tax provision. The income tax provision was $54,560,000 for the nine months ended September 30, 2016 and $36,360,000 for the nine months ended September 30, 2015. See Note 5—Income Taxes of the Notes to Consolidated Financial Statements in Item 1 of Part I of this Form 10-Q for further information.

Net earnings. Net earnings were $82,694,000 and $62,239,000 during the nine months ended September 30, 2016 and September 30, 2015, respectively. Net earnings during the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015 were positively impacted by the increase in attendance, and food and beverage revenue per patron, the increase in investment income, and the increase in equity in earnings of non-consolidated entities, partially offset by the decrease in average ticket price, increases in rent, depreciation and amortization expense general and administrative: other, merger, acquisition and transaction costs, and income tax provision.

LIQUIDITY AND CAPITAL RESOURCES

Our consolidated revenues are primarily collected in cash, principally through box office admissions and food and beverage sales. We have an operating “float” which partially finances our operations and which generally permits us to maintain a smaller amount of working capital capacity. This float exists because admissions revenues are received in cash, while exhibition costs (primarily film rentals) are ordinarily paid to distributors from 20 to 45 days following receipt of box office admissions revenues. Film distributors generally release the films which they anticipate will be the most successful during the summer and year-end holiday seasons. Consequently, we typically generate higher revenues during such periods.

We had working capital deficit as of September 30, 2016 and December 31, 2015 of $(399,530,000) and $(297,787,000), respectively. Working capital included $162,737,000 and $221,679,000 of deferred revenues and income as of September 30, 2016 and December 31, 2015, respectively. We have the ability to borrow under our Senior Secured Credit Facility to meet obligations as they come due (subject to limitations on the incurrence of indebtedness in our various debt instruments). As of September 30, 2016, we had $117,389,000 available for borrowing, net of letters of credit, under our revolving Senior Secured Credit Facility.

We believe that cash obtained from recent financing, generated from operations and existing cash and equivalents and “float” will be sufficient to fund operations, pay dividends and make planned capital expenditures currently and for at least the next 12 months, enable us complete the planned acquisitions and enable us to maintain compliance with covenants related to the Senior Secured Credit Facility, the Notes due 2022, the Notes due 2025, the Dollar Notes due 2026 and the Sterling Notes due 2024.

As of September 30, 2016, we were in compliance with all financial covenants relating to the Senior Secured Credit Facility, the Notes due 2022, and the Notes due 2025.

Cash Flows from Operating Activities

Cash flows provided by operating activities, as reflected in the Consolidated Statements of Cash Flows, were $211,334,000 and $209,225,000 during the nine months ended September 30, 2016 and September 30, 2015, respectively. The increase in cash flows provided by operating activities was primarily due to an increase in payments for working capital items partially offset by an increase in landlord contributions.

Cash Flows from Investing Activities

Cash flows used in investing activities, as reflected in the Consolidated Statements of Cash Flows, were $248,285,000 and $217,086,000, during the nine months ended September 30, 2016 and September 30, 2015, respectively. Cash outflows from investing activities include capital expenditures of $256,599,000 and $215,574,000 during the nine months ended September 30, 2016 and September 30, 2015, respectively. Our capital expenditures primarily consisted of strategic growth initiatives and remodels, capital improvements to existing locations in our theatre circuit, and technology upgrades. We expect that our gross cash outflows for capital expenditures will be approximately $400,000,000 to $420,000,000 for 2016, before giving effect to expected landlord contributions of approximately $120,000,000 to $130,000,000, resulting in a net cash outlay of approximately $280,000,000 to $300,000,000.

During the nine months ended September 30, 2016 we received proceeds from the sale of our shares in RealD Inc. of $13,451,000 and proceeds from the sale of two Starplex divestiture theatres of $5,390,000. During the nine months ended September 30, 2016 we made capital contributions to Open Road Films of $10,000,000.

We fund the costs of constructing, maintaining and remodeling our theatres through existing cash balances; cash generated from operations, landlord contributions, or borrowed funds, as necessary. We generally lease our theatres pursuant to long-term non-cancelable operating leases which may require the developer, who owns the property, to reimburse us for the construction costs. We may decide to own the real estate assets of new theatres and, following construction, sell and leaseback the real estate assets pursuant to long-term non-cancelable operating leases. See Commitments and Contingencies below for additional discussion of the potential cash outflows due to our proposed acquisition activity and future sources of liquidity.

Cash Flows from Financing Activities

Cash flows used in financing activities, as reflected in the Consolidated Statements of Cash Flows, were $127,877,000 and $112,085,000 during the nine months ended September 30, 2016 and September 30, 2015, respectively. Financing activities for the current period consisted of dividend payments and repayments of $55,000,000 related to our revolving Senior Secured Credit Facility and capital and financing lease obligations. On February 25, 2016, our Board of Directors declared a cash dividend in the amount of $0.20 per share of Class A and Class B common stock, payable on March 21, 2016 to stockholders of record on March 7, 2016. On April 27, 2016, our Board of Directors declared a cash dividend in the amount of $0.20 per share of Class A and Class B common stock, payable on June 20, 2016 to stockholders of record on June 6, 2016. On July 25, 2016, our Board of Directors declared a cash dividend in the amount of $0.20 per share of Class A and Class B common stock, payable on September 19, 2016 to stockholders of record on September 6, 2016. We paid dividends and dividend equivalents of $59,081,000 during the nine months ended September 30, 2016 and $59,012,000 during the nine months ended September 30, 2015.

On June 5, 2015, we issued $600,000,000 aggregate principal amount of its Notes due 2025 and used the net proceeds to pay for the tender offer for the Notes due 2020, plus any accrued and unpaid interest and related transaction fees and expenses. The deferred financing costs paid related to the issuance of the Notes due 2025 were $11,378,000, during the nine months ended September 30, 2015. We repaid principal and recorded premium related to approximately 96.9% of the Notes due 2020 during the nine months ended September 30, 2015 of $626,114,000, comprised of $581,324,000 principal amount and $44,790,000 recorded premium. See Note 1—Basis of Presentation of the Notes to Consolidated Financial Statements in Item 1 of Part I for further information.

Investment in NCM LLC

We hold an investment of 17.4% in NCM LLC and 200,000 shares of NCM, Inc. accounted for under the equity method as of September 30, 2016. The estimated fair market value of our investment in NCM and NCM, Inc. was approximately $354,207,000, based upon the publically quoted price per share of NCM, Inc. on September 30, 2016 of $14.72 per share. We have little tax basis in these units, therefore the sale of all these units at September 30, 2016 would require us to report taxable income of approximately $428,505,000, including distributions received from NCM LLC that were previously deferred. Our investment in NCM LLC is a source of liquidity for us and we expect that any sales we may make of NCM LLC units would be made in such a manner to most efficiently manage any related tax liability. We have available net operating loss carryforwards which could reduce any related tax liability.

Commitments and Contingencies

We have commitments and contingencies for capital and financing leases, corporate borrowings, operating leases, capital related betterments and pension funding that were summarized in a table in our Annual Report on Form 10-K for the year ended December 31, 2015. Since December 31, 2015, material changes to the commitments and contingencies of the Company outside the ordinary course of business are discussed below.

On July 24, 2016, we, Congress Merger Subsidiary, Inc., our indirect wholly owned subsidiary, and Carmike entered into an amended and restated merger agreement, which amends and restates that certain Agreement and Plan of Merger, dated March 3, 2016, and pursuant to which we will acquire all of the outstanding shares of Carmike for either $33.06 in cash or 1.0819 shares of Class A common stock, at the election of the Carmike stockholders, and subject to a customary proration mechanism to achieve an aggregate consideration mix of 70% cash and 30% in shares of our Class A common stock. The merger is subject to customary closing conditions, including regulatory approval and approval by Carmike's shareholders.

On July 12, 2016, we entered into a definitive agreement to acquire the equity of Odeon from private equity firm Terra Firma for a total consideration of (i) cash in the amount of GBP £375.0 million ($460.8 million), (ii) shares of AMC Class A common stock valued at GBP £125.0 million ($153.6 million) and (iii) the repayment of indebtedness of approximately GBP £478.6 million ($588.1 million) as of October 19, 2016. The US Dollar amounts set forth in the preceding sentence assume a Euro/USD exchange rate of 1.0973 and a GBP/USD exchange rate of 1.2289 as of October 19, 2016. Odeon is a leading European cinema operator with 242 cinemas and 2,236 screens. Odeon operates in four major markets: the United Kingdom, Spain, Italy and Germany; and three smaller markets: Austria, Portugal, and Ireland. The closing of the acquisition is subject to clearance by the European Commission and the UK Competition and Markets Authority.

New Accounting Pronouncements

See Note 11—New Accounting Pronouncements of the Notes to our Consolidated Financial Statements in Item 1 of Part I for further information regarding recently issued accounting standards.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various market risks.

Market risk on variable-rate financial instruments. At September 30, 2016, we maintained a Senior Secured Credit Facility comprised of a $150,000,000 revolving credit facility and $900,000,000 of Senior Secured Term Loans due 2022. The Senior Secured Credit Facility provides for borrowings at a rate equal to an applicable margin plus, at our option, either a base rate or LIBOR, with a minimum base rate of 1.75% and a minimum rate for LIBOR borrowings of 0.75%. The rate in effect at September 30, 2016 for the outstanding Senior Secured Term Loan due 2022 was a LIBOR-based rate of 4.00% per annum. Increases in market interest rates would cause interest expense to increase and earnings before income taxes to decrease. The change in interest expense and earnings before income taxes would be dependent upon the weighted average outstanding borrowings during the reporting period following an increase in market interest rates. At September 30, 2016, we had $20,000,000 variable-rate borrowings outstanding under our revolving credit facility and had an aggregate principal balance of $874,020,000 outstanding under the Senior Secured Term Loan due 2022. A 100 basis point change in market interest rates would have increased or decreased interest expense on the Senior Secured Credit Facility by $6,723,000 during the nine months ended September 30, 2016.

Market risk on fixed-rate financial instruments. Included in long-term corporate borrowings at September 30, 2016 were principal amounts of $600,000,000 of our Notes due 2025 and $375,000,000 of our Notes due 2022. Increases in market interest rates would generally cause a decrease in the fair value of the Notes due 2025 and Notes due 2022 and a decrease in market interest rates would generally cause an increase in fair value of the Notes due 2025 and Notes due 2022.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

The Company maintains a set of disclosure controls and procedures designed to ensure that material information required to be disclosed in its filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that material information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Financial Officer have evaluated these disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q and have determined that such disclosure controls and procedures were effective.

(b) Changes in internal controls.

There has been no change in our internal control over financial reporting during our most recent calendar quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

Reference is made to Note 10-Commitments and Contingencies of the Notes to the Company's Consolidated Financial Statements contained elsewhere in this quarterly report on Form 10-Q for information on certain litigation to which we are a party.

Item 1A. Risk Factors

Reference is made to Part I Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, our quarterly report on Form 10-Q for the quarter ended June 30, 2016, and current report on Form 8-K filed October 24, 2016. Apart from the information in the above referenced Form 10-Q and Form 8-K, there have been no material changes in our risk factors from those previously discussed in our Annual Report on Form 10-K for the year ended December 31, 2015.

There may be future dilution of AMC Class A common stock, which could adversely affect the market price of shares of AMC Class A common stock.

AMC is not restricted from issuing additional shares of AMC Class A common stock. In the future, AMC may issue shares of AMC Class A common stock to raise cash to refinance indebtedness or for working capital, future activities, acquisitions or other purposes. AMC may also acquire interests in other companies by using a combination of cash and shares of AMC Class A common stock or just shares of AMC Class A common stock. In fact, AMC has agreed to issue shares of AMC Class A common stock as part of the consideration delivered in connection with its acquisitions of Odeon and Carmike. AMC may also issue securities convertible into, or exchangeable for, or that represent the right to receive, shares of AMC Class A common stock. Any of these events may dilute the ownership interests of current AMC stockholders in AMC, reduce AMC's earnings per share or have an adverse effect on the price of shares of AMC Class A common stock.

Sales of a substantial amount of shares of AMC Class A common stock in the public market could adversely affect the market price of shares of AMC Class A common stock.

Sales of a substantial amount of shares of AMC Class A common stock in the public market, or the perception that these sales may occur, could reduce the market price of shares of AMC Class A common stock. Because the receipt of the merger consideration in AMC's acquisition of Carmike Cinemas, Inc. will be taxable for U.S. federal income tax purposes, a large number of Carmike stockholders may choose to sell the shares of AMC Class A common stock they receive promptly following the merger. A large number of shares of AMC Class A common stock may be sold in the public market as a result of its acquisition of Odeon. As part of this transaction, AMC has agreed to issue to the seller of Odeon AMC Class A common stock with a value of GBP £125.0 million. AMC has also agreed to file a registration statement registering the shares of AMC Class A common stock issued in connection with its purchase of Odeon within 60 days of the closing of the Odeon transaction. While the Odeon seller has agreed to certain six-month and one-year lockup periods following consummation of the transaction, a large number of shares of AMC Class A common stock could be sold promptly upon the expiration of such lock-up periods. Such sales could reduce the market price of shares of AMC Class A common stock.

Pursuant to a Registration Rights Agreement dated December 23, 2013 by and among AMC and Wanda, AMC has agreed to use its best efforts to effect registered offerings upon request from Wanda and to grant incidental or "piggyback" registration rights with respect to any registrable securities held by Wanda. The obligation to effect any demand for registration by Wanda will be subject to certain conditions, including limitations on the number of demand registrations and limitations on the minimum value of securities to be registered.

Following consummation of the acquisition of Odeon, AMC has agreed to use its best efforts to grant certain incidental or "piggyback" registration rights with respect to securities issued in connection with the Odeon transaction.

The exercise of such registration rights by Wanda and/or the seller of Odeon may substantially increase the amount of shares of AMC Class A common stock in the public market and could reduce the market price of shares of AMC Class A common stock.

We are subject to complex taxation, changes in tax rates, adoption of new U.S. or international tax legislation and disagreements with tax authorities that could adversely affect our business, financial condition or results of operations.

We are subject to many different forms of taxation in both the U.S. and in foreign jurisdictions where we operate. Current economic and political conditions, including the recent United Kingdom (U.K.) referendum in which voters approved an exit from the E.U., make tax rates and policy in any jurisdiction, including the U.S., U.K. and E.U., subject to significant change. Recent examples include the Organization for Economic Co-operation and Development's ("OECD") recommendations on Base Erosion and Profit Shifting ("BEPS"), the European Comission's Anti-Tax Avoidance Package, and the U.S. Treasury issuance of proposed SS 385 regulation (debt characterization as equity). The costs of compliance with these laws and regulations are high and are likely to increase in the future. Any failure on our part to comply with these laws and regulations can result in negative publicity and diversion of management time and effort and may subject us to significant liabilities and other penalties.

We may be reviewed by antitrust authorities in connection with acquisition opportunities that would increase our number of theatres in markets where we have a leading market share.

Given our size and market share, pursuit of acquisition opportunities that would increase the number of our theatres in markets where we have a leading market share would likely result in significant review by the Antitrust Division of the United States Department of Justice and States' Attorneys General, and we may be required to dispose of theatres in order to complete such acquisition opportunities. For example, in connection with the acquisition of Kerasotes, we were required to dispose of 11 theatres located in various markets across the United States, including Chicago, Denver and Indianapolis and in connection with the acquisition of Starplex Cinemas, we were required to dispose of 2 theatres in 2 markets. In addition, our pending acquisitions of Odeon and UCI Cinema Holdings Limited and Carmike Cinemas, Inc. are currently under review by the relevant antitrust authorities. As a result, we may not be able to succeed in acquiring other exhibition companies or we may have to dispose of a significant number of theatres in key markets in order to complete such acquisitions.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
2.1	Share Purchase Agreement dated as of July 12, 2016, by and among AMC Entertainment Holdings, Inc., AMC (UK) Acquisition Limited, Monterey Capital III S.A.R.L., Odeon and UCI Cinemas Holdings Limited, Odeon and UCI Cinemas Group Limited and certain Management Shareholders. (incorporated by reference from Exhibit 2.1 to the Company's Form 8-K (File No. 1 - 33892) filed on July 13, 2016).
2.2	Amended and Restated Agreement and Plan of Merger dated as of July 24, 2016, by and among AMC Entertainment Holdings, Inc., Congress Merger Subsidiary, Inc., and Carmike Cinemas, Inc. (incorporated by reference from Exhibit 2.1 to the Company's Form 8-K (File No. 1 - 33892) filed on July 25, 2016).
4.1	Indenture, dated as of November 8, 2016, respecting AMC Entertainment Holdings, Inc.'s 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024, among AMC Entertainment Holdings, Inc., the guarantors named therein and U.S. Bank National Association, as trustee. (incorporated by reference from Exhibit 4.1 to the Company's Form 8-K (File No. 1 - 33892) filed on November 8, 2016).
4.2	Registration Rights Agreement, dated November 8, 2016, respecting AMC Entertainment Holdings, Inc.'s 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024, among AMC Entertainment Holdings, Inc. and Citigroup Global Markets Inc., as representative of the initial purchasers of the 5.875% Senior Subordinated Notes due 2026 and 6.375% Senior Subordinated Notes due 2024. (incorporated by reference from Exhibit 4.1 to the Company's Form 8-K (File No. 1 - 33892) filed on November 8, 2016).
4.3	Second Amendment to Credit Agreement, dated as of November 8, 2016, by and among AMC Entertainment Holdings, Inc., as borrower, the other loan parties party thereto, the lenders party thereto and Citicorp North America, Inc., as administrative agent. (incorporated by reference from Exhibit 4.1 to the Company's Form 8-K (File No. 1 - 33892) filed on November 8, 2016).
10.1	Debt Commitment Letter dated July 12, 2016, by and among AMC Entertainment Inc. and Citigroup Global Markets, Inc. (incorporated by reference from Exhibit 10.1 to the Company's Form 8-K (File No. 1 - 33892) filed on July 13, 2016).
10.2	Second Amended and Restated Debt Commitment Letter July 24, 2016, by and among AMC Entertainment Holdings, Inc. and Citigroup Global Markets, Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank PLC, Credit Suisse AG, Cayman Islands Branch, Credit Suisse Securities (USA) LLC, and HSBC Bank USA, N.A. (incorporated by reference from Exhibit 10.1 to the Company's Form 8-K (File No. 1 - 33892) filed on July 25, 2016).
*10.3	Restated American Multi-Cinema, Inc. Non-Qualified deferred Compensation Plan dated September 29. 2016, by American Multi-Cinema, Inc. effective January 1, 2016.
*10.4	AMC Entertainment Holdings, Inc. Non-Employee Director Compensation Program Summary Revised November 3, 2016, Effective January 1, 2017.
*31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Acts of 2002.
*31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Acts of 2002.

*32.1	Section 906 Certifications of Adam M. Aron (Chief Executive Officer) and Craig R. Ramsey (Chief Financial Officer) furnished in accordance with Securities Act Release 33-8212.
**101.INS	XBRL Instance Document
**101.SCH	XBRL Taxonomy Extension Schema Document
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
**101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Submitted electronically with this Report.

SIGNATURES

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

AMC ENTERTAINMENT HOLDINGS, INC.

Date: November 9, 2016	/s/ ADAM M. ARON Adam M. Aron *Chief Executive Officer, Director and President*
Date: November 9, 2016	/s/ CRAIG R. RAMSEY Craig R. Ramsey *Executive Vice President and Chief Financial Officer*

Exhibits

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** Submitted electronically with this Report.

Exhibit 10.3

AMERICAN MULTI-CINEMA, INC.
NONQUALIFIED DEFERRED COMPENSATION PLAN

(As Amended and Restated Effective January 1, 2016)

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AMERICAN MULTI-CINEMA, INC.
NONQUALIFIED DEFERRED COMPENSATION PLAN

Section 1. Purpose and History:

The Employer has adopted the Plan in order to provide a means by which eligible Employees may elect to defer receipt of current Compensation from the Employer for the purpose of providing retirement and other benefits on behalf of such Employees. The Plan is intended to be a nonqualified deferred compensation plan that complies with the provisions of Section 409A of the Internal Revenue Code (the "Code") and that is an unfunded plan maintained primarily for the purpose of providing deferred compensation benefits for a select group of management or highly compensated employees under Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974 ("ERISA"). Notwithstanding any other provision hereof, this Plan shall be interpreted, operated and administered in a manner consistent with these intentions.

The Plan was originally adopted effective January 1, 1994, and was thereafter amended and restated (i) effective as of January 1, 2003; (ii) effective as of January 1, 2005; and (iii) a second time effective as of January 1, 2005. The Plan document set forth herein is amended and restated effective as of January 1, 2016, for the purpose of consolidating all prior amendments and to incorporating certain clarifying changes.

Any amounts credited to an Account pursuant to the terms of the Plan which were not earned and vested before January 1, 2005, shall be subject to the terms of this Plan. Pre-2005 account balances are not "grandfathered" within the meaning of Code Sec. 409A and are also subject to the terms of this Plan.

Section 2. Definitions:

As used in the Plan, the following capitalized terms shall have the meaning set forth below unless otherwise indicated by the context:

2.1 "**Active Participant**" means, with respect to any day or date, a Participant who is in Service on such day or date; provided, that a Participant shall cease to be an Active Participant immediately upon a determination by the Committee that the Participant has ceased to be an Employee or that the Participant no longer meets the eligibility requirements of the Plan.

2.2 "**Account(s)**" means the following accounts and sub-accounts, as applicable, maintained on behalf of a Participant: (i) Deferral Contribution Account, (ii) Education Account, (ii) In-Service Account, and (iv) Employer Contribution Account. Each Account shall be adjusted for additional contribution credits added to such Account, deemed investment gains or losses, and for payments in accordance with the rules and elections in effect under Section 8.

2.3 "**Beneficiary**" means the person, persons, entity or entities designated or determined pursuant to the provisions of Section 13 hereof.

2.4 “**Board**” means the Board of Directors of the Employer.

2.5 “**Code**” means the U.S. Internal Revenue Code of 1986, as amended.

2.6 “**Committee**” means the person(s) appointed by the Employer under Section 9 from time to time to serve as the “plan administrator”.

2.7 “**Compensation**” means base salary and any bonus (including Performance-Based Compensation) but excluding commissions, expense reimbursements or allowances, cash and non-cash fringe benefits and any stock-based incentive compensation.

2.8 “**Crediting Date**” means the business day as of which an amount is credited to a Participant’s Account.

2.9 “**Deferred Compensation Account**” means a separate account to be kept for Participant Deferral Credits as described in Section 4.1. To the extent applicable, such Participant Deferral Credits shall be credited to one or more of the following sub-accounts: (i) Education Account or (ii) In-Service Account.

2.10 “**Disabled**” means a Participant who is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering Employees of the Employer, all within the meaning of Section 409A of the Code and regulations thereunder.

2.11 “**Education Account**” means a separate account to be kept for each Participant who has elected to take education distributions as described in Section 5.5.

2.12 “**Effective Date**” of this amendment and restatement of the Plan shall be January 1, 2016.

2.13 “**Employee**” means an individual employed by the Employer who is at the level of Vice President or higher. An individual shall cease to be an Employee upon the Employee’s termination of Service.

2.14 “**Employer**” means American Multi-Cinema, Inc. and, where appropriate in the context, any Participating Employer which adopts this Plan with the Employer’s consent. Whenever the Employer or a Participating Employer is permitted or required to take any action under this Plan, such action shall be taken by its board of directors or by any authorized committee or officer(s) of the organization.

2.15 **“Employer Contribution Account**” means a separate account to be kept for a Participant who receives an Employer contribution credit as described in Section 4.3.

2.16 **“Employer Contribution Credit”** means the amount credited to the Participant’s Employer Contribution Account pursuant to the provisions of Section 4.3.

2.17 “**In-Service Account**” means a separate account to be kept for each Participant who has elected to take in-service distributions as described in Section 5.4.

2.18 “**Participant**” means with respect to any Plan Year an Employee who has been designated by the Committee as a Participant and who has entered the Plan or who has a Deferred Compensation Account under the Plan.

2.19 “**Participant Deferral Agreement**” means a written agreement entered into between a Participant and the Employer pursuant to the provisions of Section 4.1.

2.20 “**Participant Deferral Credits**” means the amounts credited to the Participant’s Deferred Compensation Account by the Employer pursuant to the provisions of Section 4.1.

2.21 “**Participating Employer**” means any trade or business (whether or not incorporated) which adopts this Plan with the consent of the Employer.

2.22 “**Performance-Based Compensation**” means compensation where the amount of, or entitlement to, the compensation is contingent on the satisfaction of pre-established organizational or individual performance criteria relating to a performance period of at least twelve months in which the Participant performs services. Organizational or individual performance criteria are considered pre-established if established in writing within 90 days after the commencement of the period of service to which the criteria relates, provided that the outcome is substantially uncertain at the time the criteria are established. Performance-based compensation may include payments based upon subjective performance criteria in accordance as provided in regulations and administrative guidance promulgated under Section 409A of the Code.

2.23 “**Plan**” means the American Multi-Cinema, Inc. Nonqualified Deferred Compensation Plan, as herein set out and as amended from time to time.

2.24 “**Plan Year**” means the twelve month period ending on the last day of December and each anniversary thereof.

2.25 “**Qualifying Distribution Event**” means (i) the Separation from Service of the Participant, (ii) the date the Participant becomes Disabled, (iii) the death of the Participant, (iv) the time specified by the Participant for an in service or education distribution, or (v) an Unforeseeable Emergency, each to the extent provided in Section 5.

2.26 “**Separation from Service**” or “**Separates from Service**” means the complete and intended termination of the employment relationship with the Employer and all corporations or entities or organizations with whom the Plan Sponsor would be considered a single employer pursuant to subsections (b) and (c) of section 414 of the Code determined in conformance with Section 409A of the Code and the Treasury regulations and other guidance issued thereunder.

2.27 "**Service**" means employment by the Employer as an Employee. For purposes of the Plan, the employment relationship is treated as continuing intact while the Employee is on military leave, sick leave, or other bona fide leave of absence if the period of such leave does not exceed six months, or if longer, so long as the Employee's right to reemployment is provided either by statute or contract.

2.28 "**Specified Employee**" means an employee as defined in Section 409A(a)(2)(B)(i) of the Code at any time during the twelve month period ending on December 31 of each year (the "identification date"). If the person is a key employee as of any identification date, the person is treated as a Specified Employee for the twelve month period beginning on the first day of the fourth month following the identification date, all as determined under Section 409A of the Code and regulations thereunder.

2.29 "**Spouse**" or "**Surviving Spouse**" means, except as otherwise provided in the Plan, a person who is the legally married spouse or surviving spouse of a Participant.

2.30 "**Student**" means the individual designated by the Participant in the Participant Deferral Agreement with respect to whom the Participant will create an Education Account.

2.31 "**Trust**" means a "rabbi" trust fund which may be established by the Employer from time to time, in its discretion, pursuant to Section 10.2.

2.32 "**Trustee**" means a trustee named in any agreement establishing a Trust and such successor or additional trustee(s) as may be named pursuant to the terms of any agreement establishing the Trust.

2.33 "**Unforeseeable Emergency**" means a severe financial hardship to the Participant resulting from (i) an illness or accident of the Participant, the Participant's Spouse or a dependent (as defined in Section 152(a) of the Code) of the Participant, (ii) loss of the Participant's property due to casualty, or (iii) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

Section 3. Participation:

The Committee in its discretion shall designate each Employee who is eligible to participate in the Plan. An Employee designated by the Committee as a Participant who has not otherwise entered the Plan shall enter the Plan and become a Participant as of the date determined by the Committee. A Participant who Separates from Service with the Employer and who later returns to Service will not be an Active Participant under the Plan except upon satisfaction of such terms and conditions as the Committee shall establish upon the Participant's return to Service, whether or not the Participant shall have a balance remaining in his or her Accounts under the Plan on the date of the return to Service.

Section 4. Credits to Deferred Compensation Account and Employer Contribution Account:

4.1Participant Deferral Credits . Each Active Participant may elect, by entering into a Participant Deferral Agreement with the Employer, to defer the receipt of Compensation from the Employer (i) as a percentage of Compensation (excluding any bonus), and/or (ii) as a percentage of any bonus paid for the year, all as specified in the Participant Deferral Agreement. The amount of the Participant Deferral Credit shall be credited by the Employer to the Deferred Compensation Account maintained for the Participant pursuant to Section 8. The following special provisions shall apply with respect to the Participant Deferral Credits of a Participant:

4.1.1 The Employer shall credit to the Participant's Deferred Compensation Account, as soon as administratively practicable following the date such amount is withheld for credit to this Plan, an amount equal to the total Participant Deferral Credit for the period ending on such Crediting Date.

4.1.2 An election pursuant to this Section 4.1 shall be made by the Participant by executing and delivering a Participant Deferral Agreement to the Committee. Except as otherwise provided in this Section 4.1, the Participant Deferral Agreement shall become effective with respect to such Participant as of the first day of January following the date such Participant Deferral Agreement is received by the Committee. A Participant's election may be changed at any time prior to the last permissible date for making the election as permitted in this Section 4.1, and shall thereafter be irrevocable. The election of a Participant shall continue in effect for subsequent years until modified by the Participant as permitted in this Section 4.1.

4.1.3 In the case of the first year in which the Participant becomes eligible to participate in the Plan, the Participant may execute and deliver a Participant Deferral Agreement to the Committee within 30 days after the date the Participant enters the Plan to be effective as of the first payroll period next following the date the Participant Deferral Agreement is received by the Committee. For Compensation that is earned based upon a specified performance period (for example, an annual bonus), where a deferral election is made in the first year of eligibility but after the beginning of the service period, the election will be deemed to apply to Compensation paid for services subsequent to the election if the election applies to the portion of the Compensation equal to the total amount of the Compensation for the service period multiplied by the ratio of the number of days remaining in the performance period after the election over the total number of days in the performance period.

4.1.4 A Participant may unilaterally modify a Participant Deferral Agreement (either to terminate, increase or decrease the portion of his future Compensation which is subject to deferral) by providing a written modification of the Participant Deferral Agreement to the Employer. The modification shall become effective as of the first day of January following the date such written modification is received by the Committee.

4.1.5 If the Participant performed services continuously from a date no later than the date upon which the performance criteria are established through a date no earlier than the date upon which the Participant makes an initial deferral election, a Participant Deferral Agreement relating to the deferral of Performance-Based Compensation may be executed and delivered to the Committee no later than the date which is 6 months prior to the end of the performance period, provided that in no event may an election to defer Performance Based Compensation be made after such Compensation has become both substantially certain to be paid and readily ascertainable.

4.1.6 If the Employer has a fiscal year other than the calendar year, Compensation relating to service in the fiscal year of the Employer (such as a bonus based on the fiscal year of the Employer), of which no amount is paid or payable during the fiscal year, may be deferred at the Participant's election only if the election to defer is made not later than the close of the Employer's fiscal year next preceding the first fiscal year in which the Participant performs any services for which such Compensation is payable.

4.1.7 Compensation payable after the last day of the Participant's taxable year solely for services provided during the final payroll period containing the last day of the Participant's taxable year (i.e., December 31) is treated for purposes of this Section 4.1 as Compensation for services performed in the subsequent taxable year.

4.1.8 The Committee may from time to time establish policies or rules consistent with the requirements of Section 409A of the Code to govern the manner in which Participant Deferral Credits may be made. If a Participant becomes Disabled or applies for and is eligible for a distribution on account of an Unforeseeable Emergency during a Plan Year, the Participant's deferral election for such Plan Year shall be cancelled no later than the date permitted under Section 409A.

4.2Deferred Compensation Account . All Participant Deferral Credits will be credited to the Deferred Compensation Account of the Participant as provided in Section 8.

4.3 Employer Contribution Credits. Notwithstanding any provision of the Plan to the contrary, for any Plan Year, the Employer may elect to credit to the Employer Contribution Account of each Participant, or any Participant designated by the Employer, an amount as determined by the Employer. Any such Employer Contribution Credit shall be made entirely at the discretion of the Employer and the amount of such Employer Contribution Credit, if any, may be different for different Participants.

Section 5. Qualifying Distribution Events:

5.1Separation from Service **.** If the Participant Separates from Service with the Employer, the balance in the Accounts shall be paid to the Participant by the Employer as provided in Section 6. Notwithstanding the foregoing, no distribution shall be made earlier than six months after the date of Separation from Service (or, if earlier, the date of death) with respect to a Participant who is a Specified Employee. Any payments to which a Specified Employee would be entitled during the first six months following the date of Separation from Service shall be accumulated and paid on the first day of the seventh month following the date of Separation from Service.

5.2Disability . If the Participant becomes Disabled while in Service, the balance in the Accounts shall be paid to the Participant by the Employer as provided in Section 6.

5.3Death . If the Participant dies while in Service, the Employer shall pay a benefit to the Participant's Beneficiary in a single lump sum equal to the balance in the Participant's Accounts as of the date of death. Payment of such benefit shall be made by the Employer as provided in Section 6. If a Participant dies following his Separation from Service for any reason, and before all payments under the Plan have been made, the balance in the Deferred Compensation Account shall be paid by the Employer to the Participant's Beneficiary in a single lump sum.

5.4In-Service Distributions -. A Participant may designate in the Participant Deferral Agreement to have a specified amount of his Participant Deferral Credits credited to the Participant's In-Service Account for in service distribution in a lump sum payment at the date specified by the Participant. In no event may an in service distribution be made prior to two years following the establishment of the In-Service Account of the Participant. Notwithstanding the foregoing, if a Participant incurs a Qualifying Distribution Event prior to the date on which the entire balance in the In-Service Account has been distributed, then the balance in the In-Service Account on the date of the Qualifying Distribution Event shall be distributed to the Participant in the same manner and at the same time as the balance in the Deferred Compensation Account is distributed under Section 6 and in accordance with the rules and elections in effect under Section 6.

5.5Education Distributions . A Participant may designate in the Participant Deferral Agreement to have a specified amount of his Participant Deferral Credits credited to the Participant's Education Account for education distributions on the date or dates specified by the Participant. If the Participant designates more than one Student, the Education Account will be divided into a separate Education Account for each Student, and the Participant may designate in the Participant Deferral Agreement the percentage or dollar amount to be credited to each Education Account. In the absence of a clear designation, all credits made to the Education Account shall be equally allocated to each Education Account. The Employer shall pay to the Participant the balance in the Education Account with respect to the Student at the time and in the manner designated by the Participant in the Participant Deferral Agreement. If the Participant elects to receive education distributions in annual installment payments (over four to six years), the payment of each annual installment shall be made on the anniversary of the date of the first installment payment, and the amount of the annual installment shall be adjusted on such anniversary for credits or debits to the Participant's Education Account pursuant to Section 8 of the Plan. Such adjustment shall be made by dividing the balance in the Education Account on such date by the number of annual installments remaining to be paid hereunder; provided that the last annual installment due under the Plan shall be the entire amount credited to the Participant's Education Account on the date of payment. Notwithstanding the foregoing, if the Participant incurs a Qualifying Distribution Event prior to the date on which the entire balance of the Education Account has been distributed, then the balance in the Education Account on the date of the Qualifying Distribution Event shall be distributed to the Participant in the same manner and at the same time as his or her remaining Deferred Compensation Account is distributed under Section 6 and in accordance with the rules and elections in effect under Section 6.

5.6Unforeseeable Emergency . A distribution from the Deferred Compensation Account may be made to a Participant in the event of an Unforeseeable Emergency, subject to the following provisions:

5.6.1 A Participant may, at any time prior to his Separation from Service for any reason, make application to the Committee to receive a distribution in a lump sum of all or a portion of the vested balance in the Deferred Compensation Account (determined as of the date the distribution, if any, is made under this Section 5.6) because of an Unforeseeable Emergency. A distribution because of an Unforeseeable Emergency shall not exceed the amount required to satisfy the Unforeseeable Emergency plus amounts necessary to pay taxes reasonably anticipated as a result of such distribution, after taking into account the extent to which the Unforeseeable Emergency may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship) or by stopping current deferrals to the Plan under Section 4.1.

5.6.2 The Participant's request for a distribution on account of Unforeseeable Emergency must be made in writing to the Committee. The request must specify the nature of the financial hardship, the total amount requested to be distributed from the Deferred Compensation Account, and the total amount of the actual expense incurred or to be incurred on account of the Unforeseeable Emergency.

5.6.3 If a distribution under this Section 5.6 is approved by the Committee, such distribution will be made as soon as practicable following the date it is approved. The processing of the request shall be completed as soon as practicable from the date on which the Committee receives the properly completed written request for a distribution on account of an Unforeseeable Emergency. If a Participant's Separation from Service occurs after a request is approved in accordance with this Section 5.6.3, but prior to distribution of the full amount approved, the approval of the request shall be automatically null and void and the benefits which the Participant is entitled to receive under the Plan shall be distributed in accordance with the applicable distribution provisions of the Plan.

5.6.4 The Committee may from time to time adopt additional policies or rules consistent with the requirements of Section 409A of the Code to govern the manner in which such distributions may be made so that the Plan may be conveniently administered.

Section 6. Qualifying Distribution Events Payment Options:

6.1Payment Options **.** The Participant shall elect in the Participant Deferral Agreement the method under which his or her Deferred Compensation Account (not including amounts credited to an Education Account or In-Service Account) will be distributed. Payment may be made in either a lump sum payment or equal annual installments over a term not to exceed ten (10) years and shall commence upon the date of the Qualifying Distribution Event. The Participant may elect a different method of payment for each Qualifying Distribution Event. If the Participant elects the installment payment option, the payment of each annual installment shall be made on the anniversary of the date of the first installment payment, and the amount of the annual installment shall be adjusted on such anniversary for credits or debits to the Participant's account pursuant to Section 8 of the Plan. Such adjustment shall be made by dividing the balance in the Deferred Compensation Account on such date by the number of annual installments remaining to be paid hereunder; provided that the last annual installment due under the Plan shall be the entire amount credited to the Participant's account on the date of payment. In the event the Participant fails to make a valid election of the payment method, the distribution will be made in a single lump sum payment upon the Qualifying Distribution Event.

The Participant's Employer Contribution Account, if any, shall be paid in a single lump sum upon the earlier of: the Participant's Disability; or the Participant's Separation from Service. A payment shall be treated as made upon the date of the Qualifying Distribution Event if it is made on such date or a later date within the same calendar year or, if later, by the 15th day of the third calendar month following the Qualifying Distribution Event. A payment may be further delayed to the extent permitted in accordance with regulations and guidance under Section 409A of the Code.

6.2De Minimis Amounts . Notwithstanding any payment election made by the Participant, the balance in the Accounts of the Participant will be distributed in a single lump sum payment if the payment accompanies the termination of the Participant's entire interest in the Plan and the amount of such payment does not exceed the limit set forth in Section 402(g)(1)(b) of the Code from time to time as in effect. Such payment shall be made on or before the later of (i) December 31 of the calendar year in which the Participant Separates from Service from the Employer, or (ii) the date that is 2-1/2 months after the Participant Separates from Service from the Employer.

6.3Subsequent Elections . With the consent of the Committee, a Participant may delay or change the method of payment of the Deferred Compensation Account subject to the following requirements:

6.3.1 The new election may not take effect until at least 12 months after the date on which the new election is made.

6.3.2 If the new election relates to a payment for a Qualifying Distribution Event other than the death of the Participant, the Participant becoming Disabled, or an Unforeseeable Emergency, the new election must provide for the deferral of the first payment for a period of at least five years from the date such payment would otherwise have been made.

6.3.3 If the new election relates to a payment from the In-Service Account or Education Account, the new election must be made at least 12 months prior to the date of the first scheduled payment from such account.

For purposes of this Section 6.3 and Section 6.4, a payment is each separately identified amount to which the Participant is entitled under the Plan; provided, that entitlement to a series of installment payments is treated as the entitlement to a single payment.

6.4Acceleration Prohibited . The acceleration of the time or schedule of any payment due under the Plan is prohibited except as provided in regulations and administrative guidance promulgated under Section 409A of the Code. It is not an acceleration of the time or schedule of payment if the Employer waives or accelerates any vesting requirements applicable to a benefit under the Plan.

Section 7. Vesting:

A Participant shall be fully vested in his Accounts including all income, gains and losses attributable thereto.

Section 8. Accounts; Deemed Investment; Adjustments to Accounts:

8.1Accounts . The Committee shall establish a book reserve account on behalf of each Participant. The Committee shall also establish an In-Service Account and Education Account as a part of the Deferred Compensation Account of each Participant, if applicable. The amount credited to the Deferred Compensation Account and the Employer Contribution Account shall be adjusted pursuant to the provisions of Section 8.3.

8.2Deemed Investments . The Accounts of a Participant shall be credited with an investment return determined as if the Accounts were invested in one or more investment funds made available by the Committee. The Participant shall elect the investment funds in which his Accounts shall be deemed to be invested. Such election shall be made in the manner prescribed by the Committee and shall take effect upon the entry of the Participant into the Plan. The investment election of the Participant shall remain in effect until a new election is made by the Participant. In the event the Participant fails for any reason to make an effective election of the investment return to be credited to his account, the investment return shall be determined by the Committee.

8.3Adjustments to Accounts . With respect to each Participant who has an Account under the Plan, the amount credited to such account shall be adjusted by the following debits and credits, at the times and in the order stated:

8.3.1 Each Account shall be debited each business day with the total amount of any payments made from such account since the last preceding business day to him or for his benefit.

8.3.2 The Deferred Compensation Account shall be credited on each Crediting Date with the total amount of any Participant Deferral Credits to such account since the last preceding Crediting Date.

8.3.3 The Employer Contribution Account shall be credited on each Crediting Date with the total amount of any Employer Contribution Credit to the Employer Contribution Account since the last Crediting Date.

8.3.4 Each Account shall be credited or debited on each day securities are traded on a national stock exchange with the amount of deemed investment gain or loss resulting from the performance of the investment funds elected by the Participant in accordance with Section 8.2. The amount of such deemed investment gain or loss shall be determined by the Committee and such determination shall be final and conclusive upon all concerned.

Section 9. Administration by Committee:

9.1Membership of Committee . A Committee may be designated by the Employer, consisting of at least three individuals appointed by the Employer to serve at its pleasure, to serve as the formal "plan administrator." The Committee shall be responsible for the general administration and interpretation of the Plan and for carrying out its provisions, except to the extent all or any of such obligations are specifically reserved for the Board. In the absence of such appointment under this Section 9.1, American Multi-Cinema, Inc. shall serve as the "plan administrator" and all references to the Committee under this Plan shall mean American Multi-Cinema, Inc.

9.2Committee Officers; Subcommittee . The Committee may elect a Chairman and may elect an acting Chairman. The Committee may also elect a Secretary, and an acting Secretary, either of whom may be but need not be a member of the Committee. The Committee may appoint from its membership such subcommittees with such powers as the Committee shall determine, and may authorize one or more of its members or any agent to execute or deliver any instruments or to make any payment on behalf of the Committee. The Committee may from time to time employ agents and expressly delegate to such agents (including employees of the Employer) such administrative or other duties as it sees fit.

9.3Committee Meetings . The Committee may hold such meetings at such places and at such intervals as it may from time to time determine.

9.4Transaction of Business . The Committee shall act by a majority of its members at the time in office and any such action may be taken by a vote at a meeting or in writing (including email) without a meeting.

9.5Establishment of Rules . Subject to the limitations of the Plan, the Committee may from time to time establish rules or by laws for the administration of the Plan and the transaction of its business.

9.6Conflicts of Interest . No individual member of the Committee shall have any right to vote or decide upon any matter relating solely to himself or to any of his rights or benefits under the Plan (except that such member may sign unanimous written consent to resolutions adopted or other action taken without a meeting), except relating to the terms of his Participant Deferral Agreement.

9.7Correction of Errors . The Committee may correct errors and, so far as practicable, may adjust any benefit or credit or payment accordingly. The Committee may in its discretion waive any notice requirements in the Plan; provided, that a waiver of notice in one or more cases shall not be deemed to constitute a waiver of notice in any other case.

9.8Authority to Interpret Plan . Subject to the claims procedure set forth in Section 16, the Committee shall have the duty and discretionary authority to interpret and construe the provisions of the Plan and to decide any dispute which may arise regarding the rights of Participants hereunder, including the discretionary authority to construe the Plan and to make determinations as to eligibility and benefits under the Plan. The Committee's prior exercise of discretionary authority shall not obligate it to exercise its authority in a like manner thereafter. Determinations by the Committee shall be binding and conclusive upon all interested persons.

9.9Third Party Advisors . The Committee may engage, and rely upon the advice and work product of, an attorney, accountant, actuary or any other technical advisor on matters regarding the operation of the Plan and to perform such other duties as shall be required in connection therewith, and may employ such clerical and related personnel as the Committee shall deem requisite or desirable in carrying out the provisions of the Plan.

9.10Expense Reimbursement . The Committee shall be entitled to reimbursement by the Employer for its reasonable expenses properly and actually incurred in the performance of its duties in the administration of the Plan.

9.11Indemnification . No member of the Committee shall be personally liable by reason of any contract or other instrument executed by him or on his behalf as a member of the Committee nor for any mistake of judgment made in good faith, and the Employer shall indemnify and hold harmless, directly from its own assets (including the proceeds of any insurance policy the premiums for which are paid from the Employer's assets), each member of the Committee and each other officer, employee, or director of the Employer to whom any duty or power relating to the administration or interpretation of the Plan may be delegated or allocated, against any unreimbursed or uninsured cost or expense (including any sum paid in settlement of a claim with the prior written approval of the Board) arising out of any act, or omission to act, in connection with the Plan unless arising out of such person's own fraud, bad faith, willful misconduct or gross negligence.

Section 10. Contractual Liability; Trust:

10.1Contractual Liability . The obligation of the Employer to make payments hereunder shall constitute a contractual liability of the Employer to the Participant. Such payments shall be made from the general funds of the Employer, and the Employer shall not be required to establish or maintain any special or separate fund, or otherwise to segregate assets to assure that such payments shall be made, and the Participant shall not have any interest in any particular assets of the Employer by reason of its obligations hereunder. To the extent that any person acquires a right to receive payment from the Employer, such right shall be no greater than the right of an unsecured creditor of the Employer.

10.2Trust . The Employer may establish a Trust with a Trustee, pursuant to such terms and conditions as are set forth in the Trust Agreement, for the purpose of assisting in meeting its obligations hereunder. Any Trust, if and when established, is intended to be treated as a "grantor trust" for purposes of the Code, and all assets of the Trust would be held in the United States. The establishment of the Trust would not be intended to cause Participants to realize current income on amounts contributed thereto, and any Trust shall be so interpreted and administered.

Section 11. Allocation of Responsibilities:

The persons or entities responsible for the Plan and the duties and responsibilities allocated to each are as follows:

11.1 Employer. American Multi-Cinema, Inc., as plan sponsor, shall have exclusive the authority to:

(i) amend the Plan;

(ii) appoint and remove members of the Committee; and

(iii) terminate the Plan as permitted in Section 14.

11.2Committee **.** The Committee shall have the authority to:

(i) designate Participants;

(ii) interpret the provisions of the Plan and to determine the rights of the Participants under the Plan, except to the extent otherwise provided in Section 16 relating to claims procedure;

(iii) administer the Plan in accordance with its terms, except to the extent powers to administer the Plan are specifically delegated to another person or persons as provided in the Plan;

(iv) account for the amount credited to the Accounts of a Participant; and

(v) direct the Employer in the payment of benefits.

(vi) file such reports as may be required with the United States Department of Labor, the Internal Revenue Service and any other government agency to which reports may be required to be submitted from time to time; and

(vii) administer the claims procedure to the extent provided in Section 16.

Section 12. Benefits Not Assignable; Facility of Payments:

12.1Benefits Not Assignable . No portion of any benefit credited or paid under the Plan with respect to any Participant shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, and any attempt so to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge the same shall be void, nor shall any portion of such benefit be in any manner payable to any assignee, receiver or any one trustee, or be liable for his debts, contracts, liabilities, engagements or torts. Notwithstanding the foregoing, the Plan will honor a qualified domestic relations order awarding a portion of a Participant's benefit under this Plan to an alternate payee.

12.2Payments to Minors and Others . If any individual entitled to receive a payment under the Plan shall be physically, mentally or legally incapable of receiving or acknowledging receipt of such payment, the Committee, upon the receipt of satisfactory evidence of such individual's incapacity and satisfactory evidence that another person or institution is maintaining the individual and that no guardian or committee has been appointed for him or her, may cause any payment otherwise payable to such individual to be made to such person or institution so maintaining the individual. Payment to such person or institution shall be in full satisfaction of all claims by or through the Participant to the extent of the amount thereof.

Section 13. Beneficiary:

The Participant's Beneficiary shall be the person, persons or entity designated by the Participant on the Beneficiary designation form provided by and filed with the Committee or its designee. If the Participant does not designate a Beneficiary, the Beneficiary shall be his or her Surviving Spouse. If the Participant does not designate a Beneficiary and has no Surviving Spouse, the Beneficiary shall be the Participant's estate. The designation of a Beneficiary may be changed or revoked only by filing a new Beneficiary designation form with the Committee or its designee. If a Beneficiary (the "primary Beneficiary") is receiving or is entitled to receive payments under the Plan and dies before receiving all of the payments due, the balance to which the primary Beneficiary is entitled shall be paid to the contingent Beneficiary, if any, named in the Participant's current Beneficiary designation form. If there is no contingent Beneficiary, the balance shall be paid to the estate of the primary Beneficiary. Any Beneficiary may disclaim all or any part of any benefit to which such Beneficiary shall be entitled hereunder by filing a written disclaimer with the Committee before payment of such benefit is to be made. Such a disclaimer shall be made in a form satisfactory to the Committee and shall be irrevocable when filed. Any benefit disclaimed shall be payable from the Plan in the same manner as if the Beneficiary who filed the disclaimer had predeceased the Participant.

Section 14. Amendment and Termination of Plan:

American Multi-Cinema, Inc., as plan sponsor, may amend any provision of the Plan or terminate the Plan at any time provided, that in no event shall such amendment or termination reduce the balance in any Participant's Account as of the date of such amendment or termination, nor shall any such amendment affect the terms of the Plan relating to the payment of such Account. Notwithstanding the foregoing, the following special provisions shall apply:

14.1Termination in the Discretion of the Employer . Except as otherwise provided in Sections 14.2, the Plan may be terminated and benefits distributed to Participants subject to the following requirements:

14.1.1 All arrangements sponsored by the Employer that would be aggregated with the Plan under Section 1.409A 1(c) of the Treasury Regulations are terminated.

14.1.2 No payments other than payments that would be payable under the terms of the Plan if the termination had not occurred are made within 12 months of the termination date.

14.1.3 All benefits under the Plan are paid within 24 months of the termination date.

14.1.4 The Employer does not adopt a new arrangement that would be aggregated with the Plan under Section 1.409A 1(c) of the Treasury Regulations providing for the deferral of compensation at any time within five years following the date of termination of the Plan.

14.1.5 If the Employer terminates the Plan within 30 days preceding or 12 months following a "change of control" as described in Section 409A(a)(2)(A)(v) of the Code any resulting distribution to Participants shall comply with the requirements of Section 409A and regulations thereunder.

14.2No Financial Triggers . The Plan may not be terminated and distributions made to a Participant due solely to (and proximate to) a change in the financial health of the Employer.

Section 15. Communication to Participants:

The Employer will make a copy of the Plan available for inspection by Participants and their beneficiaries upon written request during reasonable hours at the principal office of the Employer or through other reasonable means.

Section 16. Claims Procedure:

The following claims procedure shall apply with respect to the Plan:

16.1Filing of a Claim for Benefits . If a Participant or Beneficiary (the "claimant") believes that he or she is entitled to benefits under the Plan which are not being paid or which are not being credited for his or her benefit, the claimant shall file a written claim therefore with the Committee.

16.2Notification to Claimant of Decision . Within 90 days after receipt of a claim by the Committee (or within 180 days if special circumstances require an extension of time), the Committee will notify the claimant of the decision with regard to the claim. In the event of such special circumstances requiring an extension of time, there will be furnished to the claimant prior to expiration of the initial 90 day period written notice of the extension, which notice will set forth the special circumstances and the date by which the decision will be furnished. If such claim is wholly or partially denied, notice thereof will be in writing and worded in a manner calculated to be understood by the claimant, and will set forth: (i) the specific reason or reasons for the denial; (ii) specific reference to pertinent provisions of the Plan on which the denial is based; (iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and (iv) an explanation of the procedure for review of the denial and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under ERISA following an adverse benefit determination on review. Notwithstanding the forgoing, if the claim relates to a Participant who is Disabled, the Committee will notify the claimant of the decision within 45 days (which may be extended for an additional 30 days if required by special circumstances).

16.3Procedure for Review . Within 60 days following receipt by the claimant of notice denying his or her claim, in whole or in part, or, if such notice shall not be given, within 60 days following the latest date on which such notice could have been timely given, the claimant may appeal denial of the claim by filing a written application for review with the Committee. Following such request for review, the Committee will fully and fairly review the decision denying the claim. Prior to the decision of the Committee, the claimant shall be given an opportunity to review pertinent documents and to submit issues and comments in writing.

16.4Decision on Review . The decision on review of a claim denied in whole or in part by the Committee will be made in the following manner:

16.4.1 Within 60 days following receipt by the Committee of the request for review (or within 120 days if special circumstances require an extension of time), the Committee will notify the claimant in writing of its decision with regard to the claim. In the event of such special circumstances requiring an extension of time, written notice of the extension will be furnished to the claimant prior to the commencement of the extension. Notwithstanding the forgoing, if the claim relates to a Participant who is Disabled, the Committee will notify the claimant of the decision within 45 days (which may be extended for an additional 45 days if required by special circumstances).

16.4.2 With respect to a claim that is denied in whole or in part, the decision on review will (i) set forth specific reasons for the decision, (ii) will be written in a manner calculated to be understood by the claimant, (iii) will cite specific references to the pertinent Plan provisions on which the decision is based, (iv) will contain a statement that the claimant is entitled to receive, upon written request and free of charge, reasonable access to and copies of all documents, records, and other information relevant to the claimant's claim for benefits, and (v) a statement describing any voluntary appeal procedures offered by the Plan and the claimant's right to obtain the information about such procedures, as well as a statement of the claimant's right to bring an action under ERISA section 502(a).

16.4.3 All decisions of the Committee are final and conclusive.

16.5Action by Authorized Representative of Claimant . All actions set forth in this Section 16 to be taken by the claimant may likewise be taken by a representative of the claimant duly authorized to act in his or her behalf on such matters. The Committee and the Committee may require such evidence as either may reasonably deem necessary or advisable of the authority to act of any such representative.

Section 17. Miscellaneous Provisions:

17.1Set Off . Notwithstanding any other provision of this Plan but subject to any limitations imposed under Section 409A of the Code, the Employer may reduce the amount of any payment otherwise payable to or on behalf of a Participant hereunder (net of any required withholdings) by the amount of any loan, cash advance, extension of credit or other obligation of the Participant to the Employer that is then due and payable, and the Participant shall be deemed to have consented to such reduction.

17.2Notices . Each Participant who is not in Service and each Beneficiary shall be responsible for furnishing the Committee or its designee with his current address for the mailing of notices and benefit payments. Any notice required or permitted to be given to such Participant or Beneficiary shall be deemed given if directed to such address and mailed by regular United States mail, first class, postage prepaid. If any check mailed to such address is returned as undeliverable to the addressee, mailing of checks will be suspended until the Participant or Beneficiary furnishes the proper address. This provision shall not be construed as requiring the mailing of any notice or notification otherwise permitted to be given by posting or by other publication.

17.3Lost Distributees . A benefit shall be deemed forfeited if the Committee is unable to locate the Participant or Beneficiary to whom payment is due on or before the fifth anniversary of the date payment is to be made or commence; provided, that the deemed investment rate of return pursuant to Section 8.2 shall cease to be applied to the Participant's account following the first anniversary of such date; provided further, however, that such benefit shall be reinstated if a valid claim is made by or on behalf of the Participant or Beneficiary for all or part of the forfeited benefit.

17.4Reliance on Data . The Employer, the Committee and the Committee shall have the right to rely on any data provided by the Participant or by any Beneficiary. Representations of such data shall be binding upon any party seeking to claim a benefit through a Participant, and the Employer, the Committee and the Committee shall have no obligation to inquire into the accuracy of any representation made at any time by a Participant or Beneficiary.

17.5Receipt and Release for Payments . Subject to the provisions of Section 17.1, any payment made from the Plan to or with respect to any Participant or Beneficiary, or pursuant to a disclaimer by a Beneficiary, shall, to the extent thereof, be in full satisfaction of all claims hereunder against the Plan and the Employer with respect to the Plan.

17.6Headings . The headings and subheadings of the Plan have been inserted for convenience of reference and are to be ignored in any construction of the provisions hereof.

17.7Continuation of Employment . The establishment of the Plan shall not be construed as conferring any legal or other rights upon any Employee or any persons for continuation of employment, nor shall it interfere with the right of the Employer to discharge any Employee or to deal with him without regard to the effect thereof under the Plan.

17.8Merger or Consolidation; Assumption of Plan . In the event the Employer consolidates or merges into or with another corporation or entity, or transfers all or substantially all of its assets to another corporation, partnership, trust or other entity (a "Successor Entity"), such Successor Entity may assume the rights, obligations and liabilities of the Employer under the Plan and upon such assumption, the Successor Entity shall become obligated to perform the terms and conditions of the Plan.

17.9Construction . The provisions of the Plan shall be construed and enforced in accordance with the laws of the State of Kansas, except to the extent that such laws are superseded by ERISA and the applicable requirements of the Code.

17.10Taxes . The Employer or other payor may withhold a benefit payment under the Plan or a Participant's wages, or the Employer may reduce a Participant's account balance, in order to meet any federal, state or local tax withholding obligation with respect to Plan benefits, as permitted under Section 409A of the Code. The Employer or any other payor shall report Plan payments and other Plan related information to the appropriate governmental agencies as required under applicable laws.

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SIGNATURE PAGE

IN WITNESS WHEREOF, American Multi-Cinema, Inc. has caused this Plan to be adopted effective as of the date set forth herein.

American Multi-Cinema, Inc.

By: /s/ Carla Sanders

Title: SVP, HR.

Date: 10/11/16

Exhibit 10.4

AMC Entertainment Holdings, Inc.
Non-Employee Director Compensation Program
Summary

Revised November 3, 2016

Effective January 1, 2017

Each member of the Board of Directors (the "Board") of AMC Entertainment Holdings, Inc. (the "Company"), including directors that are not independent under the rules and regulations of the New York Stock Exchange and Securities and Exchange Commission but excluding those directors that are employed by the Company, its parent company Dalian Wanda Group Co., Ltd., or their affiliates (the "Non-Employee Directors"), will receive the following annual compensation:

- an annual cash retainer of $150,000;
- an annual stock award with a value of $65,000;
- an annual cash retainer of $5,000 for service on each of the Company's Audit, Compensation, and Nominating & Corporate Governance Committees;
- an annual cash retainer of $20,000 for service as the chairman of the Company's Audit Committee; and
- an annual cash retainer of $10,000 for service as the chairman of each of the Company's Compensation, and Nominating & Corporate Governance Committees.

Stock awards will be made pursuant to the Company's 2013 Equity Incentive Plan and issued on the same date annual grants are made to members of the Company's senior management team. Non-Employee Directors may elect to receive all or a portion of their annual cash retainers in stock. The number of shares to be awarded will be determined by dividing the award value by the average closing price of the stock for the five trading days prior to the date of the stock award. Stock awards must be retained until the earlier to occur of (i) the third anniversary of the date of grant or (ii) the departure of the Non-Employee Director from the Board.

Cash retainers will be paid in four equal installments at the beginning of each calendar quarter.

If a director begins service after January 1, the annual cash retainer and the annual stock award will be prorated for the partial year of service. Cash retainers for committee service need not be pro-rated in the first year of service.

Additionally, the Company shall reimburse the Non-Employee Directors for their reasonable out-of-pocket travel and related expenses incurred in connection with their service on the Board.

EXHIBIT 31.1

CERTIFICATIONS

I, Adam M. Aron, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AMC Entertainment Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016

/s/ Adam M. Aron
Adam M. Aron
Chief Executive Officer, Director and President

EXHIBIT 31.2

CERTIFICATIONS

I, Craig R. Ramsey, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AMC Entertainment Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2016

/s/ Craig R. Ramsey
Craig R. Ramsey
Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PERIODIC REPORT

The undersigned Chief Executive Officer, Director and President and Executive Vice President and Chief Financial Officer of AMC Entertainment Holdings, Inc. (the "Company"), each hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2016 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 9, 2016

/s/ Adam M. Aron
Adam M. Aron
Chief Executive Officer, Director and President

/s/ Craig R. Ramsey
Craig R. Ramsey
Executive Vice President and Chief Financial Officer