

Carroll Edward A
Form 4
March 06, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll Edward A

(Last) (First) (Middle)

11 PENN PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMC Networks Inc. [AMCX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
AMC Networks Inc. Class A Common Stock	03/04/2019		A	25,220	A \$ 0 ⁽¹⁾	68,088	D
AMC Networks Inc. Class A Common Stock	03/04/2019		F ⁽²⁾	9,945	D \$ 62.38	58,143	D
AMC Networks	03/04/2019		A	1,485	A \$ 0 ⁽³⁾	59,628	D

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Inc. Class
A Common
Stock

AMC

Networks

Inc. Class 03/04/2019

F⁽⁴⁾

727

D

\$
62.38

58,901

D

A Common
Stock

AMC

Networks

Inc. Class 03/04/2019

M

8,250

A

\$ 0 ⁽⁵⁾

67,151

D

A Common
Stock

AMC

Networks

Inc. Class 03/04/2019

F⁽⁶⁾

4,040

D

\$
62.38

63,111

D

A Common
Stock

AMC

Networks

Inc. Class 03/04/2019

M

486

A

\$ 0 ⁽⁷⁾

63,597

D

A Common
Stock

AMC

Networks

Inc. Class 03/04/2019

F⁽⁸⁾

237

D

\$
62.38

63,360

D

A Common
Stock

AMC

Networks

Inc. Class

1,337

I

By 401(k)

A Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. If the Underlying Security is a Derivative (Instr. 3 and 4)
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Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	03/04/2019	M			8,250	(5)	03/04/2019	AMC Networks Inc. Class A Common Stock	8,250
Restricted Stock Units	(7)	03/04/2019	M			486	(7)	03/04/2019	AMC Networks Inc. Class A Common Stock	486

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll Edward A 11 PENN PLAZA NEW YORK, NY 10001			Chief Operating Officer	

Signatures

/s/ Anne G. Kelly, Attorney-in-fact for Edward A.
Carroll

03/06/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class A common stock was issued on March 4, 2019 upon the vesting of performance restricted stock units ("PRSUs"). The PRSUs were initially granted on March 4, 2016 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan, and the number of shares of Class A common stock issued on March 4, 2019 was determined based on the achievement of performance criteria established at the time of grant.

(2) Represents PRSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of PRSUs described in footnote 1 above, exempt under Rule 16b-3.

(3) Each share of Class A common stock was issued on March 4, 2019 upon the vesting of performance restricted stock units ("PRSUs"). The PRSUs were initially granted on October 13, 2016 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan, and the number of shares of Class A common stock issued on March 4, 2019 was determined based on the achievement of performance criteria established at the time of grant.

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- (4) Represents PRSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of PRSUs described in footnote 3 above, exempt under Rule 16b-3.

Each restricted stock unit ("RSU") was granted under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on March 5, 2018 and one-third of the RSUs vested and were settled on March 6, 2017. The remaining one-third of the "RSUs" vested and were settled on March 4, 2019.

- (6) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 5 above, exempt under Rule 16b-3.

Each restricted stock unit ("RSU") was granted under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on March 5, 2018 and one-third of the RSUs vested and were settled on March 6, 2017. The remaining one-third of the "RSUs" vested and were settled on March 4, 2019.

- (8) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 7 above, exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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