

AMC ENTERTAINMENT HOLDINGS, INC.  
Form SC 13G/A  
January 16, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

AMC Entertainment Holdings, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

00165C104  
(CUSIP Number)

January 12, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
Rule 13d-1(c)  
Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 00165C104

NAMES OF REPORTING PERSONS

1

Monterey Capital III S.à r.l.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Luxembourg

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

0

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

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CUSIP No. 00165C104

NAMES OF REPORTING PERSONS

1

Terra Firma Holdings Limited

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Guernsey

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

0

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

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CUSIP No. 00165C104

NAMES OF REPORTING PERSONS

1

Guy Hands

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

0

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

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Item 1.

(a) Name of Issuer:

AMC Entertainment Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices:

One AMC Way, 11500 Ash Street, Leawood, KS 66211

Item 2.

(a) Name of Persons Filing:

This Amendment No. 1 to Schedule 13G ("Amendment No. 1") is being jointly filed by Monterey Capital III S.à r.l. ("MCIII"), Terra Firma Holdings Limited ("TFHL") and Guy Hands (each a "Reporting Person" and, collectively, the "Reporting Persons"), and amends the Schedule 13G (the "Original Schedule 13G") filed with the Securities and Exchange Commission (the "SEC") on December 7, 2016.

(b) Address of Principal Business Office or, if none, Residence:

For MCIII:

1-3 Boulevard de la Foire

L-1528 Luxembourg

For TFHL and Guy Hands:

Old Bank Chambers, La Grande Rue

St Martin's, Guernsey

GY4 6RT

(c) Citizenship:

MCIII is organized under the laws of Luxembourg. TFHL is organized under the laws of Guernsey. Guy Hands is a citizen of the United Kingdom.

(d) Title of Class of Securities:

Class A Common Stock (the "Common Shares")

(e) CUSIP Number:

00165C104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is  
a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);



- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
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(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Amount beneficially owned: 0

This is Amendment No. 1 is being filed as an exit filing

(a) with respect to each Reporting Person listed in Item 2(a).

As of January 12, 2018, the Reporting Persons no longer beneficially own any of the Common Shares.

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Item 4(a).

Item 8. Identification and Classification of Members of the Group.

See Item 4(a).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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Exhibits

1: Joint Filing Agreement, previously filed as Exhibit 1 to the Original Schedule 13G on December 7, 2016.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 16, 2018

MONTEREY CAPITAL III S.À R.L.

By: /s/ Gérard Maîtrejean  
Name: Gérard Maîtrejean  
Title: Director

TERRA FIRMA HOLDINGS  
LIMITED

By: /s/ Frederic Michel Hervouet  
Name: Frederic Michel Hervouet  
Title: Director

GUY HANDS

/s/ Guy Hands

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