AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

February 26, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Person

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue.

See Instruction

1. Name and Address of Reporting Person *

COLANERO STEPHEN A

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

AMC ENTERTAINMENT (Check all applicable) HOLDINGS, INC. [AMC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ __Other (specify (Month/Day/Year) below) AMC ENTERTAINMENT 02/24/2016 EVP, CHIEF MARKETING OFFICER HOLDINGS INC, ONE AMC WAY, 11500 ASH STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

2. Issuer Name and Ticker or Trading

Symbol

LEAWOOD, KS 66211

(City)	(State) (Zip	Table I	- Non-Deri	vative Sec	curitie	s Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) or of (D))	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)
CLASS A COMMON STOCK	02/24/2016		M	565 (2)	A	\$0	24,931	D	
CLASS A COMMON STOCK	02/24/2016		F	565 (3)	D	\$0	24,366	D	

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

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displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
RESTRICTED STOCK UNITS (1)	\$ 0	02/24/2016		A	12,933		03/06/2018	<u>(1)</u>	CLASS A COMMON STOCK	1
RESTRICTED STOCK UNITS (1)	\$ 0	02/24/2016		C		565 (2)	03/06/2018	<u>(1)</u>	CLASS A COMMON STOCK	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COLANERO STEPHEN A AMC ENTERTAINMENT HOLDINGS INC ONE AMC WAY, 11500 ASH STREET LEAWOOD, KS 66211

EVP, CHIEF MARKETING OFFICER

Signatures

/s/ Edwin F. Gladbach, Attorney-In-Fact 02/26/2016

**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).
- Each restricted stock unit ("RSU") represents the right to receive one share of Class A Common Stock within 30 days following the third anniversary of the grant date. The RSUs were granted on March 6, 2015, subject to performance based vesting conditions. On February 24, 2016, the Compensation Committee of the Issuer certified achievement of the performance goals and approved the vesting of the RSUs.
- (2) Represents accelerated conversion of RSUs and delivery of shares to cover the FICA tax withholding obligations resulting from RSU vesting along with the income tax withholding obligations resulting from the accelerated delivery of shares.
- (3) Represents the shares withheld to cover the tax withholding obligations described in footnote 2.

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

Reporting Owners 2

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