

LIONS GATE ENTERTAINMENT CORP /CN/

Form 4

October 01, 2015

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 *
Goldsmith Brian

(Last) (First) (Middle)

LIONS GATE ENTERTAINMENT
CORP., 2700 COLORADO
AVENUE

(Street)

SANTA MONICA, CA 90292

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LIONS GATE ENTERTAINMENT
CORP /CN/ [LGF]

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

09/30/2015

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)
Co-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 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)
Common Shares	09/30/2015		F	(A) or (D) Amount 12,002 (1) D Price \$ 35.83	70,781	D	
Common Shares	09/30/2015		A	25,000 (2) A \$ 0	95,781	D	
Common Shares	09/30/2015		F	13,045 (3) D \$ 36.8	82,736	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock options (right to buy)	\$ 15.76	09/30/2015		A		41,667 <u>(4)</u>		09/30/2015	10/03/2022	Common Shares	41,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Goldsmith Brian LIONS GATE ENTERTAINMENT CORP. 2700 COLORADO AVENUE SANTA MONICA, CA 90292	Co-Chief Operating Officer

Signatures

Brian Goldsmith (By Adrian Kuzycz by Power of Attorney) 10/01/2015

__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) Represents common shares withheld by the Issuer to satisfy certain tax withholding obligations upon the vesting of 25,000 restricted share units. The grant of the restricted share units was previously reported and, pursuant to the Lions Gate Entertainment Corp. 2012 Incentive Plan and the Issuer's policies, 12,002 common shares were automatically canceled to cover certain of the reporting person's tax withholding obligations. No common shares were sold by the Issuer or the reporting person.
- (2) Shares issued upon vesting of restricted share performance units granted by the Issuer pursuant to the terms of an employment agreement with the reporting person, which are payable in an equal number of common shares of the Issuer.
- (3) Represents common shares withheld by the Issuer to satisfy certain tax withholding obligations upon the vesting of 25,000 restricted share performance units. The grant of the 25,000 restricted share performance units is reported herein and, pursuant to the Lions Gate Entertainment Corp. 2012 Performance Incentive Plan and the Issuer's policies, 13,045 common shares were automatically canceled to cover certain of the reporting person's tax withholding obligations. No common shares were sold by the Issuer or the reporting person.

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- (4) On September 30, 2015, the reporting person vested in performance options as to 41,667 shares, as certain performance criteria for such year and tranche of vesting were met.

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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