

AMC ENTERTAINMENT HOLDINGS, INC.
Form S-4/A
October 07, 2016

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As filed with the Securities and Exchange Commission on October 7, 2016

Registration No. 333-213802

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMC ENTERTAINMENT HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7832
(Primary Standard Industrial
Classification Code Number)

26-0303916
(I.R.S. Employer
Identification Number)

**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kevin M. Connor, Esq.
Senior Vice President, General Counsel and Secretary
**One AMC Way
11500 Ash Street
Leawood, Kansas 66211
(913) 213-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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With copies to:

Kirstin P. Salzman
Husch Blackwell LLP
4801 Main Street
Suite 1000
Kansas City, Missouri 64112
(816) 983-8000

Alan J. Prince
C. William Baxley
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and the satisfaction or waiver of all other conditions under the merger agreement described in this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether each registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. 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 Smaller reporting company
 (Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Security	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fees(3)(4)
Class A common stock, par value \$0.01 per share	8,258,171	Not applicable	\$243,442,632.99	\$24,514.67

(1) Represents the estimated maximum number of shares of Class A common stock of AMC Entertainment Holdings, Inc. ("AMC") to be issued upon completion of the merger described herein calculated as 30% of the product obtained (rounded down to the nearest whole number) by multiplying (i) 25,443,419, the number of shares of Carmike Cinemas, Inc. ("Carmike") common stock issued and outstanding as of September 16, 2016 (including 1,054,832 shares of Carmike common stock issuable upon exercise of outstanding stock options and restricted and performance stock units) and (ii) 1.0819 (the exchange ratio).

(2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933 (the "Securities Act") and calculated pursuant to Rule 457(f)(1) and (3) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of shares of AMC's Class A common stock was calculated based upon the market value of the shares of Carmike common stock to be converted in the merger in accordance with Rule 457(c) and 457(f)(1) and (3) under the Securities Act as follows: (i) the product of (a) \$32.71 (the average of the high and low prices per share of Carmike common stock on September 22, 2016, as quoted on the NASDAQ Global Market) and (b) 25,443,419, the estimated

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maximum number of shares of Carmike common stock that may be exchanged for the merger consideration (including shares of Carmike common stock issuable upon exercise of outstanding stock options and restricted and performance stock units), minus (ii) \$588,811,602.50, the estimated aggregate amount of cash consideration to be paid in the merger by AMC to the former holders of Carmike common stock.

- (3) Determined in accordance with Section 6(b) of the Securities Act by multiplying the proposed maximum aggregate offering price by 0.0001007.
- (4) Previously paid.
-

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. These securities may not be sold nor may offers to buy be accepted until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is declared effective. This proxy statement/prospectus is not an offer to sell and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED OCTOBER 7, 2016

**PROSPECTUS
OF
AMC ENTERTAINMENT HOLDINGS INC.**

**PROXY STATEMENT
OF
CARMIKE CINEMAS INC.**

To Stockholders of Carmike Cinemas, Inc.:

On July 24, 2016, AMC Entertainment Holdings, Inc., referred to as "AMC," entered into an Amended and Restated Agreement and Plan of Merger, referred to as the "amended and restated merger agreement," with Carmike Cinemas, Inc., referred to as "Carmike," and Congress Merger Subsidiary, Inc., referred to as "Merger Sub," as a result of which Carmike will be acquired by AMC. The amended and restated merger agreement replaced in its entirety an Agreement and Plan of Merger among the parties dated March 3, 2016 referred to as the "original merger agreement." If the amended and restated merger agreement is approved and adopted by the Carmike stockholders and the other conditions to completion of the merger are satisfied or waived, Merger Sub will merge with and into Carmike with Carmike continuing as the surviving corporation and a wholly owned subsidiary of AMC, referred to as the "merger."

The amended and restated merger agreement provides that, each outstanding share of Carmike common stock (except for certain excluded shares) will be converted into the right to receive \$33.06 in cash without interest, referred to as the "cash consideration," or 1.0819 shares of AMC Class A common stock, referred to as the "stock consideration." The original merger agreement provided for cash consideration of \$30.00 per share of Carmike common stock. Each Carmike stockholder will have an opportunity to make an election to receive the cash consideration or to receive the stock consideration for each share of Carmike common stock they own. This election is subject to proration so that 70% of the total issued and outstanding shares of Carmike common stock will be converted into the right to receive the cash consideration and 30% will be converted into the right to receive the stock consideration. Because elections are subject to proration as described above, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all of your shares of Carmike common stock (and vice versa). **In connection with the merger, you will be provided a form of election for you to elect the form of consideration that you would like to receive in the merger, subject to the proration as described above. It is important that you complete and return the form of election. If you fail to do so, the merger consideration you receive will be entirely outside of your control and will depend on the elections made by other Carmike stockholders, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.**

Carmike stockholders are being asked to approve and adopt the amended and restated merger agreement at a reconvened special meeting of stockholders to be held on November 15, 2016, at the offices of King & Spalding LLP, 1180 Peachtree Street, N.E., Atlanta, Georgia 30309, at 10:00 a.m., local time, referred to as the "special meeting." The special meeting was originally convened on June 30, 2016 to consider and vote on the original merger agreement. Adoption of the amended and restated merger agreement requires the vote of Carmike stockholders holding a majority of the outstanding shares of Carmike common stock as of the close of business on September 27, 2016, referred to as the "record date." In addition, at the special meeting you also will be asked to approve, on an advisory (non-binding) basis, the merger-related compensation payments that will or may be paid by Carmike to its named executive officers in connection with the merger and to approve the adjournment of the special meeting under certain circumstances. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.**

The Carmike Board of Directors, after considering various factors, has unanimously determined that the amended and restated merger agreement and the transactions contemplated thereby, including the merger, are in the best interest of Carmike and its stockholders and unanimously recommends that you vote for the adoption of the amended and restated merger agreement, for the advisory merger-related compensation proposal and for the adjournment of the special meeting, if necessary, to solicit additional proxies.

A WHITE proxy card is enclosed which is substantially the same as the proxy card included with the original proxy statement for the special meeting mailed on May 25, 2016. As discussed in detail in the accompanying proxy statement/prospectus, any previously delivered proxy will remain valid and effective as to shares you hold on the record date, unless revoked or changed.

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Based upon a maximum of 24,388,587 shares of Carmike common stock and 1,054,832 Carmike stock options, restricted stock units or performance stock units expected to be outstanding as of the effective time of the merger, AMC expects to issue, or reserve for issuance, up to 8,258,171 shares of its Class A common stock in connection with the merger. AMC Class A common stock is listed on the NYSE under the symbol "AMC." Carmike common stock is listed on the NASDAQ Global Market under the symbol "CKEC." **The market price of AMC Class A common stock will continue to fluctuate following the date of the special meeting. Consequently, at the time of the special meeting, the value of the stock consideration will not yet be determined.**

We urge you to read the accompanying proxy statement/prospectus in its entirety. For a discussion of risk factors that you should consider in evaluating the transaction, see "Risk Factors" beginning on page 39 of the attached proxy statement/prospectus.

Sincerely

/s/ S. David Passman III
President and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying proxy statement/prospectus is dated [•], 2016 and is first being mailed to Carmike stockholders on or about [•], 2016.

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CARMIKE CINEMAS, INC.

1301 First Avenue
Columbus, Georgia 31901
(706) 576-3400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Reconvened On November 15, 2016

To the Stockholders of Carmike Cinemas, Inc.:

Notice is hereby given that the special meeting of the stockholders, referred to as the "special meeting," or "reconvened special meeting" of Carmike Cinemas, Inc., a Delaware corporation, referred to as "Carmike" or the "company," which originally was convened and adjourned on June 30, 2016, and subsequently convened and adjourned on July 15, 2016 and July 25, 2016, will reconvene on November 15, 2016 at 10:00 a.m., local time, at the offices of King & Spalding LLP located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309, for the following purposes:

- 1. Adoption of the Amended and Restated Merger Agreement.** To consider and vote upon a proposal, referred to as the "merger proposal," to adopt the Amended and Restated Plan of Merger, dated July 24, 2016, referred to as the "amended and restated merger agreement" by and among AMC Entertainment Holdings, Inc., a Delaware corporation, referred to as "AMC," Congress Merger Subsidiary, Inc., an indirect wholly owned subsidiary of AMC, referred to as "Merger Sub," and Carmike, pursuant to which Merger Sub will merge with and into Carmike, with Carmike continuing as the surviving corporation, referred to as the "merger."
- 2. Advisory Vote Regarding Merger-Related Named Executive Officer Compensation.** To consider and vote upon a proposal to approve, by a non-binding advisory vote, the compensation arrangements disclosed in the accompanying proxy statement/prospectus that may be payable to Carmike's named executive officers in connection with the completion of the merger, referred to as the "merger-related named executive officer compensation proposal."
- 3. Adjournment of the Special Meeting.** To consider and vote upon a proposal to approve the adjournment of the special meeting from time to time if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the amended and restated merger agreement, referred to as the "adjournment proposal."

Only stockholders of record of Carmike common stock, par value \$0.03 per share, referred to as "Carmike common stock," at the close of business on September 27, 2016, referred to as the "record date," are entitled to notice of, and to vote at, the reconvened special meeting or any adjournments or postponements thereof. Carmike will make available an alphabetical list of its stockholders of record for examination by any Carmike stockholder for any purpose germane to the special meeting at Carmike's principal executive offices, 1301 First Avenue, Columbus, Georgia 31901, during ordinary business hours for the ten days prior to the reconvening of special meeting and shall keep such list at the special meeting until the end of the special meeting.

The approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting. The approval of each of the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the meeting. The approval of the adjournment proposal (where a quorum is not present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote on the matter. The vote to approve the merger-related named executive officer

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compensation proposal is advisory only, will not be binding on Carmike or AMC and is not a condition to the completion of the merger.

Even if you plan to attend the special meeting in person, you should vote as soon as possible via the internet or telephone or you should sign, date and return the enclosed proxy card and thus ensure that your shares will be represented at the special meeting if you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time.

If your shares of Carmike common stock are held in street name through a broker, bank or other nominee, you should instruct your broker, bank or other nominee, each referred to as a "nominee," how to vote in accordance with the voting instruction form furnished by your nominee. If you fail to instruct your nominee on how to vote, the effect will be the same as a vote against the merger proposal.

On May 25, 2016, Carmike mailed a proxy statement with respect to the special meeting originally convened on June 30, 2016, referred to as the "original proxy statement." Carmike has enclosed a WHITE proxy card with this proxy statement/prospectus. This WHITE proxy card is substantially the same as the proxy card attached to the original proxy statement, referred to as the "original proxy card." Any proxies previously delivered by a stockholder of record on the record date, including by delivery of the original proxy card, will be valid and effective and voted in the manner set forth on the previously delivered proxy unless such stockholder revokes such proxy or changes such proxy. Such previously delivered proxies will be deemed to cover the number of shares you own on the record date even if that number is more than or less than the number of shares you owned on May 18, 2016, the original record date for the special meeting, referred to as the "original record date." If you held shares in "street name" through a nominee on the original record date and continue to own such shares at that nominee, and have already provided voting instructions with respect to such shares, such shares will be voted as directed by such voting instructions and you do not need to take any action, unless you wish to revoke or change such voting instructions. Such previously delivered voting instructions will be deemed to cover the number of shares you own on the record date, even if that number is more than or less than the number of shares you owned on the original record date. If you held shares in "street name" through a nominee on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card or by following the instructions on the enclosed proxy card for internet or telephone submissions or you attend the special meeting and vote in person. If you held shares in "street name" through a nominee on the original record date, but have acquired shares in "street name" after the original record date through a different nominee, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you instruct your nominee how to vote in accordance with the voting instruction form furnished by nominee.

YOUR VOTE IS IMPORTANT. FAILURE TO VOTE YOUR SHARES WILL HAVE THE SAME EFFECT AS A VOTE "AGAINST" THE MERGER PROPOSAL. YOU MAY VOTE BY MAIL, INTERNET OR TELEPHONE OR BY ATTENDING THE SPECIAL MEETING AND VOTING BY BALLOT, ALL AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS.

To vote your shares, please follow the instructions on the enclosed proxy card or voting instruction form. **If you are unsure whether you have previously voted, or if you have acquired shares after the original record date and are unsure whether your original proxy card or voting instructions will apply to your newly acquired shares, you can submit your vote again by following the instructions on the enclosed proxy card or voting instruction form.** Whether or not you plan to attend the special meeting, please submit your proxy to vote your shares at your earliest convenience. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time. You can revoke your

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proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting.

If your shares of Carmike common stock are held in "street name" through a nominee, and you have not previously provided voting instructions with respect to such shares or you wish to revoke or change such instructions, you should instruct your nominee how to vote, or revoke previously delivered voting instructions, in accordance with the voting instruction form furnished by your nominee. If you fail to vote on the merger proposal or fail to instruct your nominee on how to vote, the effect will be the same as a vote against the adoption of the merger proposal.

The accompanying proxy statement/prospectus provides a detailed description of the merger, the amended and restated merger agreement and the other proposals to be voted upon at the special meeting. You should read the accompanying proxy statement/prospectus, including the annexes and any documents incorporated by reference, carefully and in their entirety. If you have any questions concerning the merger or the accompanying proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need help voting your shares of Carmike common stock, please contact Carmike's proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022

Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5833

By Order of the Board of Directors,

Daniel E. Ellis
Senior Vice President, General Counsel and Secretary

Columbus, Georgia
[•], 2016

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SUMMARY VOTING INSTRUCTIONS

YOUR VOTE IS IMPORTANT

Ensure that your shares of Carmike common stock are voted at the special meeting by submitting your proxy or, if your shares of Carmike common stock are held in street name through a broker, bank or other nominee, contacting your broker, bank or other nominee. If you do not vote, it will have the same effect as voting "AGAINST" the merger proposal but will have no effect on the outcome of the merger-related named executive officer compensation proposal or the adjournment proposal. If you do not instruct your broker, bank or other nominee how to vote on any matter, the broker, bank or other nominee will not have discretion to vote on any proposal, including the merger proposal. When a broker, bank or other nominee votes a client's shares on some but not all of the proposals presented at a meeting, each non-routine proposal for which the broker, bank or nominee cannot vote is referred to herein as a "broker non-vote." A broker non-vote will have the same effect as voting "AGAINST" the merger proposal, the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present). A broker non-vote will have no effect on the adjournment proposal (if no quorum is present). Proxies delivered at any time prior to the record date, including those solicited in connection with the original merger agreement, will be valid and effective so long as the stockholder providing the proxy is a stockholder on September 27, 2016, the record date for the reconvened special meeting.

If your shares of Carmike common stock are registered in street name through a broker, bank or other nominee: check the voting instruction card forwarded by your broker, bank or other nominee or contact your broker, bank or other nominee in order to obtain directions as to how to ensure that your shares of Carmike common stock are voted in favor of the proposals at the special meeting.

If your shares of Carmike common stock are registered in your name: submit your proxy as soon as possible via the internet or telephone or by signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope so that your shares of Carmike common stock can be voted in favor of the proposals at the special meeting.

The table below summarizes the votes required and treatment of votes described above:

Proposal Number	Item	Board Voting Recommendation	Votes Required for Approval	Abstentions	Broker Non-Vote
1	Merger Proposal	FOR	Holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting	Count as votes against	Count as votes against
2	Merger-Related Named Executive Officer Compensation Proposal	FOR	Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the special meeting	Count as votes against	Count as votes against
3	Adjournment Proposal (if no quorum)	FOR	Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote <i>at the special meeting</i>	Count as votes against	Count as votes against
	Adjournment Proposal (if no quorum)		Holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote <i>on the matter</i>	Count as votes against	No effect

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Carmike's proxy solicitor at:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022

Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5833

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Carmike Cinemas, Inc., referred to as "Carmike," and AMC Entertainment Holdings, Inc., referred to as "AMC," from other documents that Carmike and AMC have filed with the U.S. Securities and Exchange Commission, referred to as the "SEC," and that are contained in or incorporated by reference into this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled "*Where Stockholders Can Find More Information*" beginning on page 164 of this proxy statement/prospectus. This information is available for you to review without charge at the SEC's public reference room at Station Place, 100 F Street, N.E., Washington, D.C. 20549, and through the SEC's website at www.sec.gov.

Any person may request copies of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus without charge, by written request directed to Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, or by calling the Corporate Secretary at (706) 576-3400. You may also obtain documents incorporated by reference by requesting them by telephone from Innisfree M&A Incorporated, Carmike's proxy solicitation firm, toll-free at (888) 750-5834. Banks and brokers may call collect at (212) 750-5833.

You may also request a copy of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus without charge, by written request directed to AMC Entertainment Holdings, Inc., One AMC Way, 11500 Ash Street, Leawood, Kansas 66211 Attn: John Merriweather, or by calling John Merriweather at (866) 248-3872. You may also obtain a copy of this proxy statement/prospectus and any of the documents incorporated by reference without charge from the SEC website address provided above.

In order for you to receive timely delivery of the documents in advance of the reconvened special meeting of Carmike shareholders, referred to as the "special meeting," to be held on November 15, 2016, you must request the information by November 8, 2016.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document, which forms part of a registration statement on Form S-4, referred to as the "registration statement," filed with the SEC by AMC (File No. 333-213802), constitutes a prospectus of AMC under Section 5 of the Securities Act of 1933, as amended, referred to as the "Securities Act," with respect to the shares of Class A common stock of AMC, to be issued to Carmike stockholders pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of July 24, 2016, and as it may be further amended from time to time, which is referred to as the "amended and restated merger agreement," by and among Carmike, AMC and Congress Merger Subsidiary, Inc., referred to as "Merger Sub," pursuant to which Merger Sub will merge with and into Carmike with Carmike continuing as the surviving corporation, referred to as the "merger." This document also constitutes a proxy statement of Carmike under Section 14(a) of the Securities Exchange Act of 1934, as amended, referred to as the "Exchange Act." It also constitutes a notice with respect to the reconvening of the special meeting of Carmike stockholders, at which Carmike stockholders will be asked to consider and vote upon the proposal to approve the amended and restated merger agreement.

AMC has supplied all information contained or incorporated by reference in this proxy statement/prospectus relating to AMC, and Carmike has supplied all such information relating to Carmike. AMC and Carmike have not authorized anyone to provide you with information that is different from what is contained in this proxy statement/prospectus.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated October [•], 2016. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to Carmike stockholders nor the issuance by AMC of shares of Class A common stock pursuant to the merger will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell or a solicitation of or offer to buy any securities, or the solicitation of a proxy, in any jurisdiction where or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.

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