

AMC Networks Inc.
Form 4
October 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMC Networks Inc.

2. Issuer Name and Ticker or Trading Symbol
RLJ ENTERTAINMENT, INC.
[RLJE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 PENN PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10001

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

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

(City) (State) (Zip)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/01/2018		J ⁽¹⁾		413,709	A	\$ 3 5,096,329	I	By Subsidiary ⁽⁴⁾
Common Stock	10/01/2018		X ⁽²⁾		3,333,000	A	\$ 3 8,429,329	I	By Subsidiary ⁽⁴⁾
Common Stock	10/01/2018		X ⁽³⁾		3,362,571	A	\$ 3 11,791,900	I	By Subsidiary ⁽⁴⁾

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

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RLJE as Guarantors, and DEH (the "Credit Agreement"), dated as of October 14, 2016, as amended by the First Amendment dated as of January 30, 2017, the Second Amendment dated as of June 16, 2017, the Third Amendment effective as of May 31, 2018 and the Fourth Amendment dated as of August 9, 2018.

(2) AMC owns warrants ("Warrants") to purchase from RLJE shares of Common Stock (a share of Common Stock issuable upon exercise of a Warrant, a "Warrant Share"). On October 1, 2018, AMC fully exercised the remainder of its Class A Warrant by surrendering indebtedness outstanding under the Credit Agreement having a principal amount equal to the aggregate exercise price and was issued 3,333,000 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.

(3) On October 1, 2018, AMC partially exercised its Class B Warrant by surrendering indebtedness outstanding under the Credit Agreement having a principal amount equal to the aggregate exercise price and was issued 3,362,571 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.

(4) AMC may be deemed to beneficially own the shares of Common Stock indirectly through its wholly-owned subsidiaries. The Common Stock is held directly by DEH, a direct wholly-owned subsidiary of AMC Digital Entertainment Holdings LLC. AMC Digital Entertainment Holdings LLC is a direct wholly-owned subsidiary of IFC Entertainment Holdings LLC. IFC Entertainment Holdings LLC is a direct wholly-owned subsidiary of Rainbow Programming Holdings LLC. Rainbow Programming Holdings LLC is a direct wholly-owned subsidiary of Rainbow Media Enterprises, Inc. Rainbow Media Enterprises, Inc. is a direct wholly-owned subsidiary of Rainbow Media Holdings, LLC. Rainbow Media Holdings, LLC is a direct wholly-owned subsidiary of AMC.

(5) The exercise price per Warrant Share is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Class A Warrant and the Class B Warrant.

(6) The number of Warrant Shares is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Class B Warrant.

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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