

READING INTERNATIONAL INC
Form 4
October 23, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COTTER JAMES J

2. Issuer Name and Ticker or Trading Symbol
READING INTERNATIONAL INC [RDI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6100 CENTER DRIVE, SUITE 900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

LOS ANGELES, CA 90045

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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			
Class A Common Stock Non-Voting	09/07/2012		J ⁽¹⁾		990,000	A	\$ 6,423,510 <u>(2)</u>	3,952,388	I	Cotter Enterprises, LLC
Class A Common Stock Non-Voting	07/01/2013		G ⁽³⁾		4,500 ⁽³⁾	D	\$ 6.34	3,947,888	I	James J. Cotter Foundation
Class A Common Stock Non-Voting	10/21/2013		J ⁽¹⁾		990,000	D	\$ 4,553,010 <u>(2) (4)</u>	2,957,888	I	Cotter Enterprises, LLC

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER JAMES J 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045	X	X	Chief Executive Officer	

Signatures

/s/ James J. Cotter
10/23/2013
**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).

- On September 7, 2012 and October 21, 2013, Mr. Cotter effected a restructuring of Cotter Enterprises, LLC., a family owned limited liability company ("CE" and the "Restructuring" respectively). CE is the owner of 1,000,000 shares of Reading Class A Common Stock.
- (1) Pursuant to the Restructuring, Mr. Cotter was from September 7, 2012 through October 21, 2013, the holder of a pecuniary interest in such 1,000,000 shares. On October 21, 2013, a 99% membership interest (the "Membership Interest") was transferred to a trust for the benefit of Mr. Cotter's children. Accordingly, Mr. Cotter no longer has a pecuniary interest in 99% of the shares owned by CE.
 - (2) The dollar amounts shown above as the transfer price of such pecuniary interest reflect the value of Membership Interest transferred, which is a discount to the value of the underlying shares, such discount being attributable to the fact that such 99% Membership Interest

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is an illiquid, non-controlling interest with material limitations on transferability. The net effect of the Restructuring is that Mr. Cotter's pecuniary interest in the 1,000,000 shares held by CE is the same currently as it was prior to September 7, 2012.

(3) Gifted to Non-Profit

(4) The purchase agreement with respect to the sale of the membership interest provides that the interest transferred will be independently appraised, and that the purchase price will be adjusted to reflect the results of this appraisal.

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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