

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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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 *
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)

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

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

11 PENN PLAZA

(Street)

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

NEW YORK, NY 10001

(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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(9-02)

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) | Amount of Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security (Instr. 3 and 4) |
| Class A Common Stock Warrant (Right to Buy) | \$ 3 ⁽⁵⁾ | 10/01/2018 | | X ⁽²⁾ | 3,333,000 | 10/14/2016 10/14/2021 | Common Stock | 3,333,000 | |
| Class B Common Stock Warrant (Right to Buy) | \$ 3 ⁽⁵⁾ | 10/01/2018 | | X ⁽³⁾ | 3,362,571 | 10/14/2016 10/14/2022 | Common Stock | 3,362,571 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMC Networks Inc. 11 PENN PLAZA NEW YORK, NY 10001 | | | X | |

Signatures

/s/ Anne G. Kelly, Senior Vice President and Secretary of AMC Networks Inc.

10/02/2018

**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) RLJ Entertainment, Inc. ("RLJE") issued 413,709 shares of common stock, par value \$0.001 per share ("Common Stock"), of RLJE reported herein to Digital Entertainment Holdings LLC ("DEH"), an indirect wholly-owned subsidiary of AMC Networks Inc. ("AMC"), as payment of interest due to DEH pursuant to that certain Credit and Guaranty Agreement, by and among RLJE, certain subsidiaries of

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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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