

RLJ ENTERTAINMENT, INC.  
Form SC 13D/A  
January 08, 2018

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**RLJ Entertainment, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**74965F203**

**(CUSIP Number)**

**Sean S. Sullivan**

**Executive Vice President and Chief Financial Officer**

**AMC Networks Inc.**

**11 Pennsylvania Plaza**

**New York, NY 10001**

**(212) 324-8500**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 5, 2018**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

AMC Networks Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- (1) This figure is based on 3,821,588 shares of common stock, par value \$0.001 per share (the Common Stock ), of RLJ Entertainment, Inc., a Nevada corporation (the Issuer ), held indirectly through Digital Entertainment Holdings LLC, a Delaware limited liability company ( DEH ), plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of Series D-1 preferred stock, par value \$0.001 per share (the Preferred Stock ), of the Issuer held indirectly through DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of Class A, Class B and Class C warrants to purchase Common Stock with an initial exercise date of October 14, 2016 (the Warrants ) held indirectly through DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the warrants to purchase shares of Common Stock with an initial exercise date of May 20, 2015 (the 2015 Warrants ) held indirectly through DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the Commission ) on November 9, 2017 (the Form 10-Q ), plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to that certain Credit and Guaranty Agreement, by and among the Issuer, certain subsidiaries of the Issuer as Guarantors, and DEH, dated as of October 14, 2016, as amended by the First Amendment dated as of January 30, 2017 and the Second Amendment dated as of June 16, 2017 (the Credit Agreement ), (ii) the 75,000 shares of Common Stock issued to Miguel Penella, the Chief Executive Officer of the Issuer, on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to a Stock Purchase Agreement dated January 2, 2018 (the Employee Stock Purchase Agreement )), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants

to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

Rainbow Media Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This figure is based on 3,821,588 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Mr. Penella on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

Rainbow Media Enterprises, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)



11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- (1) This figure is based on 3,821,588 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Mr. Penella on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

Rainbow Programming Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This figure is based on 3,821,588 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Mr. Penella on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

IFC Entertainment Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This figure is based on 3,821,588 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Mr. Penella on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

CUSIP No. 74965F203

1 NAMES OF REPORTING PERSONS

Digital Entertainment Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States (Delaware)

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

25,796,226 (1)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

25,796,226 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,796,226 (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

70.6% (2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- (1) This figure is based on 3,821,588 shares of Common Stock held directly by DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held directly by DEH, (ii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held directly by DEH, and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held directly by DEH.
- (2) This calculation is based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Mr. Penella on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

**Item 1. Security and Issuer.**

This Amendment No. 5 (this Amendment ) amends and supplements the Statement of Beneficial Ownership on Schedule 13D originally filed by the Reporting Persons with the Commission on October 18, 2016, as further amended by Amendment No. 1 thereto, filed on June 20, 2017, Amendment No. 2 thereto, filed on June 30, 2017, Amendment No. 3 thereto, filed on October 3, 2017, and Amendment No. 4 thereto, filed on January 3, 2018 (collectively, the Schedule 13D ), with respect to shares of common stock, par value \$0.001 per share (the Common Stock ), of RLJ Entertainment, Inc., a Nevada corporation (the Issuer ). The principal executive office of the Issuer is located at 8515 Georgia Avenue, Suite 650, Silver Spring, Maryland 20910. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D remain unchanged. Capitalized terms used but not defined herein have the meanings given to them in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

*Item 3 of the Schedule 13D is hereby amended to add the following information:*

On January 5, 2018, Digital Entertainment Holdings LLC, an indirect wholly owned subsidiary of AMC Networks Inc. (DEH ), JH Partners Evergreen Fund, L.P., Forrestal, LLC, JH Investment Partners III, L.P. and JH Investment Partners GP Fund III, LLC (collectively, the JHP Entities ) entered into a Stock Purchase Agreement (the Stock Purchase Agreement ). Under the terms of the Stock Purchase Agreement, DEH purchased from the JHP Entities (i) 678,095 shares of Common Stock of the Issuer, (ii) 7,479,432 shares of Series D-1 preferred stock of the Issuer (the Preferred Stock ), and (iii) 747,945 warrants with an initial exercise date of May 20, 2015 (the 2015 Warrants ) to purchase, upon full exercise of the 2015 Warrants, 747,945 shares of Common Stock from the Issuer, for an aggregate purchase price of \$17,236,947.75 (the Transaction ). DEH funded the Transaction with cash on hand contributed by AMC Networks Inc.



As of the date of this Amendment, the 7,479,432 shares of Preferred Stock are convertible into 2,893,693 shares of Common Stock of the Issuer based on an aggregated stated value of \$8,681,068, which includes the original certificate value of \$1,000 per share of Preferred Stock plus accrued dividends on each share of Preferred Stock through April 1, 2017. Thereafter, additional dividends have been accrued daily, compounded monthly, and have been and will be paid quarterly in cash or equity at the Company's discretion.

The foregoing description of the Stock Purchase Agreement is not, and does not purport to be, complete and is qualified in its entirety by reference to the copy of the Stock Purchase Agreement filed as Exhibit 2 hereto, which is incorporated into this Item 3 by reference.

**Item 5. Interest in Securities of the Issuer.**

- (a) As of January 8, 2018, each of the Reporting Persons beneficially owns (i) 3,821,588 shares of Common Stock of the Issuer held by DEH, (ii) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of Preferred Stock of the Issuer held by DEH, (iii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held by DEH and (iv) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held by DEH, which represents in the aggregate 70.6% of the number of shares of Common Stock outstanding based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Miguel Penella, the Chief Executive Officer of the Issuer, on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock, (iv) the 18,333,000 shares of Common Stock issuable upon the exercise in full of the Warrants, and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties, the Common Stock underlying the Warrants and the 2015 Warrants held by DEH, plus the Common Stock issuable upon the conversion of all of the shares of Preferred Stock held by DEH, plus the Common Stock held directly by DEH, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

To the Reporting Persons' knowledge, none of the Covered Persons directly owns any shares of Common Stock as of January 8, 2018; provided, however, that because of each Covered Person's status as a controlling stockholder, director or executive officer of a Reporting Person, a Covered Person may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by such Reporting Person. Each of the Covered Persons disclaims beneficial ownership of the shares of Common Stock reported herein pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, and the filing of this Schedule 13D shall not be construed as an admission that any such Covered Person is the beneficial owner of any securities covered by this Schedule 13D.

- (b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Schedule 13D and (ii) Item 5(a) of this Item 5 are incorporated into this Item 5(b) by reference. Each of the Reporting Persons has

shared power to vote, or direct the vote, and shared power to dispose, or to direct the disposition, with respect to the shares of Common Stock reported for such Reporting Person.

- (c) Except for the transactions described in Item 3 of this Schedule 13D, which are incorporated into this Item 5(c) by reference, none of the Reporting Persons nor, to their knowledge, any of the Covered Persons, has effected any transactions in Common Stock of the Issuer during the past 60 days.
  
- (d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this statement on Schedule 13D.
  
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

*Item 6 of the Schedule 13D is hereby amended to add the following information:*

A copy of the Joint Filing Agreement among the Reporting Persons is attached as Exhibit 1 hereto. The information set forth in Item 3 of this Amendment is incorporated into this Item 6 by reference.

**Item 7. Material to be Filed as Exhibits.**

*Item 7 of the Schedule 13D is hereby amended to add the following exhibits:*

Exhibit No.	Exhibit Description
1	Joint Filing Agreement, by and among the Reporting Persons, dated January 5, 2018.*
2	Stock Purchase Agreement, by and among DEH and the JHP Entities, dated January 5, 2018.*

\* Filed herewith.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 8, 2018

AMC NETWORKS INC.

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and  
General Counsel

RAINBOW MEDIA HOLDINGS LLC

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and  
General Counsel

RAINBOW MEDIA ENTERPRISES, INC.

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and  
General Counsel

RAINBOW PROGRAMMING HOLDINGS  
LLC

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and  
General Counsel

IFC ENTERTAINMENT HOLDINGS LLC

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and  
General Counsel

DIGITAL ENTERTAINMENT HOLDINGS  
LLC

By: /s/ James G. Gallagher  
Name: James G. Gallagher

Title: Executive Vice President and  
General Counsel