

SLA Avatar Holdings I, L.P.

Form 3

September 21, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Silver Lake Group, L.L.C.

(Last) (First) (Middle)

C/O SILVER LAKE,, 2775
SAND HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/17/2018

3. Issuer Name and Ticker or Trading Symbol

AMC ENTERTAINMENT HOLDINGS, INC. [AMC]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

2.95% Convertible Senior Notes due 2024 ⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ Common Stock 23,746,680 ⁽⁵⁾ \$ 18.95 ⁽⁶⁾ I

Held through
SLA Avatar
Holdings I, L.P.
⁽⁷⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Silver Lake Group, L.L.C. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| SLAA (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Alpine Associates, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| SLA Avatar I GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| SLA Avatar Holdings I, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Karen M. King, Managing Director and Chief Legal Officer, on behalf of Silver Lake Group, L.L.C.

09/21/2018

**Signature of Reporting Person

Date

/s/ Karen M. King, Managing Director and Chief Legal Officer, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C.

09/21/2018

**Signature of Reporting Person

Date

/s/ Karen M. King, Managing Director and Chief Legal Officer, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C., general partner of Silver Lake Alpine Associates, L.P.

09/21/2018

**Signature of Reporting Person

Date

/s/ Karen M. King, Managing Director and Chief Legal Officer, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C., general partner of Silver Lake Alpine Associates, L.P., managing member of SLA Avatar I GP, L.L.C.

09/21/2018

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Signature of Reporting Person

Date

/s/ Karen M. King, Managing Director and Chief Legal Officer, Silver Lake Group, L.L.C.,
managing member of SLAA (GP), L.L.C., GP of Silver Lake Alpine Associates, L.P.,
managing member of SLA Avatar I GP, L.L.C., GP of SLA Avatar Holdings I, L.P.

09/21/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is filed by SLA Avatar Holdings I, L.P. ("Avatar I"), SLA Avatar I GP, L.L.C. ("Avatar I GP"), Silver Lake Alpine Associates, L.P. ("SLAA"), SLAA (GP), L.L.C. ("SLAA GP") and Silver Lake Group, L.L.C. ("SLG"). Avatar I GP is the general partner of Avatar I. SLAA is the managing member of Avatar I GP. SLAA GP is the general partner of SLAA. SLG is the managing member of SLAA GP. Mr. Lee Wittlinger serves as a member of the board of directors of AMC Entertainment Holdings, Inc. (the "Issuer") and is a Managing Director of SLG. Each of Avatar I, Avatar I GP, SLAA, SLAA GP and SLG may be deemed to be a director by deputation of the Issuer.
- (2) Avatar I GP, as the general partner of Avatar I, SLAA, as the managing member of Avatar I GP, SLAA GP, as the general partner of SLAA, and SLG, as the managing member of SLAA GP, may each be deemed to be the indirect beneficial owner of the securities owned by Avatar I. However, pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that any Reporting Person is a beneficial owner of all securities covered by this filing, and each Reporting Person (except for Avatar I) disclaims beneficial ownership of the securities held by Avatar I, except to the extent of such Reporting Person's pecuniary interest therein, if any. Not included in this Form 3 is \$150 million of Convertible Notes (as defined in footnote 3) held by a third party over which certain of the Reporting Persons have investment control but do not have any pecuniary interest.
- (3) In accordance with an investment agreement, dated as of September 14, 2018, by and among the Issuer, Avatar I and an affiliate of Avatar I (the "Investment Agreement"), Avatar I is restricted from converting the 2.95% Convertible Senior Notes due 2024 (the "Convertible Notes") prior to the earlier of (i) the first anniversary of the date of issuance and (ii) the consummation of any change in control of the Issuer or entry into a definitive agreement for a transaction that, if consummated, would result in a change in control of the Issuer, in each case, subject to certain exceptions.
- (4) The Convertible Notes mature on September 15, 2024, subject to earlier redemption, repurchase or conversion in accordance with their terms.
- (5) Upon conversion of the Convertible Notes, the Issuer will deliver, at its election, cash, shares of the Issuer's Class A common stock ("Class A Common Stock") or a combination of cash and shares of Class A Common Stock. This number represents the number of shares of Class A Common Stock issuable upon conversion of the Convertible Notes if the Issuer elects to settle its conversion obligation solely through shares of Class A Common Stock by delivering a number of shares of Class A Common Stock at the initial conversion rate of 52.7704 shares of Class A Common Stock, and cash in lieu of fractional shares of Class A Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain events in accordance with the terms of an indenture, dated as of September 14, 2018, by and between the Issuer and U.S. Bank National Association, as trustee.
- (6) The initial conversion rate of 52.7704 shares of Class A Common Stock per \$1,000 principal amount of Convertible Notes is equivalent to an initial conversion price of \$20.50 per share of Class A Common Stock, as reduced by the amount of the special dividend of \$1.55 per share declared by the Issuer in connection with the transactions contemplated by the Investment Agreement.
- (7) Avatar I owns \$450 million principal amount of Convertible Notes. See footnote 2.

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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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