

AMC ENTERTAINMENT HOLDINGS, INC.  
Form S-4  
April 19, 2017

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As filed with the Securities and Exchange Commission on April 19, 2017

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**AMC ENTERTAINMENT HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)  
(see table of additional registrants)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7832**  
(Primary Standard Industrial  
Classification Code Number)

**26-0303916**  
(I.R.S. Employer  
Identification Number)

**One AMC Way  
11500 Ash Street, Leawood, KS  
(913) 213-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Kevin M. Connor, Esq.  
Senior Vice President, General Counsel & Secretary  
AMC Entertainment Holdings, Inc.**

**One AMC Way  
11500 Ash Street  
Leawood, Kansas 66211  
(913) 213-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**See Table of Additional Registrant Guarantors Continued on the Next Page**

Copies of all communications, including communications sent to agent for service, should be sent to:

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**Kevin M. Connor, Esq.**  
**Senior Vice President, General Counsel & Secretary**  
**AMC Entertainment Holdings, Inc.**  
**One AMC Way**  
**11500 Ash Street**  
**Leawood, Kansas 66211**  
**(913) 213-2000**

**Corey R. Chivers, Esq.**  
**Weil, Gotshal & Manges LLP**  
**767 Fifth Avenue**  
**New York, New York 10153**  
**(212) 310-8000**

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after the Registration Statement becomes effective.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(1)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per unit</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(1)</b>
6.375% Senior Subordinated Notes due 2024	£500,000,000	100%	£500,000,000	\$71,858(2)
Guarantees of 6.375% Senior Subordinated Notes due 2024(3)				(4)
5.875% Senior Subordinated Notes due 2026	\$595,000,000	100%	\$595,000,000	\$68,960.50
Guarantees of 5.875% Senior Subordinated Notes due 2026(3)				(4)
6.125% Senior Subordinated Notes due 2027	\$475,000,000	100%	\$475,000,000	\$55,052.50

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Guarantees of 6.125% Senior Subordinated  
Notes due 2027(3)

(4)

- (1) The filing fee is calculated in accordance with Rule 457(f) under the Securities Act of 1933.
- (2) The filing fee is calculated based on an exchange rate of \$1.24 per £1.00, which was the Bloomberg Composite Rate between the U.S. dollar and the pound sterling on April 7, 2017.
- (3) See inside facing page for table of additional registrant guarantors.
- (4) Pursuant to Rule 457(n) under the Securities Act, no separate fee is payable for the registration of the Guarantees.

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**The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.**

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## TABLE OF ADDITIONAL REGISTRANTS

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification Number</b>
AMC Card Processing Services, Inc.	Arizona	7832	20-1879589
AMC Concessionaire Services of Florida, LLC	Florida	7832	45-1836047
AMC ITD, Inc.	Kansas	7832	27-3094167
AMC License Services, Inc.	Kansas	7832	74-3233920
American Multi-Cinema, Inc.	Missouri	7832	43-0908577
Club Cinema of Mazza, Inc.	D.C.	7832	04-3465019
Loews Citywalk Theatre Corporation	California	7832	95-4760311
AMC Starplex, LLC	Delaware	7832	81-0775102
AMC of Maryland, LLC	Maryland	7832	81-4699581

The address, including zip code, and telephone number, including area code, of each Additional Registrant's principal executive offices is: c/o AMC Entertainment Holdings, Inc., One AMC Way, 11500 Ash Street, Leawood, KS 66211, (913) 213-2000.

The name, address, including zip code and telephone number, including area code, of agent for service for each of the Additional Registrants is: Kevin M. Connor, Esq., Senior Vice President, General Counsel & Secretary, AMC Entertainment Holdings, Inc., One AMC Way, 11500 Ash Street, Leawood, Kansas 66211, (913) 213-2000.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED April 19, 2017**

PRELIMINARY PROSPECTUS

## **AMC ENTERTAINMENT HOLDINGS, INC.**

### **OFFER TO EXCHANGE**

**£500,000,000 aggregate principal amount of its 6.375% Senior Subordinated Notes due 2024, the issuance of which has been registered under the Securities Act of 1933, as amended, for all of its outstanding 6.375% Senior Subordinated Notes due 2024**

**\$595,000,000 aggregate principal amount of its 5.875% Senior Subordinated Notes due 2026, the issuance of which has been registered under the Securities Act of 1933, as amended, for all of its outstanding 5.875% Senior Subordinated Notes due 2026**

**\$475,000,000 aggregate principal amount of its 6.125% Senior Subordinated Notes due 2027, the issuance of which has been registered under the Securities Act of 1933, as amended, for all of its outstanding 6.125% Senior Subordinated Notes due 2027**

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus, all of our new 6.375% Senior Subordinated Notes due 2024 (the "New Sterling Notes") for all of our outstanding 6.375% Senior Subordinated Notes due 2024 (the "Original Sterling Notes"), all of our new 5.875% Senior Subordinated Notes due 2026 (the "New 5.875% Dollar Notes") for all of our outstanding 5.875% Senior Subordinated Notes due 2026 (the "Original 5.875% Dollar Notes") and all of our new 6.125% Senior Subordinated Notes due 2027 (the "New 6.125% Dollar Notes" and together with the New 5.875% Dollar Notes, the "New Dollar Notes") for all of our outstanding 6.125% Senior Subordinated Notes due 2027 (the "Original 6.125% Dollar Notes" and together with the Original 5.875% Dollar Notes, the "Original Dollar Notes"). We refer to the New Sterling Notes and the New Dollar Notes collectively as the "Exchange Notes," the Original Sterling Notes and the Original Dollar Notes as the "Original Notes," and the Exchange Notes and Original Notes as the "notes." We are also offering the subsidiary guarantees of the Exchange Notes, which are described in this prospectus. The terms of the Exchange Notes are substantially identical to the terms of the Original Notes except that the issuance of the Exchange Notes has been registered pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"). We will pay interest on the notes on May 15 and November 15 of each year. The New Sterling Notes mature on November 15, 2024. The New 5.875% Dollar Notes mature on November 15, 2026. The New 6.125% Dollar Notes mature on May 15, 2027. The principal features of the exchange offer are as follows:

We will exchange all Original Notes of each series that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer for an equal principal amount of Exchange Notes of the applicable series.

You may withdraw tendered Original Notes at any time prior to the expiration of the exchange offer.

The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2017, unless extended. We do not currently intend to extend the expiration date.

The exchange of Original Notes for Exchange Notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

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We do not intend to apply for listing of the New Dollar Notes on any securities exchange or automated quotation system. We do intend to have the New Sterling Notes admitted to the Official List of the Channel Islands Securities Exchange Authority ("CISEA" or the "Exchange"). All untendered Original Notes will continue to be subject to the restrictions on transfer set forth in the Original Notes and in the indentures governing the Original Notes. In general, the Original Notes may not be offered or sold except in a transaction registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the Original Notes under the Securities Act.

**You should consider carefully the *risk factors* beginning on page 11 of this prospectus before participating in the exchange offer.**

Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Original Notes where such Original Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, starting on the expiration date of the exchange offer and ending on the close of business one year after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any person to provide you with any information or represent anything about us or the exchange offer that is not contained or incorporated by reference in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us. We are offering to exchange the Original Notes for the Exchange Notes only in places where the exchange offer is permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.**

The date of this prospectus is \_\_\_\_\_, 2017.

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We are incorporating by reference into this document important business and financial information that is not included in or delivered with this document. This information is available without charge to you upon written or oral request. Requests should be directed to AMC Entertainment Holdings, Inc., 11500 Ash Street, Leawood, Kansas 66211, telephone 913-213-2000. In order to obtain timely delivery, requests must be made no later than five business days before the expiration date. See "Where You Can Find Additional Information" for further information.

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**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We and the guarantors have filed with the Securities and Exchange Commission, or the SEC, a registration statement on Form S-4 under the Securities Act with respect to the Exchange Notes being offered hereby. This prospectus, which forms a part of the registration statement, does not contain all of the information set forth in the registration statement. For further information with respect to us, the guarantors or the Exchange Notes, we refer you to the registration statement. We file reports and other information with the SEC. The registration statement, such reports and other information can be inspected and copied at the Public Reference Room of the SEC located at 100 F Street, N.E., Washington D.C. 20549. Copies of such materials, including copies of all or any portion of the registration statement, can be obtained from the Public Reference Room of the SEC at prescribed rates. You can call the SEC at 1-800-SEC-0330 to obtain information about the Public Reference Room. Such materials may also be accessed electronically by means of the SEC's home page on the Internet (<http://www.sec.gov>). In addition, you may obtain these materials free of charge on the Company's website (<http://www.amctheatres.com>). The contents of our website have not been, and shall not be deemed to be incorporated by reference into this prospectus.

Under the terms of the indentures relating to the notes, we have agreed that, whether or not we are required to do so by the rules and regulations of the SEC, for so long as any of the notes remain outstanding, we will furnish to the trustee and holders of the notes the information specified therein in the manner specified therein. See "Description of Exchange Notes."

**INCORPORATION BY REFERENCE**

We are "incorporating by reference" into this prospectus certain information that we and Carmike have filed with the SEC, which means that we are disclosing important information to you by referring you to that document. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained directly in this prospectus, or any subsequently filed document deemed incorporated by reference.

This prospectus incorporates by reference the following (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), unless otherwise expressly identified in such filings as being incorporated by reference into this prospectus):

our Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 Form 10-K"), filed with the SEC on March 10, 2017;

the portions of our Proxy Statement on Schedule 14A, filed with the SEC on March 17, 2017, that are incorporated by reference into Part III of our 2016 Form 10-K;

our Current Reports on Form 8-K filed with the SEC on October 24, 2016 (the first filing on such date), November 30, 2016 (the second filing on such date), March 10, 2017, March 13, 2017 (the "March 13 8-K"), March 17, 2017 and March 28, 2017;

All documents filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, on or subsequent to the date of this prospectus (except that, unless otherwise indicated in the applicable report, we are not incorporating any information furnished under Item 2.02 or Item 7.01 of Form 8-K) are to be incorporated herein by reference until completion of the exchange offer or for so long as we are obligated to make this prospectus available to a broker-dealer during the one year following expiration of the exchange offer. Any statement contained in a document or report incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any subsequently filed document or report that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except



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as so modified or superseded, to constitute a part of this prospectus. Statements contained in this prospectus as to the contents of any contract or other document referred to in this prospectus do not purport to be complete, and, where reference is made to the particular provisions of such contract or other document, such provisions are qualified in all respects by reference to all of the provisions of such contract or other document.

We will provide, upon your oral or written request, a copy of any or all of the information that has been incorporated by reference into this prospectus but not delivered with this prospectus. You may request a copy of these filings at no cost by writing or telephoning us at the following address:

AMC Entertainment Holdings, Inc.  
One AMC Way  
11500 Ash Street  
Leawood, KS 66211  
Tel: (913) 213-2000  
Attention: General Counsel

We also make available free of charge on our website at [www.amctheatres.com](http://www.amctheatres.com) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information contained on our website is not part of this prospectus.

## **FORWARD LOOKING STATEMENTS**

Certain statements made in this prospectus, the documents that are incorporated by reference in this prospectus and other written or oral statements made by or on behalf of AMC may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Statements that are not historical facts, including statements about AMC's beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words, "will," "intends," "believes," "expects," "anticipates," "plans," "estimates" or similar expressions. These statements are based on beliefs and assumptions of management, which in turn are based on currently available information. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond AMC's ability to control or predict. Important factors that could cause actual results to differ materially from those contained in any forward-looking statement include, but are not limited to:

risks relating to motion picture production and performance;

our lack of control over distributors of films;

intense competition in the geographic areas in which we operate;

increased use of alternative film delivery methods or other forms of entertainment;

shrinking exclusive theatrical release windows;

general and international economic, political, social and financial market conditions and other risks including the effects of the exit of the United Kingdom from the European Union;

risks and uncertainties relating to our significant indebtedness;

limitations on the availability of capital may prevent us from deploying strategic initiatives;

certain covenants in the agreements that govern our indebtedness may limit our ability to take advantage of certain business opportunities;

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our ability to achieve expected synergies benefits and performance from our recent strategic theatre acquisitions and strategic initiatives;

our ability to comply with, and the effects of, a settlement we entered into with the United States Department of Justice pursuant to which we agreed to divest theatres, transfer advertising rights of certain theatres and divest our holdings in National CineMedia, LLC ("NCM");

our ability to refinance our indebtedness on terms favorable to us;

optimizing our theatre circuit through construction and the transformation of our existing theatres may be subject to delay and unanticipated costs;

failures, unavailability or security breaches of our information systems;

risks relating to impairment losses and theatre and other closure charges;

our ability to utilize net operating loss carryforwards to reduce our future tax liability;

review by antitrust authorities in connection with acquisition opportunities;

our investment and equity in earnings from NCM may be negatively impacted by the competitive environment in which NCM operates and by the risks associated with its strategic initiatives;

risks relating to unexpected costs or unknown liabilities relating to Completed Acquisitions;

risks relating to the incurrence of legal liability;

dependence on key personnel for current and future performance and our ability to attract and retain senior executives and other key personnel, including in connection with our recently completed and any future acquisitions;

risks of poor financial results may prevent us from deploying strategic initiatives;

operating a business in markets AMC is unfamiliar with, including acceptance by movie-goers of AMC initiatives that are new to those markets; and

increased costs in order to comply with governmental regulation and the impact of governmental investigations concerning potentially anticompetitive conduct including film clearances and partnering with other major exhibitors in joint ventures.

Consider these factors carefully in evaluating the forward-looking statements. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in this prospectus under "Risk Factors" and in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2016 Form 10-K and in subsequent reports filed by us with the SEC, including Forms 8-K. Because of the foregoing, you are cautioned against relying on forward-looking statements, which speak only as of the

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date hereof. We do not undertake to update any of these statements in light of new information or future events, except as required by applicable law.

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**SUMMARY**

*The following summary highlights information appearing elsewhere in, or incorporated by reference into, this prospectus. This summary is not complete and does not contain all of the information that you should consider before participating in the exchange offer. You should carefully read the entire prospectus, including the section entitled "Risk Factors", along with the financial data and related notes and the other documents that we incorporate by reference in this prospectus. Unless we state otherwise, or the context otherwise provides, references to "we," "us," "our," the "Company" or "AMC" refer to AMC Entertainment Holdings, Inc. and its consolidated subsidiaries, including from their respective date of acquisition Odeon and Carmike, but not including Nordic; references to "Carmike" are to Carmike Cinemas, Inc. and its consolidated subsidiaries; references to "Odeon" are to Odeon and UCI Cinemas Holdings Limited and its consolidated subsidiaries; and references to Nordic are to Nordic Cinema Group Holding AB and its consolidated subsidiaries.*

**Our Company**

We are the world's largest theatrical exhibition company and an industry leader in innovation and operational excellence. Over the course of our nearly 100 year history, we have pioneered many of the theatrical exhibition industry's most important innovations. We introduced Multiplex theatres in the 1960s and the North American stadium-seated Megaplex theatre format in the 1990s. Most recently, we revolutionized movie-going with the deployment of our theatre renovations featuring plush, powered recliner seating. Our growth has been driven by a combination of organic growth through reinvestment in our existing assets and through the acquisition of some of the most respected companies in the theatrical exhibition industry.

The combination of AMC, Odeon and Carmike makes us the largest theatre operator in the world with 906 theatres and 10,558 screens in eight countries as of December 31, 2016. We are the #1 theatre operator in the United States, the #1 theatre operator in the United Kingdom, Ireland, Italy and Spain; the #2 theatre operator in Austria and Portugal; and the #4 theatre operator in Germany. We have operations in four of the world's ten largest economies, including four of the five largest European economies (the United Kingdom, Spain, Italy and Germany). Additionally the combined company is the largest global procurer in theatrical exhibition of film, food and beverage items, lighting and theatre supplies.

As of December 31, 2016, we owned, operated or held interests in 660 theatres with a total of 8,293 screens in the United States and 246 theatres and 2,265 screens in European markets. With operations in 44 states, approximately 52% of the U.S. population lives within 10 miles of one of our theatres. We have a diversified footprint with complementary global geographic and guest demographic profiles, which we believe gives our circuit a unique profile and offers strategic and operational advantages. We operate productive theaters in the top markets in the United States and have #1 or #2 market share in the top three markets: New York, Los Angeles and Chicago. Our top five markets, in each of which we hold the #1 or #2 share position, are New York (45% share), Los Angeles (26%), Chicago (42%), Philadelphia (29%) and Dallas (30%). Strategically, these markets and our theatres in them are diverse, operationally complex and, in many cases, the scarcity of new theatre opportunities creates a significant competitive advantage for established locations against newcomers or alternative entertainment options.

On March 28, 2017, we acquired Nordic pursuant to a Sale and Purchase Agreement (the "Purchase Agreement") with European Cinemas S.à.r.l., Bonnier Holding AB and certain Management Sellers as defined in the Purchase Agreement (collectively "Sellers").

Pursuant to the terms and subject to the conditions set forth in the Purchase Agreement, we acquired the shares of Nordic from the Sellers for a purchase price of SEK 5,756 million (\$651.9 million), which includes payment of interest on the equity value and repayment of shareholder

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loans. In addition, we repaid indebtedness of Nordic of approximately SEK 1,274 million (USD \$144.3 million) and indebtedness of approximately EUR €156 million (USD \$168.2 million) as of March 28, 2017. The above amounts have been converted into US Dollar amounts assuming an SEK/USD exchange rate of .11326 and an EUR/USD exchange rate of 1.0783, which were the exchange rates on March 23, 2017.

We are a Delaware corporation. Our principal executive offices are located at One AMC Way, 11500 Ash Street, Leawood, Kansas 66211. The telephone number of our principal executive offices is (913) 213-2000. We maintain a website at [www.amctheatres.com](http://www.amctheatres.com), on which we post our key corporate governance documents, including our board committee charters and our code of ethics. We do not incorporate the information on our website into this prospectus and you should not consider any information on, or that can be accessed through, our website as part of this prospectus.

### **Ratio of Earnings to Fixed Charges**

The following table sets forth information regarding our ratio of earnings to fixed charges for each of the periods shown. The ratio of earnings to fixed charges represents the number of times fixed charges are covered by earnings.

	<b>Years Ended</b>					
	<b>December 31, 2016</b>	<b>December 31, 2015</b>	<b>December 31, 2014</b>	<b>December 31, 2013</b>	<b>From Inception August 31, 2012 through December 31, 2012</b>	<b>January 1, 2012 through August 30, 2012</b>
	<b>(Successor)</b>	<b>(Successor)</b>	<b>(Successor)</b>	<b>(Successor)</b>	<b>(Successor)</b>	<b>(Predecessor)</b>
<b>Ratio of Earnings to Fixed Charges(1)</b>	1.5x	1.6x	1.4x	1.3x		1.5x

- (1) Earnings were insufficient to cover fixed charges by \$25,776,000 for the period from inception August 31, 2012 through December 31, 2012 (Successor 2012).

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**The Exchange Offer**

*On November 8, 2016, we completed a private offering of the Original Sterling Notes and Original 5.875% Dollar Notes ("the 2016 private offering"). Concurrently with the 2016 private offering, we entered into a registration rights agreement (the "2016 Registration Rights Agreement") with Citigroup Global Markets Inc. as representative for several initial purchasers. On March 17, 2017, we completed a private offering of the Original 6.125% Dollar Notes and an add-on offering to the Original Sterling Notes ("the 2017 private offering" and together with the 2016 private offering, the "private offerings"). Concurrently with the 2017 private offering, we entered into a registration rights agreement (the "2017 Registration Rights Agreement" and together with the 2016 Registration Rights Agreement, the "Registration Rights Agreements") with Citigroup Global Markets Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated as representatives for several initial purchasers. Pursuant to the Registration Rights Agreements, we agreed, among other things, to file the registration statement of which this prospectus is a part. The following is a summary of the exchange offer. For more information please see "The Exchange Offer." The "Description of Exchange Notes" section of this prospectus contains a more detailed description of the terms and conditions of the Exchange Notes.*

General

The form and terms of the Exchange Notes of each series are the same as the form and terms of the applicable series of Original Notes except that:

the issuance and sale of the Exchange Notes have been registered pursuant to an effective registration statement under the Securities Act; and

the holders of the Exchange Notes will not be entitled to certain registration rights or the additional interest provisions of the Registration Rights Agreements, which permits an increase in the interest rate on the Original Notes in some circumstances relating to the timing of the exchange offer. See "The Exchange Offer."

The Exchange Offer

We are offering to exchange (i) £500,000,000 aggregate principal amount of New Sterling Notes that have been registered under the Securities Act for all of our outstanding Original Sterling Notes, (ii) \$595,000,000 aggregate principal amount of New 5.875% Dollar Notes that have been registered under the Securities Act for all of our outstanding Original 5.875% Dollar Notes, and (iii) \$475,000,000 aggregate principal amount of New 6.125% Dollar Notes that have been registered under the Securities Act for all of our outstanding Original 6.125% Dollar Notes,

The exchange offer will remain in effect for a limited time. We will accept any and all Original Notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on \_\_\_\_\_, 2017. Holders may tender some or all of their Original Notes pursuant to the exchange offer. However, the Original Sterling Notes may be tendered only in a denomination equal to £100,000 and any integral multiples of £1,000 in excess thereof and the Original Dollar Notes may be tendered only in a denomination equal to \$2,000 and any integral multiples of \$1,000 in excess thereof.

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Resale

Based upon interpretations by the staff of the SEC set forth in no-action letters issued to unrelated third-parties, we believe that the Exchange Notes may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, unless you:

are an "affiliate" of ours within the meaning of Rule 405 under the Securities Act;

are a broker-dealer that purchased the notes directly from us for resale under Rule 144A, Regulation S or any other available exemption under the Securities Act;

acquired the Exchange Notes other than in the ordinary course of your business;

have an arrangement with any person to engage in the distribution of the Exchange Notes; or

are prohibited by law or policy of the SEC from participating in the exchange offer.

However, we have not obtained a no-action letter, and there can be no assurance that the SEC will make a similar determination with respect to the exchange offer. Furthermore, in order to participate in the exchange offer with respect to the Original Dollar Notes, you must make the representations set forth in the letter of transmittal that we are sending you with this prospectus.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2017, unless we decide to extend it. We do not currently intend to extend the expiration date, although we reserve the right to do so.

Conditions to the Exchange Offer

The exchange offer is subject to certain customary conditions, some of which may be waived by us. See "The Exchange Offer Conditions to the Exchange Offer."

Procedures for Tendering Original Notes

Otherwise than in respect of the Original Sterling Notes held in Euroclear Bank SA/NV ("Euroclear") or Clearstream Banking société anonyme ("Clearstream"), to participate in the exchange offer, you must properly complete and duly execute a letter of transmittal, which accompanies this prospectus, and transmit it, along with all other documents required by such letter of transmittal, to the exchange agent on or before the expiration date at the address provided on the cover page of the letter of transmittal.

In the alternative, you can tender your Original Dollar Notes by following the automatic tender offer program, or ATOP, procedures established by The Depository Trust Company ("DTC"), for tendering notes held in book-entry form, as described in this prospectus, whereby you will agree to be bound by the letter of transmittal and we may enforce the letter of transmittal against you.



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	<p>You can tender your Original Sterling Notes by causing a valid instruction in the form specified in the relevant European Clearing System Notice (as defined herein) for submission by Direct Participants (as defined herein) to be received by the exchange agent. If a holder of Original Notes desires to tender such notes and the holder's Original Notes are not immediately available, or time will not permit the holder's Original Notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected pursuant to the guaranteed delivery procedures described in this prospectus.</p> <p>For more details, please read "The Exchange Offer Procedures for Tendering Original Sterling Notes," "The Exchange Offer Procedures for Tendering Original Dollar Notes" and "The Exchange Offer Book-Entry Transfer."</p>
Special Procedures for Beneficial Owners	<p>If you are a beneficial owner of Original Notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those Original Notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those Original Notes on your behalf. With respect to the Original Dollar Notes, if you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your Original Dollar Notes, either make appropriate arrangements to register ownership of the Original Dollar Notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.</p>
Withdrawal Rights	<p>You may withdraw your tender of Original Notes at any time prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer. Please read "The Exchange Offer Withdrawal of Tenders."</p>
Acceptance of Original Notes and Delivery of Exchange Notes	<p>Subject to customary conditions, we will accept Original Notes that are properly tendered in the exchange offer and not withdrawn prior to the expiration date. The Exchange Notes will be delivered promptly following the expiration date.</p>

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Consequences of Failure to Exchange Original Notes	If you do not exchange your Original Notes in the exchange offer, you will no longer be able to require us to register the Original Notes under the Securities Act, except in the limited circumstances provided under the Registration Rights Agreements. In addition, you will not be able to resell, offer to resell or otherwise transfer the Original Notes unless we have registered the Original Notes under the Securities Act, or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.
Dissenters' Rights	Holders of Original Notes do not have any appraisal or dissenters' rights in connection with the exchange offer. We intend to conduct the exchange offer in accordance with the applicable requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules and regulations of the SEC.
Interest on the Exchange Notes and the Original Notes	The Exchange Notes will bear interest from the most recent interest payment date on which interest has been paid on the Original Notes. Holders whose Original Notes are accepted for exchange will be deemed to have waived the right to receive interest accrued on the Original Notes.
Broker-Dealers	Each broker-dealer that receives Exchange Notes for its own account in exchange for Original Notes, where such Original Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. See "Plan of Distribution."
Material U.S. Federal Income Tax Consequences	The holder's receipt of Exchange Notes in exchange for Original Notes will not constitute a taxable event for U.S. federal income tax purposes. Please read "Material U.S. Federal Income Tax Considerations."
Exchange Agent	U.S. Bank National Association, the trustee under the indentures governing the notes, is serving as exchange agent in connection with the exchange offer.
Use of Proceeds	The issuance of the Exchange Notes will not provide us with any new proceeds. We are making the exchange offer solely to satisfy certain of our obligations under the Registration Rights Agreements. We will bear all expenses related to the exchange offer. Please read "The Exchange Offer Fees and Expenses."
Fees and Expenses	

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