

AMC Networks Inc.
Form 4
March 08, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gallagher James

(Last) (First) (Middle)

11 PENN PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMC Networks Inc. [AMCX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP and General Counsel

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

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)
AMC Networks Inc. Class A Common Stock	03/06/2017		M	3,173 A	\$ 0 ⁽¹⁾ 13,776	D	
AMC Networks Inc. Class A Common Stock	03/06/2017		F ⁽²⁾	1,298 D	\$ 60.28 12,478	D	
AMC Networks	03/07/2017		M	6,433 A	\$ 0 ⁽³⁾ 18,911	D	

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Inc. Class
A Common
Stock

AMC

Networks

Inc. Class 03/07/2017

F⁽⁴⁾

2,651

D

\$
59.45

16,260

D

A Common
Stock

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/06/2017		M	3,173	<u>(1)</u> 03/04/2019	AMC Networks Inc. Class A Common Stock 3,173
Restricted Stock Units	<u>(3)</u>	03/07/2017		M	6,433	03/07/2017 03/07/2017	AMC Networks Inc. Class A Common Stock 6,433

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Reporting Owners

Gallagher James
11 PENN PLAZA
NEW YORK, NY 10001

EVP and General Counsel

Signatures

/s/ Anne G. Kelly, Attorney-in-Fact for James
Gallagher

03/08/2017

__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) Each restricted stock unit ("RSU") was granted on March 4, 2016 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on March 6, 2017. The remaining two-thirds of the RSUs vest as follows: one-third on March 4, 2018 and one-third on March 4, 2019 subject to the achievement of certain performance measures.

(2) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above.

(3) Each restricted stock unit ("RSU") was granted on March 7, 2014 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 7, 2017.

(4) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 3 above.

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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