

RLJ ENTERTAINMENT, INC.

Form 4

June 20, 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

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(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)

11 PENN PLAZA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2017

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

NEW YORK, NY 10001

(City) (State) (Zip)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/20/2017		O(1)		1,667,000	A	\$ 3
					1,891,807	I	

By
Subsidiary
(2)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)
Common Stock Warrant (Right to Buy)	\$ 3 ⁽³⁾	06/20/2017		O ⁽¹⁾	1,667,000	10/14/2016 10/14/2021	Common Stock 1,66

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/ James G. Gallagher, Executive Vice President and General Counsel of AMC Networks Inc.

06/20/2017

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) AMC Networks Inc. ("AMC") owns warrants ("Warrants") to purchase from RLJ Entertainment, Inc. ("RLJE") shares of RLJE common stock, par value \$0.001 per share ("Common Stock") (a share of Common Stock issuable upon exercise of a Warrant, a "Warrant Share"). On June 20, 2017, AMC partially exercised its Class A Warrant by surrendering indebtedness outstanding under the Credit Agreement, dated October 14, 2016, between Digital Entertainment Holdings LLC ("DEH") and RLJE (as amended, the "Credit Agreement"), having a principal amount equal to the aggregate exercise price and was issued 1,667,000 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.

(2) AMC may be deemed to beneficially own the Warrants and all shares of Common Stock issued and issuable upon exercise of the Warrants indirectly through its wholly-owned subsidiaries. The Warrants are held directly by DEH, an indirect wholly-owned subsidiary of AMC. DEH 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.

(3) 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.

(4) 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 A Warrant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.