

AMC NETWORKS INC.

Reported by
CARROLL EDWARD A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/08/17 for the Period Ending 03/06/17

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|-------------|--|
| Address | 11 PENN PLAZA NEW YORK, NY 10001 |
| Telephone | (212) 324-8500 |
| CIK | 0001514991 |
| Symbol | AMCX |
| SIC Code | 4841 - Cable and Other Pay Television Services |
| Industry | Broadcasting |
| Sector | Consumer Cyclical |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person -* Carroll Edward A (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) Chief Operating Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/6/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|--|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| AMC Networks Inc. Class A Common Stock | 3/6/2017 | | M | | 8249 | A | \$0 (1) | 22565 | D | |
| AMC Networks Inc. Class A Common Stock | 3/6/2017 | | F (2) | | 3049 | D | \$60.28 | 19516 | D | |
| AMC Networks Inc. Class A Common Stock | 3/7/2017 | | M | | 21444 | A | \$0 (3) | 40960 | D | |
| AMC Networks Inc. Class A Common Stock | 3/7/2017 | | F (4) | | 9823 | D | \$59.45 | 31137 | D | |
| AMC Networks Inc. Class A Common Stock | | | | | | | | 1337 | I | By 401(k) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 3/6/2017 | | M | | 8249 | | (1) | 3/4/2019 | AMC Networks Inc. Class A Common Stock | 8249 | (1) | 16500 | D | |
| Restricted Stock Units | (3) | 3/7/2017 | | M | | 21444 | | 3/7/2017 | 3/7/2017 | AMC Networks Inc. Class A Common Stock | 21444 | (3) | 0 | D | |

Explanation of Responses:

- (Each restricted stock unit ("RSU") was granted under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to
- 1) 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.
- (Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1
- 2) above.
- (Each restricted stock unit ("RSU") was granted on March 7, 2014 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and
- 3) represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 7, 2017.
- (Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 3
- 4) above.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carroll Edward A 11 PENN PLAZA NEW YORK, NY 10001 | | | Chief Operating Officer | |

Signatures

/s/ Anne G. Kelly, Attorney-in-fact for Edward A. Carroll

**Signature of Reporting Person

3/8/2017

Date

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

* 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).

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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