

# **AMC NETWORKS INC.**

Reported by  
**SAPAN JOSHUA W**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

|             |  |
|-------------|--|
| Address     | 11 PENN PLAZA<br>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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |  |
| <b>Sapan Joshua W</b>                     |         |          | <b>AMC Networks Inc. [ AMCX ]</b>                 |  |  | <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>President and CEO</b> |  |  |
| (Last)                                    | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>11 PENN PLAZA</b>                      |         |          | <b>3/6/2017</b>                                   |  |  |   |  |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <b>NEW YORK, NY 10001</b>                 |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)                      |         |          |   |  |  |   |  |  |

**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                         |   | 26398   | A          | \$0 (1) | 171537  | D  |   |
| AMC Networks Inc. Class A Common Stock | 3/6/2017       |                                   | F (2)                     |   | 14735   | D          | \$60.28 | 156802  | D  |   |
| AMC Networks Inc. Class A Common Stock | 3/7/2017       |                                   | M                         |   | 74339   | A          | \$0 (3) | 231141  | D  |   |
| AMC Networks Inc. Class A Common Stock | 3/7/2017       |                                   | F (4)                     |   | 41496   | D          | \$59.45 | 189645  | D  |   |

**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                         |   | 26398  |     | (1)                                     | 3/4/2019        | AMC Networks Inc. Class A Common Stock  | 26398                      | (1)  | 52798  | D  |  |
| Restricted Stock Units                   | (3)  | 3/7/2017       |                                   | M                         |   | 74339  |     | 3/7/2017                                | 3/7/2017        | AMC Networks Inc. Class A Common Stock  | 74339                      | (3)  | 0  | D  |  |

**Explanation of Responses:**

- ( Each restricted stock unit ("RSU") was granted on March 4, 2016 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and 1) 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.
- ( 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 |
| <b>Sapan Joshua W<br/>11 PENN PLAZA<br/>NEW YORK, NY 10001</b> |               |           | <b>President and CEO</b> |       |

**Signatures**

/s/ Anne G. Kelly, Attorney-in-fact for Joshua W. Sapan

3/8/2017

—\*\*Signature of Reporting Person

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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