

# **AMC NETWORKS INC.**

Reported by  
**SULLIVAN SEAN S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

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CIK	0001514991
Symbol	AMCX
Fiscal Year	12/31

# FORM 4

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

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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Sullivan Sean S</b>			<b>AMC Networks Inc. [ AMCX ]</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP and CFO</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>			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					
<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		6092	A	\$0 (1)	22386	D	
AMC Networks Inc. Class A Common Stock	3/6/2017		F (2)		2247	D	\$60.28	20139	D	
AMC Networks Inc. Class A Common Stock	3/7/2017		M		11437	A	\$0 (3)	31576	D	
AMC Networks Inc. Class A Common Stock	3/7/2017		F (4)		4344	D	\$59.45	27232	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		6092		(1)	3/4/2019	AMC Networks Inc. Class A Common Stock	6092	(1)	12184	D	
Restricted Stock Units	(3)	3/7/2017		M		11437		3/7/2017	3/7/2017	AMC Networks Inc. Class A Common Stock	11437	(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>Sullivan Sean S 11 PENN PLAZA NEW YORK, NY 10001</b>			<b>EVP and CFO</b>	

**Signatures**

/s/ Anne G. Kelly, Attorney-in-fact for Sean S. Sullivan

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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