

# AMC NETWORKS INC.

Reported by  
**CARROLL EDWARD A**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/12/18 for the Period Ending 03/09/18

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**

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[ ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>Carroll Edward A</b> (Last) (First) (Middle)  <b>11 PENN PLAZA</b> (Street)  <b>NEW YORK, NY 10001</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AMC Networks Inc. [ AMCX ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Operating Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/9/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	3/9/2018		M		9748	A	\$0 (1)	59341	D	
AMC Networks Inc. Class A Common Stock	3/9/2018		F (2)		4773	D	\$52.86	54568	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	(3)	3/9/2018		A		32536		(4)	3/9/2021	AMC Networks Inc. Class A Common Stock	32536	\$0	32536	D	
Restricted Stock Units	(1)	3/9/2018		M		9748		(1)	3/9/2020	AMC Networks Inc. Class A Common Stock	9748	(1)	19497	D	

**Explanation of Responses:**

- (1) Each restricted stock unit ("RSU") was granted on March 9, 2017 under the AMC Networks Inc. 2016 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 9, 2018. The remaining two-thirds of the RSUs vest as follows: one-third on March 9, 2019 and one-third on March 9, 2020 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 is granted under the AMC Networks Inc. 2016 Employee Stock Plan and represents a right to receive one share of Class A Common stock or the cash equivalent thereof.
- (4) The RSUs are scheduled to vest in three equal installments on March 9, 2019, March 9, 2020 and March 9, 2021, subject to the achievement of certain performance measures.

**Reporting Owners**

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

**Signatures**

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

3/12/2018

\*\*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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