

AMC NETWORKS INC.

Reported by
DOLAN CHARLES F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/13/18 for the Period Ending 03/09/18

| | |
|-------------|--------------------------------------|
| Address | 11 PENN PLAZA NEW YORK, NY, 10001 |
| Telephone | (212) 324-8500 |
| CIK | 0001514991 |
| Symbol | AMCX |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * DOLAN CHARLES F (Last) (First) (Middle) C/O DOLAN FAMILY OFFICE, 340 CROSSWAYS PARK DRIVE (Street) WOODBURY, NY 11797 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol AMC Networks Inc. [AMCX] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/9/2018</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Executive Chairman / Member of 13D Group 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | | | |
| Class A Common Stock | 3/9/2018 | | M | | 3440 | A | \$0.00 (1) | 58199 | D (2)(3) | |
| Class A Common Stock | 3/9/2018 | | F (4) | | 1168 | D | \$52.86 | 57031 | D (2)(3) | |
| Class A Common Stock | | | | | | | | 52243 | I (3)(5) | By CFD Revocable Trust |

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) | 3/9/2018 | | A | | 11484 | | (6) | 3/9/2021 | Class A Common Stock | 11484 | \$0.00 | 11484 | D (2)(3) | |
| Restricted Stock Units | (1) | 3/9/2018 | | M | | 3440 | | (7) | 3/9/2020 | Class A Common Stock | 3440 | (1) | 6882 | D (2)(3) | |

Explanation of Responses:

- (1) 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.
- (2) Securities held directly by Mr. Dolan and indirectly by his spouse, Mrs. Helen A. Dolan.
- (3) Helen A. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that she is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Securities withheld to pay withholding taxes on vested restricted stock units exempt under Rule 16b-3.
- (5) Charles F. Dolan is a co-trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.
- (6) 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.
- (7) One-third of the RSUs vested and were settled on March 9, 2018. The remaining two-thirds of the RSUs vest on March 9, 2019 and March 9, 2020 subject to the achievement of certain performance measures.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOLAN CHARLES F | | | | |

| | | | | |
|--|---|---|--------------------|---------------------|
| C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | X | X | Executive Chairman | Member of 13D Group |
| DOLAN HELEN A C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | | X | | Member of 13D Group |

Signatures

/s/ Dennis H. Javer, Attorney-in-fact for Charles F. Dolan

3/13/2018

—Signature of Reporting Person

Date

/s/ Dennis H. Javer, Attorney-in-Fact for Helen A. Dolan

3/13/2018

—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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