

AMC Networks Inc.  
Form 4  
March 08, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 (D) Price		
AMC Networks Inc. Class A Common Stock	03/06/2017		M		8,249 A \$ 0 <sup>(1)</sup>	22,565	D
AMC Networks Inc. Class A Common Stock	03/06/2017		F <sup>(2)</sup>		3,049 D \$ 60.28	19,516	D
AMC Networks	03/07/2017		M		21,444 A \$ 0 <sup>(3)</sup>	40,960	D

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Inc. Class  
A Common  
Stock

AMC  
Networks

Inc. Class 03/07/2017

F<sup>(4)</sup>

9,823

D

\$  
59.45

31,137

D

A Common  
Stock

AMC  
Networks

Inc. Class

A Common  
Stock

1,337

I

By 401(k)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/06/2017		M	8,249	<u>(1)</u> 03/04/2019	AMC Networks Inc. Class A Common Stock 8,249
Restricted Stock Units	<u>(3)</u>	03/07/2017		M	21,444	03/07/2017 03/07/2017	AMC Networks Inc. Class A Common Stock 21,444

## 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

03/08/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Each restricted stock unit ("RSU") was granted under the AMC Networks Inc. 2011 Amended and Restated 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 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.

(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 ("RSU") was granted on March 7, 2014 under the AMC Networks Inc. 2011 Amended and Restated Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs vested on March 7, 2017.

(4) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 3 above.

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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