

Carroll Edward A
Form 4
March 12, 2018

FORM 4

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

OMB APPROVAL

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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, 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)
03/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
AMC Networks Inc. Class A Common Stock	03/09/2018		M	9,748	A \$ 0 ⁽¹⁾	59,341	D
AMC Networks Inc. Class A Common Stock	03/09/2018		F ⁽²⁾	4,773	D \$ 52.86	54,568	D
AMC Networks						1,337	I By 401(k)

Inc. Class
A Common
Stock

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

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(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	(3)	03/09/2018		A	32,536	(4) 03/09/2021	AMC Networks Inc. Class A Common Stock	32,536
Restricted Stock Units	(1)	03/09/2018		M	9,748	(1) 03/09/2020	AMC Networks Inc. Class A Common Stock	9,748

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

03/12/2018

**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).

- 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.
- (1) Represents RSUs of AMC Networks Inc. withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above.
 - (2) 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.
 - (3) 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.

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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