

AMC ENTERTAINMENT HOLDINGS, INC.
Form SC 13G
December 07, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934

AMC Entertainment Holdings, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

00165C104
(CUSIP Number)

November 30, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00165C104

NAMES OF REPORTING PERSONS

1
 Monterey Capital III S.à r.l.

CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP(SEE
 INSTRUCTIONS)

2
 (a)
 (b)
 SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
 ORGANIZATION

4
 Luxembourg

SOLE VOTING POWER

5
 0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

SHARED VOTING POWER

6
 4,536,466

SOLE DISPOSITIVE POWER

7
 0

SHARED DISPOSITIVE POWER

8
 4,536,466

AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

9
 4,536,466

CHECK IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE
 INSTRUCTIONS)

10

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

17.3%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

2

CUSIP No. 00165C104

NAMES OF REPORTING PERSONS

1
Terra Firma Holdings Limited

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP(SEE
INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4
Guernsey

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
4,536,466

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
4,536,466

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9
4,536,466

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

17.3%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

3

CUSIP No. 00165C104

1 NAMES OF REPORTING PERSONS

Guy Hands

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP(SEE
INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

United Kingdom

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

4,536,466

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

4,536,466

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,536,466

10 CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

17.3%

12

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

4

Item 1.

- Name of Issuer:
(a) AMC Entertainment Holdings, Inc.
Address of Issuer's Principal Executive Offices:
(b) One AMC Way, 11500 Ash Street, Leawood, KS 66211

Item 2.

Name of Persons Filing:

- (a) Monterey Capital III S.à r.l. ("MCIII")
Terra Firma Holdings Limited ("TFHL")
Guy Hands

Address of Principal Business Office or, if none, Residence:

For MCIII:

1-3 Boulevard de la Foire

L-1528 Luxembourg

(b)

For TFHL and Guy Hands:

Old Bank Chambers, La Grande Rue

St Martin's, Guernsey

GY4 6RT

Citizenship:

- (c) MCIII is organized under the laws of Luxembourg. TFHL is organized under the laws of Guernsey. Guy Hands is a citizen of the United Kingdom.

Title of Class of Securities:

- (d) Class A Common Stock (the "Common Shares")

(e) CUSIP Number:

00165C104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Amount beneficially owned:

This Schedule 13G is filed on behalf of each of the following persons: Monterey Capital III S.à r.l., a private limited company (société à responsabilité limitée) incorporated in the Grand Duchy of Luxembourg (“MCIII”), Terra Firma Holdings Limited, a private limited company organized under the laws of Guernsey (“TFHL”), and Mr. Guy Hands, a citizen of the United Kingdom (“Mr. Hands”).

Mr. Hands may be deemed to control MCIII through TFCP Capital Investments Limited, as nominee, which holds 100% of the equity of TFHL, which holds 100% of the equity of TFCP Holdings Limited, which holds 100% of the equity of Terra Firma Investments (GP) 2 Limited, which is (a) the general partner of Terra Firma Capital Partners II, L.P.-A, Terra Firma Capital Partners II, L.P.-B, Terra Firma Capital Partners II, L.P.-C, Terra Firma Capital Partners II, L.P.-D, Terra Firma Capital Partners II, L.P.-E, Terra Firma Capital Partners II, L.P.-F, TFCP II Co-investment 2 LP, TFCP II Co-investment 2A LP, Terra Firma Capital Partners II, L.P.-H and Performance Direct Investments 1 LP, which collectively hold 100% of the equity of MCIII. MCIII beneficially owns and directly holds, and TFHL and Guy Hands beneficially own and indirectly hold, 4,536,466 Common Shares. Consequently, Mr. Hands, TFHL and MCIII may be deemed to have shared voting and dispositive power with respect to the Common Shares reported herein.

Percent of class:

17.3% (based on an aggregate of 26,149,998 shares of Class A Common Stock outstanding as of November 30, 2016, composed of 21,613,532 shares of Class A Common Stock outstanding as of October 24, 2016, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on November 9, 2016, and 4,536,466 shares of Class A (b) Common Stock issued pursuant to the Share Purchase Agreement, dated as of July 12, 2016 (the “Share Purchase Agreement”), by and among the Issuer, AMC (UK) Acquisition Limited, Monterey Capital III S.À R.L, Odeon and UCI Cinemas Holdings Limited (“Odeon”) , Odeon and UCI Cinemas Group Limited and certain Management Shareholders (as defined therein))

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
0

- (ii) Shared power to vote or to direct the vote
4,536,466 (See Item 4(a))
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
4,536,466 (See Item 4(a))

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Item 4(a).

Item 8. Identification and Classification of Members of the Group.

See Item 4(a).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Exhibits

1: Joint Filing Agreement

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2016

MONTEREY CAPITAL III
S.À R.L.

By: /s/ Gérard Maîtrejean
Name: Gérard Maîtrejean
Title: Director

TERRA FIRMA HOLDINGS
LIMITED

By: /s/ Glen Broadhurst
Name: Glen Broadhurst
Title: Director

GUY HANDS

/s/ Guy Hands
