

RLJ ENTERTAINMENT, INC.

Form 3

October 18, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â AMC Networks Inc.

(Last) (First) (Middle)

11 PENN PLAZA

(Street)

NEW YORK,Â NYÂ 10001

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/14/2016

3. Issuer Name and Ticker or Trading Symbol

RLJ ENTERTAINMENT, INC. [RLJE]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Common Stock Warrant (Right to Buy) (1)	10/14/2016	10/14/2021	Common Stock	5,000,000 (2)	\$ 3 (3)	I	By Subsidiary
Common Stock Warrant (Right to Buy) (1)	10/14/2016	10/14/2022	Common Stock	10,000,000 (2)	\$ 3 (3)	I	By Subsidiary
Common Stock Warrant (Right to Buy) (1)	10/14/2016	10/14/2023	Common Stock	5,000,000 (2) (4)	\$ 3 (3)	I	By Subsidiary

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMC Networks Inc. 11 PENN PLAZA NEW YORK, NY 10001	Â	Â X	Â	Â

Signatures

/s/ Anne Kelly, Senior Vice President, Corporate & Securities and Secretary of AMC Networks Inc.

10/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) AMC Networks Inc. ("AMC") may be deemed to beneficially own the warrants (the "Warrants") to purchase from RLJ Entertainment, Inc. ("RLJE") shares of common stock, par value \$0.001 per share, of RLJE ("Common Stock"), and all shares of Common Stock that are issuable upon exercise of the Warrants ("Warrant Shares"), indirectly through its wholly-owned subsidiaries. The Warrants are held directly by Digital Entertainment Holdings LLC ("DEH"), an indirect wholly-owned subsidiary of AMC. DEH is a direct wholly-owned subsidiary of IFC Entertainment Holdings LLC. IFC Entertainment Holdings LLC is a direct wholly-owned subsidiary of Rainbow Programming Holdings LLC. Rainbow Programming Holdings LLC is a direct wholly-owned subsidiary of Rainbow Media Enterprises, Inc. Rainbow Media Enterprises, Inc. is a direct wholly-owned subsidiary of Rainbow Media Holdings, LLC. Rainbow Media Holdings, LLC is a direct wholly-owned subsidiary of AMC.

(2) The number of Warrant Shares is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Warrant.

(3) The exercise price per Warrant Share is subject to adjustment from time to time in order to prevent dilution of the purchase rights granted under the Warrant.

The Warrant expiring on October 14, 2023 provides that the number of Warrant Shares subject to the Warrant shall be increased to the extent necessary to ensure that upon the full exercise of the Warrant, DEH will hold at least 50.1% of the outstanding equity securities of

(4) RLJE on a fully diluted basis (less the number of shares previously issued to DEH (i) upon the exercise of the Warrants expiring on October 14, 2021 and October 14, 2022 and (ii) as interest payments pursuant to a Credit Agreement, dated October 14, 2016, between DEH and RLJE (the "Credit Agreement").

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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