

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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).

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* <u>AMC Networks Inc.</u>			2. Issuer Name and Ticker or Trading Symbol <u>RLJ ENTERTAINMENT, INC. [ RLJE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
11 PENN PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>NEW YORK</u>	<u>NY</u>	<u>10001</u>					
(City)	(State)	(Zip)						

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	(A) or (D)	Price			
Common Stock	10/30/2018		x <sup>(1)</sup>		6,637,429	A	\$3	18,429,329	I	By Subsidiary <sup>(5)(6)</sup>
Common Stock	10/30/2018		x <sup>(2)</sup>		5,000,000	A	\$3	23,429,329	I	By Subsidiary <sup>(5)(6)</sup>
Common Stock	10/31/2018		j <sup>(3)</sup>		6,794,465	A	\$6.25 <sup>(4)</sup>	30,223,794	I	By Subsidiary <sup>(5)(6)</sup>
Common Stock	10/31/2018		j <sup>(7)</sup>		98,240	A	\$3	30,322,034	I	By Subsidiary <sup>(5)(6)</sup>

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 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: 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				
Class B Common Stock Warrant (Right to Buy)	\$3	10/30/2018		x <sup>(1)</sup>		6,637,429		10/14/2016	10/14/2022	Common Stock	6,637,429	\$3	0	I	By Subsidiary <sup>(5)(6)</sup>
Class C Common Stock Warrant (Right to Buy)	\$3	10/30/2018		x <sup>(2)</sup>		5,000,000		10/14/2016	10/14/2023	Common Stock	5,000,000	\$3	0	I	By Subsidiary <sup>(5)(6)</sup>
2015 Common Stock Warrant (Right to Buy)	\$3	10/31/2018		j <sup>(3)</sup>		1,500,000		05/20/2015	05/20/2020	Common Stock	1,500,000	\$3.25 <sup>(4)</sup>	2,247,945	I	By Subsidiary <sup>(5)(6)</sup>

Explanation of Responses:

- As reported previously, Digital Entertainment Holdings LLC ("DEH"), an indirect subsidiary of AMC Networks Inc. ("AMC"), owned warrants ("Warrants") to purchase from RLJ Entertainment, Inc. ("RLJE") shares of common stock, par value \$0.001 per share ("Common Stock") of RLJE (a share of Common Stock issuable upon exercise of a Warrant, a "Warrant Share"). On October 30, 2018, DEH fully exercised the remainder of its Class B Warrant by surrendering indebtedness outstanding under the Credit and Guaranty Agreement, by and among RLJE, certain subsidiaries of RLJE as Guarantors, and DEH, dated as of October 14, 2016, as amended (the "Credit Agreement"), having a principal amount equal to the aggregate exercise price for the Warrant and was issued 6,637,429 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.
- On October 30, 2018, DEH fully exercised its Class C Warrant by surrendering indebtedness outstanding under the Credit Agreement having a principal amount equal to the aggregate exercise price for the Warrant and was issued 5,000,000 shares of Common Stock at an exercise price of \$3.00 per Warrant Share.
- On October 31, 2018, immediately prior to the merger of River Merger Sub Inc., a Nevada corporation and wholly-owned subsidiary of DEH ("Merger Sub"), with and into RLJE, with RLJE surviving as a wholly-owned subsidiary of DEH (the "Merger"), pursuant to the terms of the Contribution Agreement, dated as of July 29, 2018, by and among Robert L. Johnson, The RLJ Companies, LLC, RLJ SPAC Acquisition LLC (together with Robert L. Johnson and The RLJ Companies, LLC, the "Johnson Entities"), DEH and AMC Digital Entertainment Holdings LLC (the "Contribution Agreement"), the Johnson Entities contributed to DEH all of the shares of Common Stock and warrants to purchase shares of Common Stock from RLJE with an exercise price of \$3.00 and an initial exercise date of May 20, 2015 (the "2015 Warrants", and each share of Common Stock issuable upon exercise of a 2015 Warrant, also a "Warrant Share") beneficially owned by the Johnson Entities in exchange for membership interests in DEH.
- The 2015 Warrant and shares of Common Stock held by the Johnson Entities were valued in accordance with the merger consideration paid to holders of Common Stock and 2015 Warrants pursuant to the Agreement and Plan of Merger, dated as of July 29, 2018 and as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of October 2, 2018, by and among AMC (solely for purposes of Section 10.7 thereof), DEH, Merger Sub, and RLJE (the "Merger Agreement").
- AMC may be deemed to beneficially own the shares of Common Stock, Warrants and 2015 Warrant indirectly through its wholly-owned subsidiaries. The Common Stock, Warrants and 2015 Warrant are held directly by DEH. Prior to the closing of the transactions contemplated by the Contribution Agreement, DEH was a direct wholly-owned subsidiary of AMC Digital Entertainment Holdings LLC. Following the closing of the transactions contemplated by the Contribution Agreement and upon the effective time of the Merger (the "Effective Time"), DEH became a majority-owned subsidiary of AMC Digital Entertainment Holdings LLC, with a minority interest held by RLJ SPAC Acquisition LLC. AMC Digital Entertainment Holdings LLC is a direct wholly-owned subsidiary of IFC Entertainment Holdings LLC.
- (Continued from footnote 5) 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.
- RLJE issued 98,240 shares of Common Stock to DEH as payment of interest due to DEH pursuant to the Credit Agreement for the period from October 1, 2018 through October 31, 2018.

Remarks:

On October 31, 2018, at the Effective Time, RLJE and Merger Sub consummated the Merger pursuant to the terms of the Merger Agreement. Upon the Effective Time, all securities of RLJE owned by DEH immediately prior to the Effective Time (including the Common Stock, the 2015 Warrants and shares of Series D-1 preferred stock, par value \$0.001 per share) ceased to be outstanding and were cancelled without any payment of consideration therefor. As a result of the Merger, the Common Stock ceased trading on the NASDAQ Capital Market and became eligible for termination of registration under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, RLJE will file with the Securities and Exchange Commission a Certification and Notice of Termination of Registration on Form 15 with respect to the Common Stock, requesting that the Common Stock be

deregistered under the Exchange Act and that the reporting obligations of the Company with respect to the Common Stock under Sections 13 and 15(d) of the Exchange Act be suspended. As a result, AMC has checked the box to indicate that it will no longer be subject to Section 16 reporting with respect to RLJE.

/s/ Sean S. Sullivan, Executive  
Vice President and Chief  
Financial Officer of AMC  
Networks Inc.

11/01/2018

\*\* 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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