

Registration No. 333-

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

FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933

AMC NETWORKS INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

27-5403694  
(I.R.S. employer  
identification no.)

11 Penn Plaza  
New York, New York 10001  
(Address of principal executive offices, including zip code)

AMC Networks Inc. 2011 Employee Stock Plan  
AMC Networks Inc. 2011 Stock Plan for Non-Employee Directors  
(Full title of each plan)

James G. Gallagher  
Executive Vice President and General Counsel  
11 Penn Plaza  
New York, New York 10001  
(Name and address of agent for service)

(212) 324-8500  
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel  
Schiff Hardin LLP  
233 South Wacker Drive  
66th Floor  
Chicago, Illinois 60606  
(312) 258-5670

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<del>AMC Networks Inc. Class A Common Stock, par value \$.01 per share</del>	<del>5,165,000(2)</del>	<del>\$35.48(1)</del>	<del>\$183,254,200(1)</del>	<del>\$21,275.81(1)</del>

~~(1) Estimated on the basis of \$35.48 per share, the average of the high and low sales prices of AMC Networks Inc. Class A Common Stock in the "when issued" trading market as reported on the~~

~~NASDAQ Stock Market on June 23, 2011 pursuant to Rule 457(e) and (h) of the Securities Act of 1933. Of the Common Stock to be registered, an aggregate of 5,000,000 shares are issuable under the 2011 Employee Stock Plan and 165,000 are issuable under the 2011 Stock Plan for Non-Employee Directors.~~

~~(2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of Common Stock.~~

## ~~PART II~~

### ~~INFORMATION REQUIRED IN THE REGISTRATION STATEMENT~~

#### ~~ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.~~

~~The following documents filed by the Registrant are incorporated herein by reference:~~

~~(a) The Registrant's Registration Statement on Form 10-12B (File No. 001-35106) filed on March 17, 2011, as amended, including the description of the Registrant's Common Stock contained therein, and any amendment or report filed for the purpose of updating such description.~~

~~(b) The Registrant's Current Report on Form 8-K filed on June 20, 2011.~~

~~All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein to be a part hereof from the date of filing of such documents.~~

#### ~~ITEM 4. DESCRIPTION OF SECURITIES.~~

~~Not applicable.~~

#### ~~ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.~~

~~Not applicable.~~

#### ~~ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.~~

~~Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify any current or former director, officer or employee or other individual against expenses, judgments, fines and amounts paid in settlement in connection with civil, criminal, administrative or investigative actions or proceedings, other than a derivative action by or in the right of the corporation, if the director, officer, employee or other individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the~~

~~corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's by-laws, disinterested director vote, stockholder vote, agreement or otherwise.~~

~~The Registrant's certificate of incorporation will provide that each person who was or is made or is threatened to be made a party to~~

~~any action or proceeding by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Registrant or is or was serving at the Registrant's request as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, will be indemnified and held harmless by the Registrant to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended. Such rights are not exclusive of any other right which any person may have or thereafter acquire under any statute, provision of the certificate of incorporation, by law, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's certificate of incorporation will also specifically authorize the Registrant to maintain insurance and to grant similar indemnification rights to its employees or agents.~~

~~A Distribution Agreement between the Registrant and Cablevision Systems Corporation provides for indemnification by the Registrant of Cablevision Systems Corporation and its directors, officers and employees and by Cablevision Systems Corporation of the Registrant and its directors, officers and employees for some liabilities, including liabilities under the Securities Act of 1933 and the Securities Exchange Act of 1934. The amount of these indemnity obligations is unlimited.~~

~~ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.~~

~~Not applicable.~~

~~ITEM 8. EXHIBITS.~~

~~The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.~~

~~ITEM 9. UNDERTAKINGS~~

~~The undersigned Registrant hereby undertakes:~~

~~(1) To file, during any period in which offers or sales are being made, a post effective amendment to this registration statement:~~

~~(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;~~

~~(ii) To reflect in the prospectus any facts or events~~

~~arising after the effective date of the registration statement (or the most recent post effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and~~

~~(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;~~

~~provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.~~

~~(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.~~

~~(3) To remove from registration by means of a post effective amendment any of the securities being registered which remain unsold at the termination of the offering.~~

~~The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of the Plan's annual report pursuant to~~

~~Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.~~

~~Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of~~

~~appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.~~

~~SIGNATURES~~

~~Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 29th day of June, 2011.~~

~~AMC NETWORKS INC.~~

~~By: /s/ Joshua W. Sapan~~

~~Joshua W. Sapan  
President and  
Chief Executive Officer~~

~~Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby authorizes James G. Gallagher to file one or more amendments, including Post Effective Amendments, to this Registration Statement, which Amendments may make such changes as any of them deems appropriate, and each person whose signature appears below, individually and in each capacity stated below, hereby appoints James G. Gallagher as Attorney in Fact to execute his or her name and on his or her behalf to file any such Amendments to this Registration Statement.~~

~~SIGNATURE TITLE DATE~~

~~/s/ Charles F. Dolan Executive Chairman and June 29, 2011  
Director~~

~~Charles F. Dolan~~

~~/s/ James L. Dolan Director June 29, 2011~~

~~James L. Dolan~~

~~7~~

~~/s/ Joshua W. Sapan President and Chief June 29, 2011  
Executive Officer (Principal  
Joshua W. Sapan Executive Officer)~~

~~/s/ Sean S. Sullivan Executive Vice President June 29, 2011  
and Chief Financial Officer  
Sean S. Sullivan (Principal Financial  
Officer)~~

~~/s/ John Giraldo Chief Accounting Officer June 29, 2011  
(Principal Accounting  
John Giraldo Officer)~~

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INDEX TO EXHIBITS

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EXHIBIT  
NUMBER EXHIBIT

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- ~~4.1 Registrant's Form of Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.2 to Registrant's Registration Statement on Form 10-12B/A (File No. 001-35106) filed on June 6, 2011)~~
- ~~4.2 Registrant's Form of Amended By Laws (incorporated herein by reference to Exhibit 3.4 to Registrant's Registration Statement on Form 10-12B/A (File No. 001-35106) filed on June 6, 2011)~~
- ~~4.3 AMC Networks Inc. 2011 Employee Stock Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form 10-12B/A (File No. 001-35106) filed on June 6, 2011)~~
- ~~4.4 AMC Networks Inc. 2011 Stock Plan for Non-Employee Directors (incorporated herein by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form 10-12B/A (File No. 001-35106) filed on June 6, 2011)~~
- ~~5 Opinion of James G. Gallagher~~
- ~~23.1 Consent of KPMG LLP~~
- ~~23.2 Consent of James G. Gallagher (contained in the Opinion filed as Exhibit 5)~~
- ~~24 Power of Attorney (set forth on the signature page)~~

June 29, 2011

Securities and Exchange Commission  
Judiciary Plaza  
Washington, DC 20549

Re: AMC NETWORKS INC. REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

I am Executive Vice President and General Counsel of AMC Networks Inc., a Delaware corporation (the "Corporation"), and, in such capacity, have acted as counsel to the Corporation in connection with the Corporation's filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the registration of 5,165,000 shares of the Corporation's Class A Common Stock, \$.01 par value per share (the "Stock") issuable pursuant to the Corporation's 2011 Employee Stock Plan and the 2011 Stock Plan for Non-Employee Directors (the "Plans").

In that capacity, I have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purpose of this opinion. Upon the basis of such examination, I advise you that in my opinion, when (i) the Registration Statement becomes effective under the Securities Act of 1933, (ii) the terms of the sale of the Shares have been duly established in conformity with the Corporation's Amended and Restated Certificate of Incorporation, and (iii) the Shares have been duly issued and sold as contemplated by the Registration Statement and in accordance with the Plans, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, which includes those statutory provisions and all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and I express no opinions with respect to the laws of any other jurisdiction. The opinion expressed in this opinion letter is as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and I assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to my attention after that date or any changes in law that may occur or become effective after that date.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

By /s/ James G. Gallagher

James G. Gallagher  
Executive Vice President  
and General Counsel

~~CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM~~

~~The Board of Directors and Stockholders  
AMC Networks Inc. and subsidiaries:~~

~~We consent to the incorporation by reference in the registration statement on Form S-8 of AMC Networks Inc. and subsidiaries ("AMC Networks") of our report dated June 8, 2011, with respect to the consolidated balance sheets of AMC Networks as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholder's equity (deficiency) and cash flows for each of the years in the three-year period ended December 31, 2010 and the related consolidated financial statement schedule included in AMC Networks' Form 10 filed with the Securities and Exchange Commission on Form 8-K on June 20, 2011.~~

~~/s/ KPMG LLP~~

~~New York, New York  
June 29, 2011~~