

---

---

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

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 11)\***

---

**RLJ Entertainment, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**74965F203**  
(CUSIP Number)

**Sean S. Sullivan**  
**Executive Vice President and Chief Financial Officer**  
**AMC Networks Inc.**  
**11 Pennsylvania Plaza**  
**New York, NY 10001**  
**(212) 324-8500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**October 1, 2018**  
(Date of Event Which Requires Filing of this Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

---

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

---

\* 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 disclosures provided in a prior cover page.

The information required on 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).

---

---

1	NAMES OF REPORTING PERSONS AMC Networks Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

- (1) This figure is based on 11,791,900 shares of common stock, par value \$0.001 per share (the “Common Stock”), of RLJ Entertainment, Inc., a Nevada corporation (the “Issuer”), held indirectly through Digital Entertainment Holdings LLC, a Delaware limited liability company (“DEH”), plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of Series D-1 preferred stock, par value \$0.001 per share (the “Preferred Stock”), of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of Class B and Class C warrants to purchase Common Stock with an initial exercise date of October 14, 2016 (the “Warrants”) held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the warrants to purchase Common Stock with an initial exercise date of May 20, 2015 (the “2015 Warrants”) held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a “group” under Rule 13d-5 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with Robert L. Johnson, The RLJ Companies, LLC and RLJ SPAC Acquisition, LLC (“RLJ SPAC”, and collectively with Robert L. Johnson and The RLJ Companies, LLC, the “Johnson Entities”) with respect to the Common Stock of the Issuer. As disclosed in Amendment No. 12 to the Statement of Beneficial Ownership on Schedule 13D with respect to the Issuer filed by the Johnson Entities with the Securities and Exchange Commission (the “Commission”) on July 30, 2018 (the “Johnson Schedule 13D”), the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.

- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on August 9, 2018 (the "Form 10-Q"), plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit and Guaranty Agreement, dated as of October 14, 2016 and as amended by the First Amendment dated as of January 30, 2017, the Second Amendment dated as of June 16, 2017, the Third Amendment effective as of May 31, 2018 and the Fourth Amendment dated as of August 9, 2018 (the "Credit Agreement"), (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

1	NAMES OF REPORTING PERSONS	
	Rainbow Media Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

1	NAMES OF REPORTING PERSONS	
	Rainbow Media Enterprises, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

1	NAMES OF REPORTING PERSONS	
	Rainbow Programming Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

1	NAMES OF REPORTING PERSONS	
	IFC Entertainment Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

1	NAMES OF REPORTING PERSONS AMC Digital Entertainment Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held indirectly through DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held indirectly through DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held indirectly through DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held indirectly through DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.



1	NAMES OF REPORTING PERSONS	
	Digital Entertainment Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO (See Item 3)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 27,070,967 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 27,070,967 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,070,967 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/> (2)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 71.2% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 11,791,900 shares of Common Stock held directly by DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of the Preferred Stock of the Issuer held directly by DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held directly by DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held directly by DEH.
- (2) Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.
- (3) This calculation is based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock as described in note 1, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants as described in note 1 and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants as described in note 1. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

---

**Item 1. Security and Issuer.**

This Amendment No. 11 (this "Amendment") amends and supplements the Statement of Beneficial Ownership on Schedule 13D originally filed by the Reporting Persons with the Commission on October 18, 2016, as further amended by Amendment No. 1 thereto, filed on June 20, 2017, Amendment No. 2 thereto, filed on June 30, 2017, Amendment No. 3 thereto, filed on October 3, 2017, Amendment No. 4 thereto, filed on January 3, 2018, Amendment No. 5 thereto, filed on January 8, 2018, Amendment No. 6 thereto, filed on February 26, 2018, Amendment No. 7 thereto, filed on April 2, 2018, Amendment No. 8 thereto, filed on July 2, 2018, Amendment No. 9 thereto, filed on July 30, 2018, and Amendment No. 10 thereto, filed on August 10, 2018 (collectively, the "Schedule 13D"), with respect to shares of common stock, par value \$0.001 per share (the "Common Stock"), of RLJ Entertainment, Inc., a Nevada corporation (the "Issuer"). The principal executive office of the Issuer is located at 8515 Georgia Avenue, Suite 650, Silver Spring, Maryland 20910. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D remain unchanged. Capitalized terms used but not defined herein have the meanings given to them in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

*Item 3 of the Schedule 13D is hereby amended to add the following information:*

On October 1, 2018, the Issuer issued 413,709 shares of Common Stock to DEH as payment of interest due to DEH on such date pursuant to the Credit Agreement.

On October 1, 2018, DEH fully exercised the remainder of its Class A Warrant that expires on October 14, 2021 and was issued 3,333,000 shares of Common Stock by surrendering indebtedness outstanding under the Credit Agreement having a principal amount equal to the aggregate exercise price for such shares of Common Stock of \$9,999,000. On October 1, 2018, DEH also partially exercised its Class B Warrant that expires on October 14, 2022 and was issued 3,362,571 shares of Common Stock by surrendering indebtedness outstanding under the Credit Agreement having a principal amount equal to the aggregate exercise price for such shares of Common Stock of \$10,087,713.

---

**Item 5. Interest in Securities of the Issuer.**

- (a) As of October 2, 2018, each of the Reporting Persons beneficially owns 11,791,900 shares of Common Stock of the Issuer held by DEH, plus (i) 2,893,693 shares of Common Stock of the Issuer issuable upon the conversion of all of the shares of Preferred Stock of the Issuer held by DEH, (ii) 11,637,429 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held by DEH and (iii) 747,945 shares of Common Stock of the Issuer issuable upon the exercise in full of the 2015 Warrants held by DEH, which represents in the aggregate 71.2% of the number of shares of Common Stock outstanding based on 15,614,607 shares of Common Stock of the Issuer outstanding as of August 2, 2018 as disclosed in the Form 10-Q, plus (i) the 413,709 shares of Common Stock issued on October 1, 2018 as payment of interest due to DEH pursuant to the Credit Agreement, (ii) the 6,695,571 shares of Common Stock issued on October 1, 2018 pursuant to the exercise of Warrants by DEH, (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock, (iv) the 11,637,429 shares of Common Stock issuable upon the exercise in full of the Warrants and (v) the 747,945 shares of Common Stock issuable upon the exercise in full of the 2015 Warrants. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. Pursuant to Rule 13d-3(d)(1)(i) of the Exchange Act, this calculation does not include shares of Common Stock not outstanding which are subject to options, warrants, rights or conversion privileges held by parties other than the Reporting Persons. As disclosed in the Form 10-Q and in information provided by the Issuer to the Reporting Persons, and accounting for the recent purchase by the Reporting Persons of 2015 Warrants and shares of Preferred Stock from third parties, third parties (including the Johnson Entities) hold 6,516.45 shares of Preferred Stock convertible into approximately 3.1 million shares of Common Stock and 2015 Warrants to purchase 2.35 million shares of Common Stock. Assuming the conversion of all Preferred Stock and the exercise of all 2015 Warrants held by third parties (including the Johnson Entities), the Common Stock underlying the Warrants held directly by DEH, if fully exercised, would represent in the aggregate no less than 50.1% of the Common Stock on a fully diluted basis.

To the Reporting Persons' knowledge, none of the Covered Persons directly owns any shares of Common Stock as of October 2, 2018; provided, however, that because of each Covered Person's status as a controlling stockholder, director or executive officer of a Reporting Person, a Covered Person may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by such Reporting Person. Each of the Covered Persons disclaims beneficial ownership of the shares of Common Stock reported herein pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended, and the filing of this Schedule 13D shall not be construed as an admission that any such Covered Person is the beneficial owner of any securities covered by this Schedule 13D.

Each of the Reporting Persons and Covered Persons may be deemed to be a member of a "group" under Rule 13d-5 of the Exchange Act with the Johnson Entities with respect to the Common Stock of the Issuer. As disclosed in the Johnson Schedule 13D, the Johnson Entities may be deemed to beneficially own 8,294,465 shares of Common Stock, including 6,794,465 outstanding shares of Common Stock and 2015 Warrants to purchase 1,500,000 shares of Common Stock at \$3.00 per share. Each Reporting Person and Covered Person disclaims beneficial ownership of the shares of Common Stock and other securities held by the Johnson Entities pursuant to Rule 13d-4 of the Exchange Act, and the filing of this Schedule 13D shall not be construed as an admission that any such Reporting Person or Covered Person is the beneficial owner of the Common Stock or other securities held by the Johnson Entities.

- 
- (b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Schedule 13D and (ii) Item 5(a) of this Item 5 are incorporated into this Item 5(b) by reference. Each of the Reporting Persons has shared power to vote, or direct the vote, and shared power to dispose, or to direct the disposition, with respect to the shares of Common Stock reported for such Reporting Person.
  - (c) Except for the transactions described in Item 3 and Item 4 of this Schedule 13D, which are incorporated into this Item 5(c) by reference, none of the Reporting Persons nor, to their knowledge, any of the Covered Persons, has effected any transactions in Common Stock of the Issuer during the past 60 days.
  - (d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock covered by this statement on Schedule 13D.
  - (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

*Item 6 of the Schedule 13D is hereby amended to add the following information:*

A copy of the Joint Filing Agreement among the Reporting Persons is attached as Exhibit 1 hereto.

On October 2, 2018, the Issuer, AMC Networks Inc., DEH and River Merger Sub Inc. entered into Amendment No. 1 (the "Merger Agreement Amendment") to the Agreement and Plan of Merger, dated as of July 29, 2018, by and among such parties (the "Merger Agreement"), to clarify the calculation for the Preferred Stock Consideration (as defined therein). Except as expressly set forth in the Merger Agreement Amendment, no other terms of the Merger Agreement were modified. A copy of the Merger Agreement Amendment is attached as Exhibit 2 hereto.

**Item 7. Material to be Filed as Exhibits.**

*Item 7 of the Schedule 13D is hereby amended to add the following exhibits:*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
1	Joint Filing Agreement, by and among the Reporting Persons, dated as of October 2, 2018.*
2	Amendment No.1, dated as of October 2, 2018, to the Agreement and Plan of Merger, dated as of July 29, 2018, by and among the Issuer, AMC Networks Inc., DEH and River Merger Sub Inc.

\* Filed herewith.

---

**SIGNATURES**

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: October 2, 2018

AMC NETWORKS INC.

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW MEDIA HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW MEDIA ENTERPRISES, INC.

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW PROGRAMMING HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

IFC ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

AMC DIGITAL ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

DIGITAL ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

**JOINT FILING AGREEMENT**

This will confirm the agreement by and among all the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.001 per share, of RLJ Entertainment, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k). This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: October 2, 2018

AMC NETWORKS INC.

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW MEDIA HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW MEDIA ENTERPRISES, INC.

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

RAINBOW PROGRAMMING HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

IFC ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

AMC DIGITAL ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

DIGITAL ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly  
Name: Anne G. Kelly  
Title: Senior Vice President and Secretary

## AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER

This AMENDMENT NO. 1 (this "Amendment"), dated as of October 2, 2018, to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 29, 2018, by and among RLJ Entertainment, Inc., a Nevada corporation (the "Company"), AMC Networks Inc., a Delaware corporation ("Ultimate Parent") (solely for purposes of Section 10.7 thereof), Digital Entertainment Holdings LLC, a Delaware limited liability company and Wholly Owned Subsidiary of Ultimate Parent ("Parent"), and River Merger Sub Inc., a Nevada corporation and Wholly Owned Subsidiary of Parent ("Merger Sub") and, together with the Company, Ultimate Parent and Parent, the "Parties" and each, a "Party"), is made and entered into by and among the Parties. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Merger Agreement.

WHEREAS, on July 29, 2018, the Parties entered into the Merger Agreement;

WHEREAS, pursuant to Section 10.4(a) of the Merger Agreement, the Parties may modify or amend the Merger Agreement at any time prior to the Effective Time by an instrument in writing that is executed by each of the Parties; and

WHEREAS, the Parties desire to amend the Merger Agreement as set forth herein.

NOW, THEREFORE, in consideration of the foregoing premises and the representations, warranties, covenants and agreements set forth in this Amendment, the Parties, intending to be legally bound, agree as follows:

1.1 Amendments. The Parties hereby agree to amend the Merger Agreement as follows:

(a) Section 4.1(b) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

“(b) Preferred Stock Consideration. Each Eligible Preferred Share for which a change-of-control cash purchase election has been made by the record holder thereof pursuant to Section 7(b) of the certificate of designation applicable to such Eligible Preferred Share shall be entitled to receive an amount in cash, without interest (the "Preferred Stock Consideration"), equal to (i) the product of (A) 125% multiplied by (B) the product of (1) the Conversion Amount being redeemed multiplied by (2) the quotient of the Per Share Merger Consideration divided by \$3.00, or (ii) such greater amount pursuant to the terms of Section 7(b) of the certificate of designation in respect of the Preferred Stock; provided, however, that if any holder of Eligible Preferred Shares does not make such election and surrender such shares to the Paying Agent in exchange for the Preferred Stock Consideration in accordance with Section 4.2(b) of this Agreement within 180 days following the Closing Date, such holder shall be entitled to receive, in respect of each Eligible Preferred Share for which the holder fails to make such election, a security to be issued by the Surviving Corporation as provided in the applicable certificate of designation. Parent also shall comply with the notice and other obligations set forth in the certificates of designation in respect of the Preferred Stock, to the extent applicable, after the date hereof and prior to the Closing Date.”

---

1.2 Effect of Amendment. This Amendment is hereby incorporated into and made a part of the Merger Agreement with the same effect as if the terms hereof were originally set forth in the Merger Agreement, and this Amendment and the Merger Agreement will henceforth be read, taken and construed as one and the same agreement. Notwithstanding anything to the contrary herein, this Amendment shall automatically terminate and be of no further force or effect without any action of the Parties if the Merger Agreement is terminated in accordance with Article IX thereof.

1.3 Confirmation of Merger Agreement. Other than as expressly modified pursuant to this Amendment, all of the terms and conditions of the Merger Agreement are hereby ratified and confirmed by the Parties and shall remain in full force and effect.

1.4 Miscellaneous. The provisions of Section 1.3 and Article X of the Merger Agreement shall apply *mutatis mutandis* to this Amendment, and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms therein as modified by this Amendment.

1.5 Counterparts. This Amendment may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute one and the same agreement.

[Signature Pages Follow]



---

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered by the duly authorized officers of the parties as of the date first written above.

**RLJ ENTERTAINMENT, INC.**

By: /s/ Miguel Penella

Name: Miguel Penella

Title: Chief Executive Officer

*[Signature Page to Amendment No. 1 to Merger Agreement]*

---

**AMC NETWORKS, INC.,**  
solely for purposes of Section 10.7 of the Merger Agreement

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and General Counsel

**DIGITAL ENTERTAINMENT HOLDINGS LLC**

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and General Counsel

**RIVER MERGER SUB INC.**

By: /s/ James G. Gallagher  
Name: James G. Gallagher  
Title: Executive Vice President and General Counsel

*[Signature Page to Amendment No. 1 to Merger Agreement]*