

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>AMC Networks Inc.</u>  (Last) (First) (Middle) <u>11 PENN PLAZA</u>  (Street) <u>NEW YORK NY 10001</u>  (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	01/02/2018		J <sup>(1)</sup>		418,255	A	\$3	3,121,493	I	By Subsidiary <sup>(3)</sup>
Common Stock	01/02/2018		J <sup>(2)</sup>		22,000	A	\$3.6791	3,143,493	I	By Subsidiary <sup>(3)</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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- RLJ Entertainment, Inc. ("RLJE") issued 418,255 shares of common stock, par value \$0.001 per share ("Common Stock"), of RLJE reported herein to Digital Entertainment Holdings LLC ("DEH"), an indirect wholly-owned subsidiary of AMC Networks Inc. ("AMC"), as payment of interest due to DEH pursuant to that certain Credit and Guaranty Agreement, by and among RLJE, certain subsidiaries of RLJE as Guarantors, and DEH, dated as of October 14, 2016, as amended by the First Amendment dated as of January 30, 2017 and the Second Amendment dated as of June 16, 2017.
- Pursuant to a Stock Purchase Agreement by and between DEH and Miguel Penella, dated as of January 2, 2018, DEH purchased from Mr. Penella 22,000 shares of Common Stock for an aggregate purchase price of \$80,940.20.
- AMC may be deemed to beneficially own the shares of Common Stock indirectly through its wholly-owned subsidiaries. The Common Stock is held directly by DEH, 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.

**Remarks:**

/s/ Anne G. Kelly, Senior Vice  
President and Secretary of 01/03/2018  
AMC Networks Inc.

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.