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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

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)

February 26, 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 25,796,226 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 25,796,226 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,796,226 (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) 70.6% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

- (1) This figure is based on 3,821,588 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) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of Class A, 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 shares of 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 (collectively, the "Johnson Entities") with respect to the Common Stock of the Issuer. As disclosed in Amendment No. 10 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 January 12, 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 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 9, 2017 (the "Form 10-Q"), plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to that certain Credit and Guaranty Agreement, by and among the Issuer, certain subsidiaries of the Issuer 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 (the "Credit Agreement"), (ii) the 75,000 shares of Common Stock issued to Miguel Penella, the Chief Executive Officer of the Issuer, on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to a Stock Purchase Agreement dated January 2, 2018 (the "Employee Stock Purchase Agreement")), (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 18,333,000 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 25,796,226 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 25,796,226 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 25,796,226 (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) 70.6% (3)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) This figure is based on 3,821,588 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) 18,333,000 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.
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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
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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 25,796,226 (1)
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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)	
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6	CITIZENSHIP OR PLACE OF ORGANIZATION United States (Delaware)	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
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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)	
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Item 1. Security and Issuer.

This Amendment No. 6 (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 and Amendment No. 5 thereto, filed on January 5, 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 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information:

On February 26, 2018, AMC Networks Inc. ("AMC") delivered a letter (the "Proposal Letter") to the Issuer pursuant to which it proposed to acquire the outstanding shares of Common Stock not currently owned by the Reporting Persons or the Johnson Entities for a purchase price of \$4.25 per share in cash. Through this offer, the Reporting Persons intend for the Issuer to become a privately owned subsidiary of AMC, with a minority stake held by Mr. Johnson. As stated in the Proposal Letter, AMC is only interested in acquiring the shares of the Issuer (and outstanding rights to acquire shares of the Issuer) not owned by the Reporting Persons or the Johnson Entities and has no interest in disposing of its stake in the Issuer or participating in any other process.

The proposal made by AMC relates to, or would result in, some or all of the matters referred to in subparagraphs (a)-(j), inclusive, of Item 4 of Schedule 13D. The Reporting Persons believe that due to the competitive demands of the Issuer's industry, including the increasing competition for content and investment needed to scale, private ownership of the Issuer's business is desirable and will assist the Issuer in attaining its business objectives. The Reporting Persons have reached an agreement in principle with Robert L. Johnson with respect to liquidity, governance and his role at the company following the closing of the potential transaction, if it occurs.

The Reporting Persons expect the Board of Directors of the Issuer to form a special committee of independent directors to consider the proposal with the assistance of an outside financial advisor and legal counsel and expect to negotiate the proposal with such representatives of the Issuer. Mr. Johnson and the directors of the Issuer nominated by the Reporting Persons will not participate in the Issuer's evaluation of the proposal. The Reporting Persons will require certain due diligence items from the Issuer's management in order to complete any transaction.

A copy of the Proposal Letter is attached as Exhibit 1 hereto and a copy of the press release issued by AMC on February 26, 2018 to disclose the Proposal Letter is attached as Exhibit 2 hereto.

Item 5. Interest in Securities of the Issuer.

- (a) As of February 26, 2018, each of the Reporting Persons beneficially owns (i) 3,821,588 shares of Common Stock of the Issuer held by DEH, (ii) 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, (iii) 18,333,000 shares of Common Stock of the Issuer issuable upon the exercise in full of the Warrants held by DEH and (iv) 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 70.6% of the number of shares of Common Stock outstanding based on 14,071,423 shares of Common Stock of the Issuer outstanding as of November 2, 2017 as disclosed in the Form 10-Q, plus (i) the 418,255 shares of Common Stock issued to DEH on January 2, 2018 as payment of interest due to DEH on such date pursuant to the Credit Agreement, (ii) the 75,000 shares of Common Stock issued to Miguel Penella, the Chief Executive Officer of the Issuer, on December 31, 2017 upon the vesting of restricted stock units (of which 22,000 shares were purchased by DEH pursuant to the Employee Stock Purchase Agreement), (iii) the 2,893,693 shares of Common Stock issuable upon the conversion in full of the Preferred Stock, (iv) the 18,333,000 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. 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 February 26, 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 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 3 hereto. The information set forth in Items 4 and 5 of this Amendment is incorporated into this Item 6 by reference.

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	Proposal Letter, dated February 26, 2018, from AMC Networks Inc. to RLJ Entertainment, Inc.*
2	Press Release issued by AMC Networks Inc. on February 26, 2018*
3	Joint Filing Agreement, by and among the Reporting Persons, dated February 26, 2018*

* 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: February 26, 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

DIGITAL ENTERTAINMENT HOLDINGS LLC

By: /s/ Anne G. Kelly

Name: Anne G. Kelly

Title: Senior Vice President and Secretary



RLJ Entertainment, Inc.
8515 Georgia Avenue
Suite 650
Silver Spring, MD 20910
February 26, 2018

Members of the Board (c/o Robert L. Johnson, Chairman):

We are pleased to offer to acquire the outstanding shares of common stock of RLJ Entertainment ("RLJE") not currently owned by AMC or entities affiliated with Robert L. Johnson for a purchase price of \$4.25 per share in cash. Through this offer it is our intention that RLJE becomes a privately owned subsidiary of AMC that will have a minority stake held by Robert L. Johnson.

We believe that our offer is fair to and in the best interest of RLJE and its public shareholders. Although this transaction does not represent a change of control, this offer price represents a 10% premium to the closing share price on Friday, February 23, a 12% premium to the volume weighted average trading price over the last ten trading days and a 126% premium to the closing share price on the day prior to the announcement of AMC's initial investment.

We believe our proposal makes great sense for RLJE and its future. The competitive demands of the industry, including the increasing competition for content and investment needed to scale, have convinced us that private ownership of this business is desirable and will assist RLJE in attaining its business objectives.

We expect that the Board of Directors of RLJE will form a special committee of independent directors to respond to our proposal on behalf of RLJE's public shareholders. We also encourage the special committee to retain its own legal and financial advisors to assist in its review. We welcome the opportunity to present our proposal to the special committee as soon as possible. In order to complete this potential transaction, AMC will require certain due diligence items from RLJE management, including but not limited to the most recent long term financial plan. AMC's entire team, including its legal and financial advisors at Sullivan & Cromwell LLP and Citigroup, look forward to working with the special committee and its legal and financial advisors to complete a mutually acceptable transaction. There will be no financing contingency associated with the offer.

In considering our proposal, you should be aware that we are interested only in acquiring the publicly held RLJE shares, and outstanding rights to acquire publicly held RLJE shares, and we will not sell our stake in RLJE or be part of any other process.

AMC will be issuing a press release and filing a Form 8-K this morning to disclose this offer letter. AMC will also be filing a 13-D amendment following the close of the trading market this afternoon.

Thank you for your consideration.

/s/ Josh Sapan

Josh Sapan
President and CEO
AMC Networks



AMC NETWORKS INC. ANNOUNCES PROPOSAL TO ACQUIRE RLJ ENTERTAINMENT, INC.

*RLJ Entertainment Would Become a Privately Owned Subsidiary of AMC Networks,
with a Minority Stake Held by Robert L. Johnson*

New York, NY – February 26, 2018: AMC Networks Inc. (“AMC Networks” or the “Company”) (NASDAQ: AMCX) today announced that it is proposing to acquire the outstanding shares of RLJ Entertainment, Inc. (“RLJ Entertainment”) (NASDAQ: RLJE) not currently owned by AMC Networks or entities affiliated with Robert L. Johnson for a purchase price of \$4.25 per share in cash. RLJ Entertainment is a premium digital channel company which serves distinct audiences primarily through its OTT branded channels, Acorn TV (British TV) and UMC (Urban Movie Channel). Through this offer, AMC Networks intends for RLJ Entertainment to become a privately owned subsidiary of AMC Networks, with a minority stake held by Mr. Johnson.

The offer price represents a 10% premium to the closing price of the RLJ Entertainment common stock on Friday, February 23, a 12% premium to the volume weighted average trading price of the RLJ Entertainment common stock over the last ten trading days and a 126% premium to the closing price of the RLJ Entertainment common stock on the day prior to the announcement of AMC Networks’ initial investment.

In October 2016, AMC Networks and RLJE Entertainment formed a strategic partnership pursuant to which AMC Networks invested \$65 million in RLJ Entertainment in the form of loans (which loans have subsequently been increased to an aggregate of \$78 million) and AMC Networks received warrants which, if fully exercised, would provide AMC Networks with at least 50.1% of the outstanding RLJ Entertainment common stock on a fully diluted basis. AMC and Mr. Johnson currently own approximately 26% and 47% of the outstanding shares of RLJ Entertainment common stock, respectively.

AMC Networks has advised RLJ Entertainment that it is only interested in acquiring the shares of RLJ Entertainment not owned by AMC Networks or entities affiliated with Mr. Johnson and has no interest in disposing of its stake in RLJ Entertainment or participating in any other strategic process.

AMC Networks expects the Board of Directors of RLJ Entertainment to form a special committee of independent directors to consider the proposal with the assistance of an outside financial advisor and legal counsel and to negotiate the proposal with RLJ Entertainment. Mr. Johnson and the directors of RLJ Entertainment nominated by AMC Networks will not participate in the evaluation of the proposal. There can be no assurance that the proposal made by AMC Networks to RLJ Entertainment will result in a transaction or the terms upon which any transaction may occur.

Citigroup Global Markets Inc. is acting as financial advisor and Sullivan & Cromwell LLP is acting as legal counsel to AMC Networks in connection with the transaction.

Forward-Looking Statements

This press release may contain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Investors are cautioned that any such forward-looking statements are not guarantees of future performance, results or events and involve risks and uncertainties, and that actual results or developments may differ materially from those in the forward-looking statements as a result of various factors, including financial community and rating agency perceptions of the Company and its business, operations, financial condition and the industries in which it operates, the risk that the proposal made by the Company to RLJ Entertainment may not result in a transaction, and the factors described in the Company’s filings with the Securities and Exchange Commission, including the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein. The Company disclaims any obligation to update any forward-looking statements contained herein.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material with respect to AMC Networks' proposal to acquire RLJ Entertainment. In connection with this proposal, AMC Networks intends to file relevant materials with the SEC, including amended Schedule 13D filings and a transaction statement on Schedule 13E-3 with respect to RLJ Entertainment. RLJ Entertainment may also file relevant materials with the SEC, including a proxy statement on Schedule 14A if an agreement is reached with respect to a negotiated transaction. **STOCKHOLDERS OF RLJ ENTERTAINMENT ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING AMC NETWORKS' TRANSACTION STATEMENT AND RLJ ENTERTAINMENT'S PROXY STATEMENT, IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED ACQUISITION.** Investors and security holders will be able to obtain the documents, if and when they become available, free of charge at the SEC's web site, <http://www.sec.gov>, and RLJ Entertainment's stockholders will receive information at an appropriate time on how to obtain transaction-related documents, if and when they become available, free of charge from RLJ Entertainment. Such documents are not currently available.

Participants in Solicitation

This communication is neither a solicitation of a proxy nor a substitute for any transaction statement, proxy statement or other filings that may be made with the SEC. Nonetheless, AMC Networks and its directors and executive officers and Robert L. Johnson may be deemed to be participants in the solicitation of proxies from the holders of RLJ Entertainment's common stock in respect of the proposed acquisition. Information about the directors and executive officers of AMC Networks is set forth in the proxy statement for its 2017 Annual Meeting of Stockholders, which was filed with the SEC on April 27, 2017. Investors may obtain additional information regarding the interest of such participants by reading the SEC filings regarding the proposed acquisition if and when they become available.

About AMC Networks Inc.

AMC Networks owns and operates several of cable television's most recognized brands delivering high quality content to audiences and a valuable platform to distributors and advertisers. The Company manages its business through two operating segments: (i) National Networks, which principally includes AMC, WE tv, BBC AMERICA, IFC and SundanceTV; and AMC Studios, the Company's television production business; and (ii) International and Other, which principally includes AMC Networks International, the Company's international programming business; IFC Films, the Company's independent film distribution business; and the Company's owned subscription streaming services, Sundance Now and Shudder. For more information on AMC Networks, please visit the Company's website at <http://www.amcnetworks.com>.

AMC Contacts

Investor Relations

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seth.zaslow@amcnetworks.com

Corporate Communications

Georgia Juvelis (917) 542-6390
georgia.juvelis@amcnetworks.com

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: February 26, 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

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Title: Senior Vice President and Secretary

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By: /s/ Anne G. Kelly

Name: Anne G. Kelly

Title: Senior Vice President and Secretary