

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

SCHEDULE TO

**(Amendment No. 2)
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

AMC NETWORKS INC.

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

00164V103
(CUSIP Number of Class A Common Stock)

**James G. Gallagher
11 Penn Plaza
New York, NY 10001
(212) 324-8500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

**Robert W. Downes
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$250,000,000.00	\$32,450

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$250 million in value of shares of the Class A common stock, par value \$0.01 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$129.80 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$32,450	Filing Party:	AMC Networks Inc.
Form or Registration No.:	Schedule TO	Date Filed:	September 16, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission by AMC Networks Inc., a Delaware corporation (“AMC Networks” or the “Company”), on September 16, 2020, as amended and supplemented by Amendment No. 1, filed on September 24, 2020 (as so amended and supplemented, the “Schedule TO”), in connection with the Company’s offer to purchase up to \$250 million in value of shares of its Class A common stock, par value \$0.01 per share (the “Class A Shares”), at a price not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Purchase, dated September 16, 2020, and the related Letter of Transmittal.

ITEM 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented as follows:

On October 15, 2020, AMC Networks issued a press release announcing the preliminary results of the tender offer, which expired at 12:00 Midnight, New York City time, at the end of Wednesday, October 14, 2020. A copy of such press release is filed as Exhibit (a)(5)(x) to this Amendment No. 2 and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibit:

(a)(5)(x) Press Release, dated October 15, 2020.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

AMC NETWORKS INC.

By: /s/ John Hsu

Name: John Hsu

Title: Executive Vice President and Treasurer

Dated: October 15, 2020

EXHIBIT INDEX

- (a)(1)(i) Offer to Purchase, dated September 16, 2020.*
- (a)(1)(ii) Form of Letter of Transmittal (including IRS Form W-9).*
- (a)(1)(iii) Notice of Guaranteed Delivery.*
- (a)(1)(iv) Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(1)(v) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(1)(vi) Letter to Participants in AMC Networks 401(k) Savings Plan.*
- (a)(1)(vii) Trustee Direction Form for Participants in AMC Networks 401(k) Savings Plan.*
- (a)(1)(viii) Letter to Stockholders, dated September 24, 2020.*
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i) Annual Report on Form 10-K of AMC Networks Inc. for the fiscal year ended December 31, 2019 filed on February 27, 2020 (incorporated by reference to such filing).
- (a)(5)(ii) Quarterly Report on Form 10-Q of AMC Networks Inc. for the fiscal quarter ended March 31, 2020 filed on May 5, 2020 (incorporated by reference to such filing).
- (a)(5)(iii) Quarterly Report on Form 10-Q of AMC Networks Inc. for the fiscal quarter ended March 31, 2020 filed on August 5, 2020 (incorporated by reference to such filing).
- (a)(5)(iv) Current Report on Form 8-K of AMC Networks Inc. filed on March 27, 2020 (incorporated by reference to such filing).
- (a)(5)(v) Current Report on Form 8-K of AMC Networks Inc. filed on June 17, 2020 (incorporated by reference to such filing).
- (a)(5)(vi) Current Report on Form 8-K of AMC Networks Inc. filed on July 2, 2020 (incorporated by reference to such filing).
- (a)(5)(vii) Current Report on Form 8-K of AMC Networks Inc. filed on September 15, 2020 (incorporated by reference to such filing).
- (a)(5)(viii) Press Release, dated September 15, 2020.*
- (a)(5)(ix) Summary Advertisement, dated September 16, 2020.*
- (a)(5)(x) Press Release, dated October 15, 2020.**
- (d)(i) Form of Registration Rights Agreement between AMC Networks Inc. and The Charles F. Dolan Children Trusts (incorporated by reference to Exhibit 3.5 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).

- (d)(ii) Form of Registration Rights Agreement between AMC Networks Inc. and The Dolan Family Affiliates (incorporated by reference to Exhibit 3.6 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).
- (d)(iii) Registration Rights Agreement, dated as of June 30, 2011, among AMC Networks Inc., the subsidiary guarantors named therein, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed on July 1, 2011).
- (d)(iv) Form of Standstill Agreement between AMC Networks Inc. and The Dolan Family Group (incorporated by reference to Exhibit 10.5 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).
- (d)(v) AMC Networks Inc. Amended and Restated 2016 Employee Stock Plan (incorporated by reference to Appendix A to the Company's Proxy Statement filed on Schedule 14A filed on May 13, 2020).
- (d)(vi) AMC Networks Inc. Amended and Restated 2011 Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B to the Company's Proxy Statement filed on Schedule 14A filed on May 13, 2020).
- (g) Not applicable.
- (h) Not applicable.
- * Previously filed.
- ** Filed herewith.



**AMC Networks Announces Preliminary Results
of Modified Dutch Auction Tender Offer**

New York, NY – October 15, 2020 – AMC Networks Inc. (“AMC Networks” or the “Company”) (NASDAQ: AMCX) today announced the preliminary results of its modified Dutch auction tender offer, which expired at 12:00 midnight, New York City time, on October 14, 2020.

Based on the preliminary count by Equiniti Trust Company, the depository for the tender offer (the “Depository”), a total of 10,912,396 shares of AMC Networks’ Class A common stock, par value \$0.01 per share (the “Class A Shares”), were properly tendered and not properly withdrawn at or below the purchase price of \$23.20 per Class A Share, including 7,072,908 Class A Shares that were tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on the preliminary count by the Depository, AMC Networks expects to accept for purchase, at a price of \$23.20 per Class A Share, approximately 10,912,396 Class A Shares properly tendered at or below the purchase price and not properly withdrawn before the expiration date, for an aggregate cost of approximately \$253,167,587, excluding fees and expenses relating to the tender offer. Included in the 10,912,396 Class A Shares AMC Networks expects to accept for purchase in the tender offer are approximately 136,534 Class A Shares that AMC Networks has elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding Class A Shares. As AMC Networks expects to accept for purchase all the Class A Shares that were properly tendered and not properly withdrawn at a price at or below \$23.20, AMC Networks expects there to be no proration factor. The Class A Shares expected to be purchased represent approximately 26.9 percent of the Class A Shares issued and outstanding as of October 13, 2020. The Company will pay for the Class A Share repurchases with available cash.

The number of Class A Shares to be purchased and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the Depository and is based on the assumption that all Class A Shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. The final number of Class A Shares to be purchased and the final purchase price per share will be announced following the expiration of the guaranteed delivery period and completion by the Depository of the confirmation process. Payment for the Class A Shares accepted for purchase under the tender offer, and return of all other Class A Shares tendered and not purchased, will occur promptly thereafter.

BofA Securities, Inc. and Citigroup Global Markets Inc. acted as joint dealer managers for the tender offer, D.F. King & Co., Inc. acted as information agent for the tender offer and Equiniti Trust Company acted as the depository for the tender offer. Stockholders who have questions or would like additional information about the tender offer may contact the information agent, D.F. King & Co., Inc., toll-free at (877) 478-5043; banks and brokers may call D.F. King at (212) 269-5550 or the joint dealer managers, BofA Securities, Inc. and Citigroup Global Markets Inc. at (888) 803-9655 and (877) 531-8365, respectively.

About AMC Networks Inc.

AMC Networks is a global entertainment company known for delivering high-quality content to audiences and a valuable platform to distributors and advertisers. The Company, which operates several of the most recognizable brands in entertainment, manages its business through two operating segments: (i) National Networks, which principally includes AMC, BBC AMERICA, IFC, SundanceTV and WE tv; 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; AMC Networks SVOD, the Company's targeted subscription streaming services, Acorn TV, Shudder, Sundance Now and UMC (Urban Movie Channel); Levity Entertainment Group, the Company's production services and comedy venues business; and IFC Films, the Company's independent film distribution business. For more information on AMC Networks, please visit the Company's website at www.amcnetworks.com.

Forward Looking Statements

This press release may contain statements that constitute forward-looking statements. 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 or results 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 industry in which it operates and the factors described in the Company's filings with the Securities and Exchange Commission, including the sections titled "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.

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