

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported):  
March 23, 2016**

**AMC NETWORKS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**No. 1-35106**

(Commission File Number)

**No. 27-5403694**

(IRS Employer Identification Number)

**11 Penn Plaza  
New York, NY**

(Address of principal executive offices)

**10001**

(Zip Code)

Registrant's telephone number, including area code: **(212) 324-8500**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01            **Regulation FD Disclosure.**

On March 23, 2016, AMC Networks Inc. (“AMC Networks”) issued a press release titled “AMC Networks Inc. Announces Proposed Offering of \$750 Million of Senior Notes.” A copy of the press release is attached hereto as Exhibit 99.1 to this Form 8-K.

On March 23, 2016, AMC Networks also issued a press release titled “AMC Networks Inc. Commences Cash Tender Offer for Any and All of its 7.75% Senior Notes due 2021.” A copy of the press release is attached hereto as Exhibit 99.2 to this Form 8-K.

The information contained in this Form 8-K (including Exhibits 99.1 and 99.2 attached hereto) is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01            **Exhibits**

(d)     Exhibits

99.1    Press Release dated March 23, 2016 (Senior Notes Offering).

99.2    Press Release dated March 23, 2016 (Cash Tender Offer for 2021 Senior Notes).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMC NETWORKS INC.  
(Registrant)

By: /s/ Sean S. Sullivan

Name: Sean S. Sullivan

Title: Executive Vice President and Chief Financial  
Officer

Dated: March 23, 2016



### **AMC Networks Inc. Announces Proposed Offering of \$750 Million of Senior Notes**

**New York, NY – March 23, 2016**—AMC Networks Inc. (“AMC Networks” or the “Company”) (Nasdaq:AMCX) today announced a proposed public offering of \$750 million in aggregate principal amount of Senior Notes due 2024 (the “Senior Notes”).

AMC Networks intends to use the proceeds of the offering to fund a tender offer for AMC Networks’ outstanding 7.75% senior notes due 2021 (the “7.75% Notes”) and to pay fees and expenses related to the offering, with the remaining proceeds to be used for general corporate purposes.

AMC Networks today filed an automatic shelf registration statement on Form S-3 (including a prospectus) with the United States Securities and Exchange Commission, which became effective immediately, and a preliminary prospectus supplement under the registration statement, pursuant to which AMC Networks proposes to offer and sell the Senior Notes. The preliminary prospectus supplement and accompanying prospectus describe the terms of the offering. BofA Merrill Lynch and Morgan Stanley & Co. LLC will act as joint book-running managers for the offering.

Before you invest, you should read the registration statement, the prospectus, the prospectus supplement and other documents filed with the SEC and incorporated by reference therein for more complete information about AMC Networks and the offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained from: BofA Merrill Lynch, Attn: Prospectus Department, 222 Broadway, 11th Floor, New York, NY 10038, or by emailing [dg.prospectus\\_request@baml.com](mailto:dg.prospectus_request@baml.com) or Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, or by calling toll free (888) 718-1649 or by emailing [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The offering of these securities will be made only by means of the prospectus supplement and the accompanying prospectus.

Dedicated to producing quality programming and content for more than 30 years, AMC Networks Inc. owns and operates several of the most popular and award-winning brands in cable television. AMC, IFC, SundanceTV, WE tv, and IFC Films produce and deliver distinctive, compelling and culturally relevant content that engages audiences across multiple platforms. The company also operates BBC America through a joint venture with BBC Worldwide. In addition, the company operates AMC Networks International, its global division.

*This press release may contain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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 industries in which it operates 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.*

Contacts:

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**AMC Networks Inc. Commences Cash Tender Offer for Any and All of its 7.75% Senior Notes due 2021**

**New York, NY – March 23, 2016**—AMC Networks Inc. (“AMC Networks” or the “Company”) (Nasdaq:AMCX) today announced that it has commenced a tender offer to purchase for cash (the “Tender Offer”) any and all of its outstanding 7.75% Senior Notes due 2021 (the “Notes”). The Tender Offer is being made pursuant to an Offer to Purchase and the related Letter of Transmittal and Notice of Guaranteed Delivery, each dated March 23, 2016.

The Tender Offer will expire at 5:00 p.m., New York City time, on March 29, 2016, unless extended or earlier terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Expiration Time”). Holders of Notes who validly tender (and do not validly withdraw) their Notes at or prior to the Expiration Time, or who deliver to the information agent and depository a properly completed and duly executed Notice of Guaranteed Delivery in accordance with the instructions described in the Offer to Purchase prior to the Expiration Time, will receive in cash \$1,058.57 per \$1,000 principal amount of Notes validly tendered and accepted for purchase (the “Purchase Price”) payable for such tendered Notes that are accepted by the Company for purchase in the Tender Offer, plus accrued and unpaid interest to, but not including, the settlement date, which is expected to be March 30, 2016.

The following table shows the Notes included in the Tender Offer, the principal amount outstanding and the Purchase Price for the Notes:

| <u>Title of Security</u>    | <u>CUSIP Number/ISIN</u> | <u>Principal Amount Outstanding</u> | <u>Purchase Price</u> |
|-----------------------------|--------------------------|-------------------------------------|-----------------------|
| 7.75% Senior Notes due 2021 | 00164VAB9/US00164VAB99   | \$700,000,000                       | \$1,058.57            |

Tendered Notes may be withdrawn at any time prior to the Expiration Time. The Tender Offer is subject to the satisfaction or waiver of a number of conditions as set forth in the Offer to Purchase, including the receipt by the Company of proceeds from a proposed debt financing on terms reasonably satisfactory to the Company generating net proceeds in an amount that is sufficient to effect the repurchase of the Notes validly tendered and accepted for purchase pursuant to the Tender Offer. The Company may amend, extend or terminate the Tender Offer, in its sole discretion and subject to applicable law.

AMC Networks has engaged BofA Merrill Lynch and Morgan Stanley & Co. LLC to serve as dealer managers for the Tender Offer. For additional information regarding the terms of the Tender Offer, please contact BofA Merrill Lynch at (888) 292-0070 (toll-free) or (980) 388-3646 (collect) or Morgan Stanley & Co. LLC at (800) 624-1808 (toll-free) or (212) 761-1057 (collect).

The Company has appointed Global Bondholder Services Corporation to serve as the information agent and depository for the Tender Offer. Questions regarding the Tender Offer should be directed to Global Bondholder Services Corporation at (212) 430-3774 (banks and brokers) or (866) 924-2200 (toll free). Documents for the Tender Offer, including the Offer to Purchase, Letter of Transmittal and Notice of Guaranteed Delivery, are available at <http://www.gbhc-usa.com/AMC> and may also be obtained by contacting Global Bondholder Services Corporation by telephone or by email at [contact@gbhc-usa.com](mailto:contact@gbhc-usa.com).

The Tender Offer is being made solely pursuant to, and will be governed by, the Offer to Purchase. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Dedicated to producing quality programming and content for more than 30 years, AMC Networks Inc. owns and operates several of the most popular and award-winning brands in cable television. AMC, IFC, SundanceTV, WE tv, and IFC Films produce and deliver distinctive, compelling and culturally relevant content that engages audiences across multiple platforms. The company also operates BBC America through a joint venture with BBC Worldwide. In addition, the company operates AMC Networks International, its global division.

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