

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 25, 2024
Commission File Number: 1-35106

AMC Networks Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
11 Penn Plaza,
New York, NY
(Address of principal executive offices)

27-5403694
(I.R.S. Employer
Identification No.)

10001
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01 per share	AMCX	The NASDAQ Stock Market LLC

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On March 25, 2024, AMC Networks Inc. (the “Company”) issued press releases announcing that it (1) intends to offer senior secured notes to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act and (2) has commenced an offer to purchase for cash any and all of its outstanding 4.75% Senior Notes due 2025. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

The information contained under this Item 7.01 in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	* Press Release of AMC Networks Inc., dated March 25, 2024, titled “AMC Networks Inc. Announces Proposed Private Offering of \$700 Million of Senior Secured Notes due 2029”
99.2	* Press Release of AMC Networks Inc., dated March 25, 2024, titled “AMC Networks Commences Tender Offer for Any and All Senior Notes due 2025”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished herewith

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 thereunto duly authorized.

Date: March 25, 2024

AMC Networks Inc.

By: /s/ Anne G. Kelly

Anne G. Kelly

Executive Vice President and Corporate Secretary



AMC Networks Inc. Announces Proposed Private Offering of \$700 Million of Senior Secured Notes due 2029

NEW YORK, March 25, 2024 – AMC Networks Inc. (“AMC Networks” or the “Company”) (Nasdaq: AMCX) today announced that it intends to offer, subject to market conditions and other factors, \$700 million aggregate principal amount of senior secured notes due 2029 (the “Notes”) in a private offering.

The Notes will be unconditionally guaranteed, on a joint and several basis, by each of AMC Networks’ existing and future domestic subsidiaries, subject to certain exceptions, on a senior secured basis.

AMC Networks expects to use the net proceeds from the offering of the Notes, as well as cash on hand or other immediately available funds, to fund its tender offer (the “Tender Offer”) to purchase for cash any and all of its outstanding approximately \$775 million of 4.75% Senior Notes due 2025 (the “2025 Notes”) and to redeem any 2025 Notes that remain outstanding after completion of the Tender Offer.

AMC Networks is offering the Notes (and the related guarantees) pursuant to an exemption under the Securities Act of 1933, as amended (the “Securities Act”). The initial purchasers of the Notes will offer the Notes only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act or under any state securities laws. Therefore, the Notes may not be offered or sold within the United States to, or for the account or benefit of, any United States person unless the offer or sale would qualify for a registration exemption from the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell, the solicitation of an offer to buy or a notice of redemption for 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.

About AMC Networks

AMC Networks (Nasdaq: AMCX) is home to many of the greatest stories and characters in TV and film and the premier destination for passionate and engaged fan communities around the world. The company creates and curates celebrated series and films across distinct brands and makes them available to audiences everywhere. Its portfolio includes targeted streaming services AMC+, Acorn TV, Shudder, Sundance Now, ALLBLK and HIDIVE; cable networks AMC, BBC AMERICA (operated through a joint venture with BBC Studios, which includes U.S. distribution and sales responsibilities for BBC News), IFC, SundanceTV and WE tv; and film distribution labels IFC Films and RLJE Films. The company also operates AMC Studios, its in-house studio, production and distribution operation behind acclaimed and fan-favorite original franchises including The Walking Dead Universe and the Anne Rice Immortal Universe; and AMC Networks International, its international programming business.

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, including statements concerning the timing, terms and completion of the offering of the Notes, the anticipated use of proceeds from the offering of the Notes and the timing, terms and completion of the Tender Offer and the redemption of the 2025 Notes. 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, developments or events may differ materially from those in the forward-looking statements as a result of various factors, including financial community 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 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.

Contacts

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Corporate Communications
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AMC Networks Commences Tender Offer for Any and All Senior Notes due 2025

New York, NY (March 25, 2024) – AMC Networks Inc. (Nasdaq: AMCX) (the “Company”) announced today that it has commenced a cash tender offer (the “Offer”) to purchase any and all of its outstanding 4.75% Senior Notes due 2025 (the “Notes”).

The terms and conditions of the Offer are described in an Offer to Purchase, dated March 25, 2024 (the “Offer to Purchase”). The Company intends to fund the Offer, including accrued interest and fees and expenses payable in connection with the Offer, with the net proceeds from its concurrently launched offering of senior secured notes and cash on hand or other immediately available funds.

The following table sets forth certain terms of the Offer:

Title of Notes	CUSIP Number / ISIN	Aggregate Principal Amount Outstanding ⁽¹⁾	Dollars per \$1,000 Principal Amount of Notes		
			Tender Offer Consideration ⁽²⁾	Early Tender Premium	Total Consideration ⁽²⁾⁽³⁾
4.75% Senior Notes due 2025	00164VAE3 / US00164VAE39	\$774,729,000	\$970	\$30	\$1,000

(1) As of the date of the Offer to Purchase.

(2) Holders will also receive accrued and unpaid interest from the last interest payment with respect to the Notes accepted for purchase to, but not including, the Early Settlement Date or the Final Settlement Date, as applicable.

(3) Includes the Early Tender Premium.

Substantially concurrently with commencement of the Offer, the Company is issuing a conditional notice of redemption to holders of the Notes to redeem any and all Notes that remain outstanding after completion of the Offer at a price of 100.000% of their principal amount, plus accrued and unpaid interest to, but not including, the redemption date.

The Offer will expire at 5:00 p.m., New York City time, on April 22, 2024, unless extended or earlier terminated by the Company (such date and time, as it may be extended, the “Expiration Date”). No tenders submitted after the Expiration Date will be valid.

Holders of Notes that are validly tendered (and not validly withdrawn) at or prior to 5:00 p.m., New York City time, on April 5, 2024 (such date and time, as it may be extended, the “Early Tender Date”) and accepted for purchase pursuant to the Offer will receive the Total Consideration, which includes the early tender premium set forth in the table above (the “Early Tender Premium”). Holders of Notes tendering their Notes after the Early Tender Date will only be eligible to receive the Tender Offer Consideration set forth in the table above (the “Tender Offer Consideration”), which is the Total Consideration less the Early Tender Premium.

All Notes validly tendered and accepted for purchase pursuant to the Offer will receive the applicable consideration set forth in the table above, plus accrued and unpaid interest on such Notes from the last interest payment date with respect to the Notes to, but not including, the applicable Settlement Date (as defined below).

Tendered Notes may be withdrawn at or prior to 5:00 p.m., New York City time, on April 5, 2024, unless extended by the Company (such date and time, as it may be extended, the "Withdrawal Date"). Holders of Notes who tender their Notes after the Withdrawal Date, but prior to the Expiration Date, may not withdraw their tendered Notes unless withdrawal rights are otherwise required by applicable law.

Payment for any Notes validly tendered at or prior to the Early Tender Date will be made on the settlement date that is expected to be the second business day following the Early Tender Date, or as promptly as practicable thereafter (the "Early Settlement Date"). Payment for any Notes validly tendered after the Early Tender Date and at or prior to the Expiration Date will be made on the settlement date that is expected to be the business day following the Expiration Date, or as promptly as practicable thereafter (the "Final Settlement Date"). The Early Settlement Date and the Final Settlement Date will subject to all conditions to the Offer having been satisfied or waived by us, and assuming we accept for purchase Notes validly tendered pursuant to the Offer.

The consummation of the Offer is not conditioned upon any minimum amount of Notes being tendered. However, the Offer is subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase, including the Company having raised net proceeds from its concurrently commenced offering of \$700,000,000 in aggregate principal amount of its senior secured notes due 2029, which, together with cash on hand or other immediately available funds, are sufficient to fund the purchase of the Notes validly tendered and accepted for purchase in the Offer.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities, nor shall it constitute a notice of redemption with respect to the Notes. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The Offer is being made solely pursuant to terms and conditions set forth in the Offer to Purchase.

The lead dealer manager for the Offer is BofA Securities, Inc. and the co-dealer managers for the Offer are J.P. Morgan Securities LLC and Citigroup Global Markets Inc. Any questions regarding the terms of the Offer should be directed to BofA Securities, Inc. at (toll-free) (888) 292-0070 or (980) 388-3646. Any questions regarding procedures for tendering Notes and requests for documents should be directed to the Information Agent for the Offer, D.F. King & Co., Inc., toll-free at (800) 967-4617 (banks and brokers call (212) 269-5550).

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This press release may contain statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements concerning the terms and timing of the Offer, the redemption of any Notes that remain outstanding after completion of the Offer and the Company's offering of senior secured notes. 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 industries 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.

Contacts:

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