



DIVISION OF
CORPORATION FINANCE

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

April 22, 2024

Lauren S. Boehmke
Sullivan & Cromwell LLP

Re: AMC Networks Inc. (the "Company")
Incoming letter dated February 2, 2024

Dear Lauren S. Boehmke:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests that the board of directors initiate the appropriate process to amend the Company's governing documents to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(12)(iii). In this regard, we note that the Proposal addresses substantially the same subject matter as proposals previously included in the Company's 2020, 2021, and 2022 proxy materials, and that the 2022 proposal received less than 25% of the votes cast. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(12)(iii).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000
FACSIMILE: 1-212-558-3588
WWW.SULLCROM.COM

125 Broad Street
New York, New York 10004-2498

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February 2, 2024

Via Online Shareholder Proposal Form

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: AMC Networks Inc.
Request to Omit Shareholder Proposal Submitted by Kenneth Steiner

Ladies and Gentlemen:

On behalf of our client AMC Networks Inc., a Delaware corporation (the “Company”), we hereby submit this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to a proposal submitted by Kenneth Steiner (the “Proponent”) via e-mail on November 22, 2023 for inclusion in the Company’s proxy statement and form of proxy for the Company’s 2024 annual meeting of shareholders (together, the “2024 Proxy Materials”). The full text of the proposal and supporting statement (the “Proposal”) is attached hereto as Exhibit A.

We believe that the Proposal may be properly omitted from the 2024 Proxy Materials for the reason discussed below. We respectfully request confirmation that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff via the online shareholder proposal form. A copy of this letter is being sent simultaneously to the Proponent via e-mail as notification of the Company’s intention to omit the Proposal from the 2024 Proxy Materials.

The Company intends to file its definitive 2024 Proxy Materials with the Commission on or about April 26, 2024.

I. PROPOSAL

The resolution included in the Proposal reads as follows:

Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.

II. BACKGROUND

On November 22, 2023, the Proponent submitted the Proposal via e-mail. The proposal did not contain any information concerning the Proponent's ownership of the Company's stock as required under Rule 14a-8(b). The Company contacted the Proponent via e-mail on November 27, 2023 to confirm receipt of the Proposal and request the Proponent's evidence of requisite stock ownership. On December 3, 2023, the Company received via e-mail from John Chevedden, the Proponent's representative, a TD Ameritrade broker letter, dated December 1, 2023 and attached hereto as Exhibit B, stating that the Proponent has held at least 500 shares of the Company's AMCX stock continuously since at least November 1, 2020.

III. BASIS FOR EXCLUSION

The Company believes that the Proposal may be properly excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12)(iii) because the Proposal addresses substantially the same subject matter as three previously submitted shareholder proposals voted upon within the preceding five calendar years, and the most recent of such proposals did not receive the shareholder support required for a fourth resubmission.

IV. ANALYSIS

Rule 14a-8(i)(12) provides in relevant part that a company may exclude a shareholder proposal submitted under Rule 14a-8 if the proposal "addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was: ... (iii) Less than 25 percent of the votes cast if previously voted on three or more times."

The Commission has provided that assessments for exclusion made under Rule 14a-8(i)(12) are “based upon consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.” Exchange Act Release No. 34-20091 (Aug. 16, 1983). Consistent with this approach, in prior decisions granting no-action relief under Rule 14a-8(i)(12) the Staff has concluded that resubmitted proposals based on similar substantive concerns may be properly excluded even if the proposals are not exactly the same. *See e.g., Applied Materials, Inc.* (Jan. 4, 2024); *Ingles Markets, Incorporated* (Nov. 6, 2023); *Exxon Mobil Corporation* (Mar. 15, 2022); *Microsoft Corporation* (Sept. 28, 2021); *Alphabet Inc.* (Apr. 16, 2019); *Apple Inc.* (Nov. 20, 2018); and *The Coca-Cola Co.* (Jan. 18, 2017).

The Company may properly exclude the Proponent’s Proposal pursuant to Rule 14a-8(i)(12)(iii) because the Proposal addresses substantially the same subject matter as a proposal included in the Company’s proxy materials for each of its 2022, 2021 and 2020 annual meetings (together, the “Prior Proposals”), which is three times within the preceding five calendar years. The most recent vote on the Prior Proposal at the Company’s 2022 annual meeting received less than the minimum of 25% voting support required for further resubmission. The text of the 2022, 2021 and 2020 Prior Proposals is attached hereto as Exhibit C, Exhibit D and Exhibit E, respectively.

The Proposal and the Prior Proposals were all submitted by the Proponent. The subject matter of the Proposal and the Prior Proposals is a recommendation that the Company amend its governance documents to adopt a majority voting standard for director elections. The language used in the resolution for each of the 2022, 2021 and 2020 Prior Proposals is identical and such language is also substantially similar to the language used in the Proposal, with the only substantive difference being the addition of a procedure related to implementing the proposal. The following is a comparison of the resolution language in the Proposal and the Prior Proposals (with additions to the Proposal shown in blue underlined text and deletions from the Proposal shown in red strike-through for illustrative purposes):

2024 Proposal	2022, 2021 and 2020 Prior Proposals
Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow	Resolved: Shareholders <u>hereby</u> request that our Board of Directors take the steps necessary <u>initiate the appropriate process</u> as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees

an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.	exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.
--	--

The most recent vote on the Prior Proposal at the Company's 2022 annual meeting received only 15.2% of the votes cast. The Company's Form 8-K filed on June 23, 2022, a copy of which is attached hereto as Exhibit F, discloses that there were 21,448,595 votes cast "for" the 2022 Prior Proposal and 119,882,133 votes cast "against" the 2022 Prior Proposal. As described in Section F.4 of Staff Legal Bulletin No. 14 (Jul. 13, 2001), only votes cast "for" and "against" a proposal are included in the calculation of the shareholder vote on a proposal for purposes of Rule 14a-8(i)(12), with abstentions and broker non-votes excluded. The vote on the 2022 Prior Proposal failed to meet the minimum 25% support threshold required by Rule 14a-8(i)(12d)(iii) for resubmission of a proposal the substance of which has already been voted on three times within the preceding five calendar years. Therefore, consideration of the Proposal by the Company and its stockholders at the 2024 Annual Meeting is not warranted.

V. CONCLUSION

Accordingly, we respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12)(iii) as described above.

* * * * *

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact Lauren Boehmke at (212) 558-3135 or boehmkel@sullcrom.com. Thank you for your attention to this matter.

Very truly yours,



Lauren S. Boehmke

Attachments

cc: James G. Gallagher (AMC Networks Inc.)
Anne G. Kelly (AMC Networks Inc.)
Robert W. Downes (Sullivan & Cromwell)

Exhibit A

2024 Proposal

[Attached.]

Kenneth Steiner

PII

Ms. Anne G. Kelly
Corporate Secretary
AMC Networks Inc. (AMCX)
11 Penn Plaza
New York, NY 10001
PH: 212-324-8500

Dear Ms. Kelly,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. The attached rule 14a-8 proposal is for the next annual shareholder meeting. I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please copy
John Chevedden

PII

on all communication regarding this proposal.

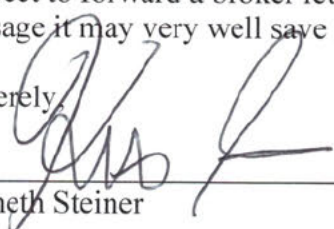
Mr. Chevedden is assisting me on my representing my proposal.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

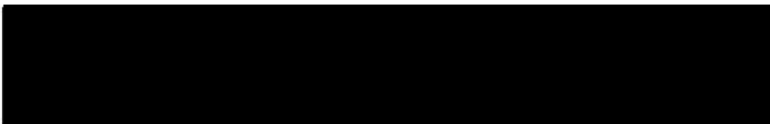
I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,



Kenneth Steiner

11/4/23
Date



[AMCX: Rule 14a-8 Proposal, November 21, 2023]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Directors to be Elected by Majority Vote

Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company’s articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.

In order to provide shareholders a meaningful role in director elections, our Company’s current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This will establish a more meaningful vote standard for board nominees and could lead to improved performance by individual directors and the entire board. Under our Company’s current voting system, a director can be elected with as little as one vote from the same director standing for election. An election in North Korea is more competitive.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

This proposal is important to AMC Networks because Mr. Leonard Tow was rejected by 80% negative votes at the 2023 AMC annual meeting. Mr. Tow received 19 million negative votes. Plus Mr. Joseph Cohen and Mr. Carl Vogel each received 10 million negative votes.

Please vote yes:

Directors to be Elected by Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email PII.

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.

If there is objection to the title please negotiate or seek no action relief as a last resort.
Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



FOR

*Shareholder
Rights*

Exhibit B

Proponent's Broker Letter

[Attached.]

12/01/2023

Kenneth Steiner
[REDACTED]
[REDACTED]

Re: Your TD Ameritrade Account Ending in [REDACTED]

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter is to confirm that as of the start of business on December 1, 2023, there were at least 500 shares each held in your TD Ameritrade account ending in [REDACTED] continuously since at least November 1, 2020, of:

- AMC Networks Inc (AMCX)

[REDACTED]
[REDACTED]

TD Ameritrade Clearing's DTC broker number is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to Client Services > Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,



Colton Holmes
Resource Specialist
TD Ameritrade

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

Market volatility, volume, and system availability may delay account access and trade execution.

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TDA 1002212 02/21

Exhibit C

Text of 2022 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

Under our Company's current voting system, a director who owns one share of stock can be elected by his one share voting in favor.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this good governance standard.

A majority vote standard might give Mr. Leonard Tow, Chair management pay committee, and Mr. Carl Vogel, Chair of the Audit Committee, more of an incentive to perform better. Each of these directors received 27% in negative votes.

Now is a good time for this reform since 2015 was the last time our stock price was at \$85.

Also in *AMC Networks Inc.* (April 23, 2019) AMCX management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

Please see the *AMC Networks Inc.* (April 23, 2019) no action request to the Securities and Exchange Commission of 1422 pages: <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf>.

Then do a Command-Find for "We collectively hold" to see the one-page of adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of the cost and nonsense of outside attorneys Sullivan & Cromwell submitting 1422-pages in response to a one-page submission by a shareholder, management then had the gall to put this sentence in the 2020 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 4

Exhibit D

Text of 2021 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This could lead to improved performance by individual directors and the entire board. Under our Company's current voting system, a director can be elected with only his or her own vote. In other words a director can be elected if all other shareholders oppose the director.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

A majority vote standard might give Carl Vogel, Chair of the Audit Committee, an incentive to do better than get rejected by 34% of the vote in 2020.

Now is a good time for this reform since our stock has fallen from \$85 in 2015.

Also in *AMC Networks Inc.* (April 23, 2019) management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

Please see the *AMC Networks Inc.* (April 23, 2019) no action request to the Securities and Exchange Commission of 1422 pages: <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf>.

Then do a Command-Find for "We collectively hold" to see the one-page of adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of the cost and nonsense of outside attorneys Sullivan & Cromwell submitting 1422-pages in response to a one-page submission by a shareholder, management had the gall to put this sentence in the 2020 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 4

Exhibit E

Text of 2020 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This will establish a more meaningful vote standard for board nominees and could lead to improved performance by individual directors and the entire board. Under our Company's current voting system, a director can be elected with only his or her own vote. In other words a director can be elected if all other shareholders oppose the director.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

A majority vote standard might give Carl Vogel, Leonard Tow and Jonathan Miller an incentive to do better than obtain from 24% to 30% in negative director votes each as they did in 2019. Now is a good time for this reform since our stock has fallen from \$63 to \$39 in 5-years.

In *AMC Networks Inc.* (April 23, 2019) management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

See *AMC Networks Inc.* (April 23, 2019): <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf> Page 1258 in this hyperlink illustrates the adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of all this nonsense, management had the gall to put this sentence in the 2019 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 6

Exhibit F

Form 8-K Filed on June 23, 2022

[Attached.]

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): June 23, 2022 (June 16, 2022)

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)	27-5403694 (I.R.S. Employer Identification No.)
11 Penn Plaza, New York, NY (Address of principal executive offices)	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 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 16, 2022, AMC Networks Inc. (the “Company”) held its 2022 annual meeting of stockholders. In accordance with the Company’s Amended and Restated Certificate of Incorporation, the Class A stockholders have one vote per share and the Class B stockholders have ten votes per share. The proposals are described in detail in the Company’s proxy statement for the 2022 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on April 29, 2022.

(b) Stockholders voted on the matters set forth below. The final results for the votes regarding each proposal are set forth below.

1. The Company’s Class A stockholders elected the four directors listed below to the Board of Directors, each for a one-year term. The votes regarding this proposal were as follows:

	For	Withheld	Broker Non-Votes
Joseph M. Cohen	25,969,026	582,851	2,068,338
Leonard Tow	15,245,759	11,306,118	2,068,338
David E. Van Zandt	19,690,393	6,861,484	2,068,338
Carl E. Vogel	19,602,772	6,949,105	2,068,338

The Company’s Class B stockholders elected the ten directors listed below to the Board of Directors, each for a one-year term. The votes regarding this proposal were as follows:

	For	Withheld
William J. Bell	114,844,080	0
Charles F. Dolan	114,844,080	0
James L. Dolan	114,844,080	0
Kristin A. Dolan	114,844,080	0
Patrick F. Dolan	114,844,080	0
Thomas C. Dolan	114,844,080	0
Brian G. Sweeney	114,844,080	0
Vincent Tese	114,844,080	0
Aidan J. Dolan	114,844,080	0
Marianne Dolan Weber	114,844,080	0

2. The Company’s Class A stockholders and Class B stockholders, voting together as a single class, ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2022 fiscal year. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
143,293,039	157,174	14,082	0

3. The Company’s Class A stockholders and Class B stockholders, voting together as a single class, approved, on an advisory basis (non-binding), the compensation of the Company’s Named Executive Officers. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
135,186,404	6,133,022	76,531	2,068,338

4. The Company's Class A stockholders and Class B stockholders, voting together as a single class, did not approve a stockholder proposal recommending that the Company adopt a majority voting standard for director elections. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,448,595	119,882,133	65,229	2,068,338

5. The Company's Class A stockholders and Class B stockholders, voting together as a single class, did not approve a stockholder proposal regarding a policy on the Company's dual class structure. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,476,486	119,780,070	139,401	2,068,338

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: June 23, 2022

AMC Networks Inc.

By: /s/ Anne G. Kelly

Anne G. Kelly

Executive Vice President and Corporate Secretary

JOHN CHEVEDDEN

February 11, 2023

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
AMC Networks Inc. (AMCX)
Directors to be Elected by Majority Vote
Kenneth Steiner
516711

Ladies and Gentlemen:

This is a counterpoint to the February 2, 2024 no-action request.

This proposal topic received 15% support at the 2022 AMCX annual meeting. This equals more than 25% support from the independent shares of AMCX. According to the attachment Charles Dolan and his 6 children own a controlling stake in AMC Networks. To require 25% support from all the shares at a controlled company like AMCX would seem to at least violate the spirit of the rule.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Jamie Gallagher

F PROFILE

Charles Dolan & family

Chairman And Founder, Cablevision Systems

\$4.9B Real Time Net Worth
as of 2/11/24
[#587 in the world today](#)

PHOTO BY BOBBY BANK/WIREIMAGE/GETTY IMAGES

About Charles Dolan & family

- Charles Dolan and his 6 children own controlling stakes in AMC Networks and Madison Square Garden's entertainment and sports companies.
- Dolan sold Cablevision, the cable giant he launched in 1973 with 1,500 customers, to billionaire Patrick Drahi's Altice for \$17.7 billion in 2016.
- After dropping out of John Carroll University, the Cleveland native got his start creating sports newsreels for TV stations from his home.
- He moved to New York in 1952, making industrial films before wiring lower Manhattan with cable and founding HBO's predecessor, which he sold in 1973.
- He is the chairman emeritus of the Lustgarten Foundation, the largest private funder of pancreatic cancer research in the world.

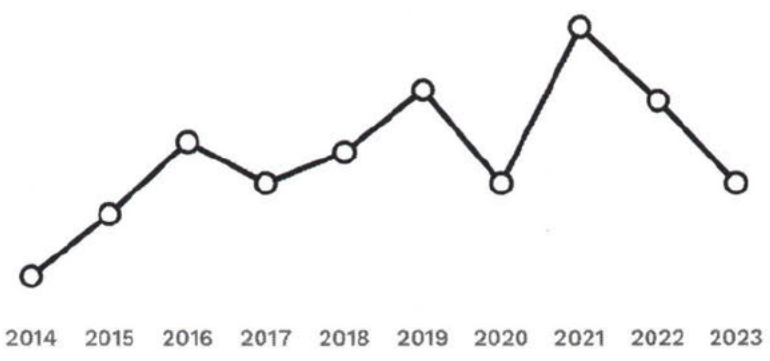
Wealth History

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#591 Billionaires (2023)

Personal Stats

Age 97

Source of Wealth Cable television, Self Made

Self-Made Score 9

Philanthropy Score 2

Residence Oyster Bay, New York

Citizenship United States

Marital Status Widowed

Children 6

Education Drop Out, John Carroll University

Did you know

His brother, Larry Dolan, owns the Cleveland Guardians baseball team.

SULLIVAN & CROMWELL LLP

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New York, New York 10004-2498

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March 18, 2024

Via Online Shareholder Proposal Form

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: AMC Networks Inc.
Clarification to No-Action Request to Omit Shareholder Proposal

Ladies and Gentlemen:

This letter is being sent in regard to the letter submitted on February 2, 2024 (the “No-Action Request”) on behalf of our client AMC Networks Inc., a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, with respect to a proposal submitted by Kenneth Steiner (the “Proponent”) via e-mail on November 22, 2023 (the “Proposal”) for inclusion in the Company’s proxy statement and form of proxy for the Company’s 2024 annual meeting of shareholders (together, the “2024 Proxy Materials”). The No-Action Request is attached as Exhibit A.

We are writing to respectfully clarify for the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that the column headers of the chart set forth under the section entitled “IV. ANALYSIS” on pages 3-4 of the No-Action Request were inadvertently reversed as a formatting matter. As explained in the No-Action Request, the chart compares the resolution language in the Proposal to the resolution language in the prior proposals submitted by the Proponent and included in the Company’s proxy materials for each of its 2022, 2021 and 2020 annual meetings (with additions to the Proposal shown in blue underlined text and deletions from the Proposal shown in red strike-through for illustrative purposes). An updated version of the chart with the corrected column headers is set forth below. No other changes have been made to the chart or No-Action Request.

2022, 2021 and 2020 Prior Proposals	2024 Proposal
Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate	Resolved: Shareholders <u>hereby</u> request that our Board of Directors take the steps

<p>process as soon as possible to amend our Company’s articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.</p>	<p>necessary <u>initiate the appropriate process</u> as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. <u>To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.</u></p>
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This letter, including the exhibit attached hereto, is being submitted electronically to the Staff via the online shareholder proposal form. A copy of this letter is being sent simultaneously to the Proponent via e-mail.

Further to the No-Action Request, we respectfully request that the Staff concur in our view set forth in the No-Action Request that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12)(iii). As noted in the No-Action Request, the Company intends to file its definitive 2024 Proxy Materials with the Commission on or about April 26, 2024.

* * * * *

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact Lauren Boehmke at (212) 558-3135 or boehmkel@sullcrom.com. Thank you for your attention to this matter.

Very truly yours,



Lauren S. Boehmke

Attachment

cc: Anne G. Kelly (AMC Networks Inc.)
Robert W. Downes (Sullivan & Cromwell LLP)

Exhibit A

No-Action Request

[Attached.]

SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000
FACSIMILE: 1-212-558-3588
WWW.SULLCROM.COM

125 Broad Street
New York, New York 10004-2498

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February 2, 2024

Via Online Shareholder Proposal Form

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: AMC Networks Inc.
Request to Omit Shareholder Proposal Submitted by Kenneth Steiner

Ladies and Gentlemen:

On behalf of our client AMC Networks Inc., a Delaware corporation (the “Company”), we hereby submit this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to a proposal submitted by Kenneth Steiner (the “Proponent”) via e-mail on November 22, 2023 for inclusion in the Company’s proxy statement and form of proxy for the Company’s 2024 annual meeting of shareholders (together, the “2024 Proxy Materials”). The full text of the proposal and supporting statement (the “Proposal”) is attached hereto as Exhibit A.

We believe that the Proposal may be properly omitted from the 2024 Proxy Materials for the reason discussed below. We respectfully request confirmation that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff via the online shareholder proposal form. A copy of this letter is being sent simultaneously to the Proponent via e-mail as notification of the Company’s intention to omit the Proposal from the 2024 Proxy Materials.

The Company intends to file its definitive 2024 Proxy Materials with the Commission on or about April 26, 2024.

I. PROPOSAL

The resolution included in the Proposal reads as follows:

Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.

II. BACKGROUND

On November 22, 2023, the Proponent submitted the Proposal via e-mail. The proposal did not contain any information concerning the Proponent's ownership of the Company's stock as required under Rule 14a-8(b). The Company contacted the Proponent via e-mail on November 27, 2023 to confirm receipt of the Proposal and request the Proponent's evidence of requisite stock ownership. On December 3, 2023, the Company received via e-mail from John Chevedden, the Proponent's representative, a TD Ameritrade broker letter, dated December 1, 2023 and attached hereto as Exhibit B, stating that the Proponent has held at least 500 shares of the Company's AMCX stock continuously since at least November 1, 2020.

III. BASIS FOR EXCLUSION

The Company believes that the Proposal may be properly excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12)(iii) because the Proposal addresses substantially the same subject matter as three previously submitted shareholder proposals voted upon within the preceding five calendar years, and the most recent of such proposals did not receive the shareholder support required for a fourth resubmission.

IV. ANALYSIS

Rule 14a-8(i)(12) provides in relevant part that a company may exclude a shareholder proposal submitted under Rule 14a-8 if the proposal "addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was: ... (iii) Less than 25 percent of the votes cast if previously voted on three or more times."

The Commission has provided that assessments for exclusion made under Rule 14a-8(i)(12) are “based upon consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.” Exchange Act Release No. 34-20091 (Aug. 16, 1983). Consistent with this approach, in prior decisions granting no-action relief under Rule 14a-8(i)(12) the Staff has concluded that resubmitted proposals based on similar substantive concerns may be properly excluded even if the proposals are not exactly the same. *See e.g., Applied Materials, Inc.* (Jan. 4, 2024); *Ingles Markets, Incorporated* (Nov. 6, 2023); *Exxon Mobil Corporation* (Mar. 15, 2022); *Microsoft Corporation* (Sept. 28, 2021); *Alphabet Inc.* (Apr. 16, 2019); *Apple Inc.* (Nov. 20, 2018); and *The Coca-Cola Co.* (Jan. 18, 2017).

The Company may properly exclude the Proponent’s Proposal pursuant to Rule 14a-8(i)(12)(iii) because the Proposal addresses substantially the same subject matter as a proposal included in the Company’s proxy materials for each of its 2022, 2021 and 2020 annual meetings (together, the “Prior Proposals”), which is three times within the preceding five calendar years. The most recent vote on the Prior Proposal at the Company’s 2022 annual meeting received less than the minimum of 25% voting support required for further resubmission. The text of the 2022, 2021 and 2020 Prior Proposals is attached hereto as Exhibit C, Exhibit D and Exhibit E, respectively.

The Proposal and the Prior Proposals were all submitted by the Proponent. The subject matter of the Proposal and the Prior Proposals is a recommendation that the Company amend its governance documents to adopt a majority voting standard for director elections. The language used in the resolution for each of the 2022, 2021 and 2020 Prior Proposals is identical and such language is also substantially similar to the language used in the Proposal, with the only substantive difference being the addition of a procedure related to implementing the proposal. The following is a comparison of the resolution language in the Proposal and the Prior Proposals (with additions to the Proposal shown in blue underlined text and deletions from the Proposal shown in red strike-through for illustrative purposes):

2024 Proposal	2022, 2021 and 2020 Prior Proposals
Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow	Resolved: Shareholders <u>hereby</u> request that our Board of Directors take the steps necessary <u>initiate the appropriate process</u> as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees

an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.	exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.
--	--

The most recent vote on the Prior Proposal at the Company's 2022 annual meeting received only 15.2% of the votes cast. The Company's Form 8-K filed on June 23, 2022, a copy of which is attached hereto as Exhibit F, discloses that there were 21,448,595 votes cast "for" the 2022 Prior Proposal and 119,882,133 votes cast "against" the 2022 Prior Proposal. As described in Section F.4 of Staff Legal Bulletin No. 14 (Jul. 13, 2001), only votes cast "for" and "against" a proposal are included in the calculation of the shareholder vote on a proposal for purposes of Rule 14a-8(i)(12), with abstentions and broker non-votes excluded. The vote on the 2022 Prior Proposal failed to meet the minimum 25% support threshold required by Rule 14a-8(i)(12d)(iii) for resubmission of a proposal the substance of which has already been voted on three times within the preceding five calendar years. Therefore, consideration of the Proposal by the Company and its stockholders at the 2024 Annual Meeting is not warranted.

V. CONCLUSION

Accordingly, we respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12)(iii) as described above.

* * * * *

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact Lauren Boehmke at (212) 558-3135 or boehmkel@sullcrom.com. Thank you for your attention to this matter.

Very truly yours,



Lauren S. Boehmke

Attachments

cc: James G. Gallagher (AMC Networks Inc.)
Anne G. Kelly (AMC Networks Inc.)
Robert W. Downes (Sullivan & Cromwell)

Exhibit A

2024 Proposal

[Attached.]

Kenneth Steiner

PII

Ms. Anne G. Kelly
Corporate Secretary
AMC Networks Inc. (AMCX)
11 Penn Plaza
New York, NY 10001
PH: 212-324-8500

Dear Ms. Kelly,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. The attached rule 14a-8 proposal is for the next annual shareholder meeting. I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

Please copy
John Chevedden

PII

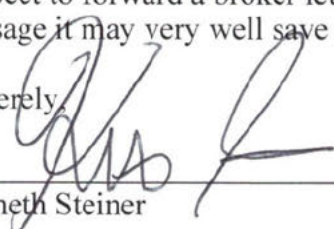
on all communication regarding this proposal.
Mr. Chevedden is assisting me on my representing my proposal.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I expect to forward a broker letter soon so if you acknowledge this proposal promptly in an email message it may very well save you from requesting a broker letter from me.

Sincerely,



Kenneth Steiner



Date

[AMCX: Rule 14a-8 Proposal, November 21, 2023]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Directors to be Elected by Majority Vote

Resolved: Shareholders hereby request that our Board of Directors initiate the appropriate process as soon as possible to amend our Company’s articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats. To allow an orderly transition a director who does not receive a majority vote shall serve for 180-days or less after failure to receive a majority vote.

In order to provide shareholders a meaningful role in director elections, our Company’s current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This will establish a more meaningful vote standard for board nominees and could lead to improved performance by individual directors and the entire board. Under our Company’s current voting system, a director can be elected with as little as one vote from the same director standing for election. An election in North Korea is more competitive.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

This proposal is important to AMC Networks because Mr. Leonard Tow was rejected by 80% negative votes at the 2023 AMC annual meeting. Mr. Tow received 19 million negative votes. Plus Mr. Joseph Cohen and Mr. Carl Vogel each received 10 million negative votes.

Please vote yes:

Directors to be Elected by Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email PII.

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.

If there is objection to the title please negotiate or seek no action relief as a last resort.
Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



FOR

*Shareholder
Rights*

Exhibit B

Proponent's Broker Letter

[Attached.]

12/01/2023

Kenneth Steiner
[REDACTED]
[REDACTED]

Re: Your TD Ameritrade Account Ending in [REDACTED]

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter is to confirm that as of the start of business on December 1, 2023, there were at least 500 shares each held in your TD Ameritrade account ending in [REDACTED] continuously since at least November 1, 2020, of:

- AMC Networks Inc (AMCX)

[REDACTED]
[REDACTED]

TD Ameritrade Clearing's DTC broker number is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to Client Services > Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,



Colton Holmes
Resource Specialist
TD Ameritrade

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TDA 1002212 02/21

Exhibit C

Text of 2022 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

Under our Company's current voting system, a director who owns one share of stock can be elected by his one share voting in favor.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this good governance standard.

A majority vote standard might give Mr. Leonard Tow, Chair management pay committee, and Mr. Carl Vogel, Chair of the Audit Committee, more of an incentive to perform better. Each of these directors received 27% in negative votes.

Now is a good time for this reform since 2015 was the last time our stock price was at \$85.

Also in *AMC Networks Inc.* (April 23, 2019) AMCX management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

Please see the *AMC Networks Inc.* (April 23, 2019) no action request to the Securities and Exchange Commission of 1422 pages: <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf>.

Then do a Command-Find for "We collectively hold" to see the one-page of adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of the cost and nonsense of outside attorneys Sullivan & Cromwell submitting 1422-pages in response to a one-page submission by a shareholder, management then had the gall to put this sentence in the 2020 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 4

Exhibit D

Text of 2021 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This could lead to improved performance by individual directors and the entire board. Under our Company's current voting system, a director can be elected with only his or her own vote. In other words a director can be elected if all other shareholders oppose the director.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

A majority vote standard might give Carl Vogel, Chair of the Audit Committee, an incentive to do better than get rejected by 34% of the vote in 2020.

Now is a good time for this reform since our stock has fallen from \$85 in 2015.

Also in *AMC Networks Inc.* (April 23, 2019) management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

Please see the *AMC Networks Inc.* (April 23, 2019) no action request to the Securities and Exchange Commission of 1422 pages: <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf>.

Then do a Command-Find for "We collectively hold" to see the one-page of adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of the cost and nonsense of outside attorneys Sullivan & Cromwell submitting 1422-pages in response to a one-page submission by a shareholder, management had the gall to put this sentence in the 2020 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 4

Exhibit E

Text of 2020 Proposal — Directors to be Elected by Majority Vote

Resolved: Shareholders request that our Board of Directors take the steps necessary as soon as possible to amend our Company's articles of incorporation and/or bylaws to provide that director nominees shall be elected by the affirmative vote of the majority of votes cast at an annual meeting of shareholders, with a plurality vote standard retained for contested director elections, that is, when the number of director nominees exceeds the number of board seats.

A director who receives less than such a majority vote could be asked to resign from the board immediately as there may be no need to replace the director promptly. If such a director has key experience the director can transition to work as a consultant.

In order to provide shareholders a meaningful role in director elections, our Company's current director election standard should be changed from a plurality vote standard to a majority vote standard. The majority vote standard is the most appropriate voting standard for director elections where only board nominated candidates are on the ballot.

This will establish a more meaningful vote standard for board nominees and could lead to improved performance by individual directors and the entire board. Under our Company's current voting system, a director can be elected with only his or her own vote. In other words a director can be elected if all other shareholders oppose the director.

More than 77% of the companies in the S&P 500 have already adopted majority voting for uncontested elections. Our company has an opportunity to join the growing list of companies that have already adopted this standard.

A majority vote standard might give Carl Vogel, Leonard Tow and Jonathan Miller an incentive to do better than obtain from 24% to 30% in negative director votes each as they did in 2019. Now is a good time for this reform since our stock has fallen from \$63 to \$39 in 5-years.

In *AMC Networks Inc.* (April 23, 2019) management would not even allow AMCX shareholders to cast an advisory vote in 2019 for a one-share/one-vote structure for our company.

See *AMC Networks Inc.* (April 23, 2019): <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/steineramc042319-14a8.pdf> Page 1258 in this hyperlink illustrates the adamant determination of management to not allow a one-share/one-vote structure for our company in spite of the numerous advantages of management accountability in a one-share/one-vote company.

In spite of all this nonsense, management had the gall to put this sentence in the 2019 proxy, "We are committed to ensuring that our Board is accountable to, and acts in the best interests of, all our stockholders, notwithstanding our status as a controlled company."

Please vote yes for one small step toward management accountability:

Directors to be Elected by Majority Vote — Proposal 6

Exhibit F

Form 8-K Filed on June 23, 2022

[Attached.]

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): June 23, 2022 (June 16, 2022)

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)	27-5403694 (I.R.S. Employer Identification No.)
11 Penn Plaza, New York, NY (Address of principal executive offices)	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 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 16, 2022, AMC Networks Inc. (the “Company”) held its 2022 annual meeting of stockholders. In accordance with the Company’s Amended and Restated Certificate of Incorporation, the Class A stockholders have one vote per share and the Class B stockholders have ten votes per share. The proposals are described in detail in the Company’s proxy statement for the 2022 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on April 29, 2022.

(b) Stockholders voted on the matters set forth below. The final results for the votes regarding each proposal are set forth below.

1. The Company’s Class A stockholders elected the four directors listed below to the Board of Directors, each for a one-year term. The votes regarding this proposal were as follows:

	For	Withheld	Broker Non-Votes
Joseph M. Cohen	25,969,026	582,851	2,068,338
Leonard Tow	15,245,759	11,306,118	2,068,338
David E. Van Zandt	19,690,393	6,861,484	2,068,338
Carl E. Vogel	19,602,772	6,949,105	2,068,338

The Company’s Class B stockholders elected the ten directors listed below to the Board of Directors, each for a one-year term. The votes regarding this proposal were as follows:

	For	Withheld
William J. Bell	114,844,080	0
Charles F. Dolan	114,844,080	0
James L. Dolan	114,844,080	0
Kristin A. Dolan	114,844,080	0
Patrick F. Dolan	114,844,080	0
Thomas C. Dolan	114,844,080	0
Brian G. Sweeney	114,844,080	0
Vincent Tese	114,844,080	0
Aidan J. Dolan	114,844,080	0
Marianne Dolan Weber	114,844,080	0

2. The Company’s Class A stockholders and Class B stockholders, voting together as a single class, ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2022 fiscal year. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
143,293,039	157,174	14,082	0

3. The Company’s Class A stockholders and Class B stockholders, voting together as a single class, approved, on an advisory basis (non-binding), the compensation of the Company’s Named Executive Officers. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
135,186,404	6,133,022	76,531	2,068,338

4. The Company's Class A stockholders and Class B stockholders, voting together as a single class, did not approve a stockholder proposal recommending that the Company adopt a majority voting standard for director elections. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,448,595	119,882,133	65,229	2,068,338

5. The Company's Class A stockholders and Class B stockholders, voting together as a single class, did not approve a stockholder proposal regarding a policy on the Company's dual class structure. The votes regarding this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,476,486	119,780,070	139,401	2,068,338

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: June 23, 2022

AMC Networks Inc.

By: /s/ Anne G. Kelly

Anne G. Kelly

Executive Vice President and Corporate Secretary