SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person[*]
COTTER ELLEN M

(Last)   (First)   (Middle)
5995 SEPULVEDA BLVD
SUITE 300

(Street)
CULVER CITY CA   90230

(City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
READING INTERNATIONAL INC [RDI]

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2020

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director   X 10% Owner
X Officer (give title below)   X Other (specify below)
Chairperson, President and CEO / Member of Sec.13(d)(3) Group

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Non-Voting Common Stock	04/16/2020		S		2,500[(1)]	D	$3.3982[(3)]	1,767,649	I	Co-Trustee and beneficiary of James J. Cotter Living Trust[(2)]
Class A Non-Voting Common Stock	04/17/2020		S		2,500[(1)]	D	$3.9965[(3)]	1,765,149	I	Co-Trustee and beneficiary of James J. Cotter Living Trust[(2)]
Class A Non-Voting Common Stock								775,233	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the James J. Cotter Living Trust (the "Trust") on December 23, 2019.

2. Ellen Cotter is a co-trustee of the Trust, a trust organized under the laws of CA. During the lifetime of James J. Cotter, Sr., the Trust was revocable by James J. Cotter, Sr., but the Trust became irrevocable upon the death of James J. Cotter, Sr. on September 13, 2014. The Trust serves as a vehicle for the management and distribution of the assets of James J. Cotter, Sr. Ellen Cotter and Margaret Cotter, acting together as co-trustees of the Trust, may be deemed to share voting and investment power over the shares of the Class A Non-Voting Common Stock directly beneficially owned by the Trust. Ellen Cotter disclaims beneficial ownership of the Class A Non-Voting Common Stock directly beneficially owned by the Trust and reported herein, except to the extent of her pecuniary interest therein. The extent of any pecuniary interest in Class A Non-Voting Common Stock to Ellen Cotter is dependent on certain factors yet to be resolved and is not currently known.

3. The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to Reading International, Inc. ("Reading"), any security holder of Reading, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4. These shares were sold in multiple transactions at prices ranging from: (a) on April 16, 2020, $3.26 to $3.66, inclusive; and (b) on April 17, 2020, $3.86 to $4.13, inclusive.

/s/ Ellen Cotter   04/20/2020
** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.