

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>MATYCZYNSKI ANDRZEJ J</u>			2. Issuer Name and Ticker or Trading Symbol <u>READING INTERNATIONAL INC [RDI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP - Global Ops		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5995 SEPULVEDA BLVD SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CULVER CITY CA 90230								
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Non-Voting Common Stock	03/10/2023		M		3,066	A	(1)	51,988 ⁽⁴⁾	D	
Class A Non-Voting Common Stock	03/10/2023		M		2,930	A	(1)	54,918	D	
Class A Non-Voting Common Stock	03/13/2023		M		776	A	(1)	55,694	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
Restricted Stock Units	(1)	03/10/2023		M		3,066		(2)(3)	(2)(3)	Class A Non-Voting Common Stock	3,066	\$0	3,066	D	
Restricted Stock Units (Performance-based)	(1)	03/10/2023		A		204		(2)(3)	(2)(3)	Class A Non-Voting Common Stock	204	\$0	2,930	D	
Restricted Stock Units (Performance-based) (Class A Non-Voti	(1)	03/10/2023		M		2,930		(2)(3)	(2)(3)	Class A Non-Voting Common Stock	2,930	\$0	0	D	
Restricted Stock Units (Class A Non-Voting Common Stock)	(1)	03/13/2023		M		776		(5)	(5)	Class A Non-Voting Common Stock	776	\$0	0	D	

Explanation of Responses:

- Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- As previously reported, a total of 16,353 restricted stock units were granted on March 10, 2020 pursuant to the Company's 2010 Stock Incentive Plan. Of that amount, (i) 12,265 restricted stock units vest in four equal annual installments commencing on March 10, 2021, March 10, 2022, March 10, 2023, and March 10, 2024; and (ii) 4,088 performance-based restricted stock units (PRSU) vest on the third anniversary of the Date of Grant, March 10, 2023; provided that (a) the reporting person has not undergone a termination of his service at the vesting date (or earlier accelerating event), and (b)(1) one-third of the performance criteria (PRSU Criteria) has been met and certified by the Compensation and Stock Option Committee (Committee) for the year ended December 31, 2020, such determination to be made before March 10, 2021; 3. and (2) two-thirds of the PRSU Criteria shall be based upon performance for the two remaining calendar years (2021 and 2022) under objective performance criteria to be established by the Committee, and shall be subject to the certification by the Committee that such PRSU Criteria, or portion thereof (stated as a percentage), has been met. The Committee must certify on or before March 10, 2023 the percentage of the PRSU Criteria which has been met for the calendar years 2021 and 2022. On March 9, 2022, the Committee determined and certified that the reporting person met 100% of the PRSU Criteria for the year ended December 31, 2021. On March 9, 2023, the Committee determined and certified that the reporting person met 15% of PRSU criteria for the year ended December 31, 2022. The reporting person previously reported all 16,353 restricted stock units (including 4,088 PRSUs) in Table II of Form 4 dated March 12, 2020.
- The total amount of shares beneficially owned has been adjusted to correct an immaterial understatement in the amount of 18 shares of Class A Non-Voting Common Stock directly owned by the reporting person.
- 3,104 restricted stock units granted on March 13, 2019 pursuant to the Company's 2010 Stock Incentive Plan, vesting in four equal annual installments commencing on the first anniversary of the Date of Grant. The installments vest on March 13, 2020, March 13, 2021, March 13, 2022, and March 13, 2023.

/s/ Andrzej Matyczynski

03/14/2023

** 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.

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