

**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	
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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>SMERLING ROBERT F</u>  (Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300  (Street) CULVER CITY CA 90230  (City) (State) (Zip)	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) President - U.S. Cinemas
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	04/05/2023		M		5,678	A	(I)	38,488	D	
Class A Non-Voting Common Stock	04/05/2023		F		2,589	D	(I)	35,899	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	(I)	04/05/2023		M			5,678	(2)(3)	(2)(3)	Class A Non-Voting Common Stock	5,678	\$0	11,354	D	
Restricted Stock Units (Performance-based) (Class A Non-Voti	(I)	04/05/2023		A		378		(2)(3)	(2)(3)	Class A Non-Voting Common Stock	378	\$0	2,902	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.
- A total of 30,280 restricted stock units were granted on April 5, 2021 pursuant to the Company's 2020 Stock Incentive Plan. Of that amount, (i) 22,710 restricted stock units vest in four equal annual installments commencing on April 5, 2022, April 5, 2023, April 5, 2024 and April 5, 2025 and (ii) 7,570 performance-based restricted stock units (PRSU) vest on the third anniversary of the Date of Grant, April 5, 2024 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, 2021, such determination to be made before March 10, 2022; and (2) two-thirds of the PRSU Criteria shall be based upon performance for the two remaining calendar years (2022 and 2023) 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, 2024 the percentage of the PRSU Criteria which has been met for the calendar years 2022 and 2023. 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.

/s/ Robert F. Smerling 04/07/2023

\*\* 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.

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.