SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [RDI	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
COTTER EL	LEN M			X	Director	Х	10% Owner		
(Last)	(First)	(Middle)		X	Officer (give title below)	X	Other (specify below)		
5995 SEPULVE SUITE 300	DA BLVD		3. Date of Earliest Transaction (Month/Day/Year) 02/24/2022	Vic	e Chair, President a of Sec.13(d)				
(Street) CULVER CITY	СА	90230	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group F Form filed by One F	0	、		
(City)	(State)	(Zip)			Form filed by More Person	•	0		

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

Table 1- Holl-Derivative Securities Acquired, Disposed of, of Deriencially Owned												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Class A Non-Voting Common Stock	02/24/2022		S		2,750 ⁽¹⁾	D	\$4.3191 ⁽³⁾	1,367,149	I	Co-Trustee and beneficiary of James J. Cotter Living Trust ⁽²⁾		
Class A Non-Voting Common Stock	02/25/2022		s		2,750 ⁽¹⁾	D	\$4.4316 ⁽³⁾	1,364,399	I	Co-Trustee and beneficiary of James J. Cotter Living Trust ⁽²⁾		
Class A Non-Voting Common Stock								797,103	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. Transa Code (8)		on of		Expiration Date (Month/Day/Year)		Amount of		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 22, 2021.

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. 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 February 24, 2022, \$4.26 to \$4.44, inclusive? and (b) on February 25, 2022, \$4.37 to \$4.505, inclusive.

<u>/s/ Ellen Cotter</u>

** Signature of Reporting Person Da

Date

02/25/2022

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.