

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): May 1, 2015

READING INTERNATIONAL, INC.  
(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State or Other Jurisdiction of Incorporation)

1-8625 (Commission File Number)	95-3885184 (I.R.S. Employer Identification No.)
6100 Center Drive Suite 900 Los Angeles, California (Address of Principal Executive Offices)	90045 (Zip Code)

(213) 235-2240  
(Registrant's Telephone Number, Including Area Code)

n/a  
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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)).

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**Late Filing**

Reading International, Inc. (“we,” “us,” “our” and the “company”) intends to amend our Annual Report on Form 10-K for the year ended December 31, 2014, originally filed with the Securities and Exchange Commission, or SEC, on March 7, 2015 the “Original 10-K”), to include information required by Part III, Items 10, 11, 12, 13 and 14 because our definitive proxy statement will not be filed within 120 days after December 31, 2014, the end of the fiscal year covered by our Annual Report on Form 10-K.

We were unable to file the definitive proxy statement because of the disputed ownership of our Class B voting shares as described below, the outcome of which dispute may have a material affect on the beneficial ownership of our Class B voting shares as required to be set forth in the definitive proxy statement.

**Disputed Ownership of Class B Voting Shares**

The beneficial ownership of 327,808 shares of our outstanding Class B voting stock, which we refer to as the “disputed shares,” and 100,000 shares of Class B voting stock underlying a currently exercisable stock option, which we refer to as the “disputed option,” is disputed by the Cotter family members.

Ellen M. Cotter and Margaret Cotter maintain that the disputed shares and the disputed option belong to the Cotter Estate, while James J. Cotter, Jr. maintains that they belong to the James J. Cotter Family Trust. Because the disputed shares and the shares underlying the disputed option together represent a material amount of our outstanding Class B voting shares, on April 29, 2015, we filed in the District Court of Clark County, Nevada, a petition requesting instructions from the Court with respect to the disputed shares and the disputed option. A copy of our petition is attached as Exhibit 99.1 to this Report and incorporated herein by reference. Depending upon the outcome of this matter, the beneficial ownership of our Class B shares may change from that previously reported by us.

We will file an amendment to our Annual Report as soon as we are able depending on developments in the disputed matters. Except for the Part III information described above, we do not expect the amendment to include any material change in the information contained in the Original 10-K.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) The following exhibit is included with this Report:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Petition for Order Confirming that Stock in Reading International, Inc. is an Asset of and Subject to the James J. Cotter Trust.

## 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.

Dated: May 1, 2015

READING INTERNATIONAL, INC.

By: /s/ ANDRZEJ MATYCZYNSKI

Andrzej Matyczynski  
Chief Financial Officer

Kara Hendricks (NV Bar No. 7743)  
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Landon Lerner (NV Bar No. 13368)  
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*Counsel for Reading International, Inc.*

**DISTRICT COURT**  
**CLARK COUNTY, NEVADA**

In the Matter of the Estate of  
  
JAMES J. COTTER  
  
Deceased.

Case No.: P-14-082942-E  
Dept. No.: XXVI/PROBATE

**PETITION FOR INSTRUCTIONS**

READING INTERNATIONAL, INC. (“Reading”), by and through its counsel, Greenberg Traurig, LLP, hereby petitions the Court for instructions regarding certain disputed stock certificates and a stock option agreement (the “Petition for Instructions”) on order shortening time. This Petition for Instructions is made and based upon the following Memorandum of Points and Authorities, the affidavit of Landon Lerner, the pleadings and papers on file, and any further argument the Court may entertain.

DATED this 23<sup>rd</sup> day of April, 2015.

**GREENBERG TRAUIG, LLP**

/s/ Kara Hendricks

Kara Hendricks, Esq. (NV Bar No. 7743)  
hendricksk@gtlaw.com  
Landon Lerner (NV Bar No. 13368)  
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3773 Howard Hughes Parkway  
Suite 400 North  
Las Vegas, NV 89169  
*Counsel for Reading International, Inc.*





## MEMORANDUM OF POINTS AND AUTHORITIES

### I. INTRODUCTION

READING INTERNATIONAL, INC. (“Reading”) is a publicly traded Nevada corporation currently in possession of certain Reading stock certificates and is party to a stock option agreement with James J. Cotter, Sr. (“Decedent”). Reading is requesting guidance from the Court regarding the rights of the Estate and/or Trust (as defined below) relating to the stock certificates and option agreement.

### II. STATEMENT OF FACTS

At the time of his passing on or about September 13, 2014, Decedent was a resident of the State of Nevada. The Estate of James J. Cotter (the “Estate”) is being administered in the State of Nevada through the above-captioned action. On or about December 22, 2014, the Court appointed Decedent’s daughters, Ellen Cotter (“Ellen”) and Ann Margaret Cotter (“Margaret”), as co-executors of the Estate. In addition, the Court issued Letters Testamentary to both Ellen and Margaret.

Based on certain records and filings made with the Securities and Exchange Commission, all of Decedent’s stock holdings in Reading, including: (A) 1,023,888 shares (the “Cotter Shares”) of Class B Voting Stock (“Voting Stock”); and (B) a currently exercisable option pursuant to a Nonstatutory Stock Option Agreement to acquire an additional 100,000 shares of Voting Stock (the “Option”), were, at the time of Decedent’s passing, held by the James J. Cotter Living Trust dated August 1, 2000, as amended (the “Trust”). Upon Decedent’s death, Reading is informed that the Trust became irrevocable. Reading’s stock register reflects that 327,808 of the Cotter Shares (the “Disputed Shares”), constituting approximately 21.9% of the voting power of outstanding capital stock, are held in the name of James J. Cotter, Sr. However, Reading is informed that Decedent executed an assignment of stock reflecting the transfer of the Disputed Shares to the Trust. Reading also is informed that, in the event the Disputed Shares were not effectively transferred by Decedent, pursuant

to his last will and testament, they would eventually pour over into the Trust. In the meantime, they may make up part of the Estate that is being administered by the above-captioned action. Reading is also informed that the Option was transferred to the Trust or, in the event it was not effectively transferred by Decedent, pursuant to his last will and testament, it would eventually pour over into the Trust.

Reading's stock register indicates that 696,080 of the Cotter Shares, constituting approximately 46.5% of the voting power of outstanding capital stock, are in the name of the Trust. On June 5, 2013, the Declaration of Trust establishing the Trust was amended and restated (the "2013 Restatement") to provide that, upon the death of Decedent, the Trust's shares of Voting Stock were to be held in a separate trust, to be known as the "Reading Voting Trust," for the benefit of the grandchildren of Decedent. The 2013 Amendment names Margaret the sole trustee of the Reading Voting Trust, and James J. Cotter, Jr. ("James Jr.") is named as the first alternate trustee in the event that she is unable or unwilling to act.

Reading is informed that on June 19, 2014, Decedent signed a 2014 Partial Amendment to Declaration of Trust (the "2014 Amendment") that names Margaret and James Jr. as co-trustees of the Reading Voting Trust and provides that, in the event they are unable to agree upon an important trust decision, they shall rotate the trusteeship between them annually on each January 1st. Reading is further informed that the 2014 Amendment further directs the trustees of the Reading Voting Trust to, among other things, vote such of the Cotter Shares held by the Reading Voting Trust in favor of the appointment of Ellen, Margaret, and James Jr. to Reading's board of directors.

On February 6, 2015, Ellen and Margaret filed a Petition in the Superior Court of the State of California, County of Los Angeles, captioned *In re James J. Cotter Living Trust dated August 1, 2000* (Case No. BP159755). Among other things, that lawsuit seeks relief that could determine the validity of the 2014 Amendment and who between Margaret and James Jr. has authority as trustee or co-trustees of the Reading Voting Trust to vote the Cotter Shares



(in whole or in part) and the scope and extent of such authority. Reading is informed that on or about April 9, 2015, James Jr. filed an opposition to the Petition. Reading is not a party to that lawsuit and takes no position as to the claims asserted or the relief sought therein.

III. **REQUEST FOR INSTRUCTIONS**

Presently, and pertinent to this Petition, Ellen and Margaret maintain that the Disputed Shares belong to the Estate and on April 17, 2015, Ellen and Margaret made a demand upon Reading for the stock certificates. By letter dated April 19, 2015, through legal counsel, James Jr. maintains that the Disputed Shares belong to the Trust and has instructed Reading not to deliver the certificates for the Disputed Shares to the Estate. In addition, Reading is informed that James Jr. filed with this Court on April 20, 2015, a Petition for Order Confirming that Stock in Reading International, Inc. is an Asset of and Subject to the James J. Cotter Trust (“James Jr. Petition”), which seeks, among other things, an order from the Court “confirming that the Subject Stock is an asset subject to the Cotter trust, as amended; that the Subject Stock is under the control of the Cotter Trust; and that the Subject Stock be conveyed to the Cotter Trust . . . .” James Jr. Petition at 7:23-25.

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As such, Reading is in the untenable position of not having clear direction as to what to do with the certificates for the Disputed Shares. In addition, there are conflicting claims

regarding the Option. Moreover, because the Disputed Shares and the Option together represent a material portion of Reading's voting shares, Reading seeks to resolve this issue as soon as possible so as not to interfere with the potential voting control of the Company. Therefore, Reading respectfully requests instructions from the Court regarding what, if anything, it should do with the certificates for the Disputed Shares. Reading likewise does not have clear direction as to whether the Estate or the Trust, if either, has the ability to enforce Decedent's rights under the Option. As such, Reading further respectfully requests instructions from the Court regarding whether the Estate or the Trust, if either, has the ability to enforce Decedent's rights under the Option.

DATED this 23<sup>rd</sup> day of April, 2015.

**GREENBERG TRAUIG, LLP**

\_\_\_\_\_/S/ Kara Hendricks\_\_\_\_\_  
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3773 Howard Hughes Parkway  
Suite 400 North  
Las Vegas, NV 89169  
*Counsel for Reading International, Inc.*

**CERTIFICATE OF SERVICE**

I hereby certify that on April 23, 2015, and pursuant to N.R.C.P 5 and Administrative Order

14-2, that I served the foregoing **PETITION FOR INSTRUCTIONS** upon the following party:

Leigh Goddard  
McDonald Carano Wilson LLP  
100 W. Liberty St., 10<sup>th</sup> Floor  
P.O. Box 2670  
Reno, Nevada 89505  
*Attorneys for James J. Cotter, Jr.*

Alan D. Fereer  
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Ann Margaret Cotter  
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James Cotter, Jr.  
Sophia I. Cotter  
Brook E. Cotter  
James J. Cotter  
374 Homewood  
Los Angeles, California 90049

Ellen Marie Cotter  
20 East 74<sup>th</sup> Street, Apt. 5B  
New York, New York 10021

William Ellis Reading International, Inc.  
6100 Center Drive, Suite 900  
Los Angeles, California 90045

by electronic means via this Court's electronic filing system upon:

and by causing a full, true, and correct copy thereof to be sent by the following indicated method or methods, on the date set forth below:

by mailing in a sealed, first class postage-prepaid envelop, addressed to the last-

known office address of the attorney, and deposited with the United States Postal Service  
in Las Vegas, Nevada.

DATED this 23<sup>rd</sup> day of April, 2015.

/s/ S. Renee Hoban

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AN EMPLOYEE OF GREENBURG TRAURIG, LLP

Page 9 of 9

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