| SEC Form 4 |  |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| $\Box$ | Check this box if no longer subject<br>to Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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|--------|--|

## 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 Addres           | 1 0     |          | 2. Issuer Name and Ticker or Trading Symbol<br>READING INTERNATIONAL INC [ RDI | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                              |         |                       |  |
|------------------------------|---------|----------|--|--|------------------------------|---------|-----------------------|--|
| James J. Cotter Living Trust |         |          |  |  | Director                     | Х       | 10% Owner             |  |
| (Last)                       | (First) | (Middle) | 1  |  | Officer (give title below)   | Х       | Other (specify below) |  |
| 5995 SEPULVEDA BLVD          |         | (        | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/23/2020                 |  | Member of Sec.13(d)(3        |         | (3) Group             |  |
| SUITE 300                    |         |          |  |  |                              |         |                       |  |
|                              |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       | 6. Indiv<br>Line)  | idual or Joint/Group F       | iling ( | (Check Applicable     |  |
| (Street)<br>CULVER CITY      | CA      | 90230    |  | X  | Form filed by One F          | Repor   | ting Person           |  |
|                              |         |          |  |  | Form filed by More<br>Person | than (  | One Reporting         |  |
| (City)                       | (State) | (Zip)    |  |  |                              |         |                       |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |            |
|---------------------------------|--|---|------------------------------|---|--|---------------|---|---|---|------------|
|                                 |  |   | Code                         | v | Amount   | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (Instr. 4) |
| Class A Non-Voting Common Stock | 04/23/2020                                 |   | S                            |   | 2,500 <sup>(1)</sup>   | D             | <b>\$3.5393</b> <sup>(3)</sup>  | 1,755,149   | <b>D</b> <sup>(2)</sup>                             |            |
| Class A Non-Voting Common Stock | 04/24/2020                                 |   | S                            |   | 2,500 <sup>(1)</sup>   | D             | <b>\$3.5015</b> <sup>(3)</sup>  | 1,752,649   | <b>D</b> <sup>(2)</sup>                             |            |

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

|   |   |  | ( 0 / 1   |                              | , |     |  | • *                 |   |       |  | ·   |  |  |  |
|---|---|--|---|------------------------------|---|-----|--|---------------------|---|-------|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   |     | vative<br>rities<br>lired<br>r<br>osed<br>)<br>r. 3, 4 |                     | : Date Exercisable and<br>Expiration Date Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Inst<br>3 and 4) |       |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A) | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

## Explanation of Responses:

1. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted on December 23, 2019.

2. The James J. Cotter, Living Trust (the "Trust") is 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. Margaret Cotter and Ellen Cotter disclaim beneficial ownership in Class A Non-Voting Common Stock reported herein, except to the extent of their respective pecuniary interest therein.

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 23, 2020, \$3.42 to \$3.59, inclusive; and (b) on April 24, 2020, \$3.44 to \$3.58, inclusive.

| <u>/s/ Ellen Marie Cotter, as Co-</u> |                   |
|---------------------------------------|-------------------|
| Trustee of the James J. Cotter        | <u>04/24/2020</u> |
| Living Trust                          |                   |
| <u>/s/ Margaret Cotter, as Co-</u>    |                   |
| Trustee of the James J. Cotter        | <u>04/24/2020</u> |
| Living Trust                          |                   |
| ** Signature of Reporting Person      | Date              |

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

 $^{\ast}$  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.