SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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

1. Name and Address of Reporting Person [*] SMERLING ROBERT F						2. Issuer Name and Ticker or Trading Symbol <u>READING INTERNATIONAL INC</u> [RDI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300						3. Date of Earliest Transaction (Month/Day/Year) 03/10/2020									below)	er (give title Other (specify)) resident - U.S. Cinemas			pecify		
(Street) CULVER (City)							4. If Amendment, Date of Original Filed (Month/Day/Year)									dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
			Tal	ole I - Nor	n-Deri	vativ	/e Se	ecuritie	es Acq	uired,	Dis	posed of	, or E	Bene	ficially	v Owned					
Date				2. Transaction Date Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction D Code (Instr. 5)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)		(A) or 3, 4 and	Securitie Beneficia Owned F	5. Amount of Securities Beneficially Owned Following		: Direct Indirect str. 4)	7. Nature o Indirect Beneficial Ownership				
										Code	v	Amount	(A (D	() or))	Price	Transacti	 Reported Transaction(s) (Instr. 3 and 4) 			(Instr. 4)	
Class A Non-Voting Common Stock 03/10					0/2020				М		1,046		A	(1)	10,608		D				
Class A N	on-Votin	ig Common	Stock		03/1	0/20	20			F		455		D	\$6.12	10,	153	53 D			
				Table II - I						,		osed of, onvertib				Owned					
Derivative Security (Instr. 3)	2. Conversio or Exercis Price of Derivative Security	n Date e (Month/Day	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	ate, 1	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerci Expiration Dat (Month/Day/Ye		e	7. Title and An of Securities Underlying Derivative Sec (Instr. 3 and 4)		ecurity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported	e s ully g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natur of Indirec Beneficia Ownersh (Instr. 4)	
						Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title		Amount or Number of Shares		Transacti (Instr. 4)	ion(s)			

Explanation of Responses:

(1)

(1)

03/10/2020

03/10/2020

Restricted Stock Units

(Class A

Non-

Units

Non-

Voting Common Stock)

(Class A

Voting

Common Stock) Restricted Stock

1. 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

м

2. 4,184 restricted stock units granted on March 10, 2016 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 10, 2017, March 10, 2018, March 10, 2020.

(3)

1,046

3. 25,511 restricted stock units granted on March 10, 2020 pursuant to the Company's 2010 Stock Incentive Plan. 19,134 restricted stock units vesting in four equal annual installments commencing on the first anniversary of the Date of Grant. The installments vest on March 10, 2021, March 10, 2022, March 10, 2023, and March 10, 2024. 6,377 restricted stock units vest on the third anniversary of the Date of Grant, March 10, 2023.

/s/ Robert F. Smerling

Class A Non-

Voting

Commo

Stock

Class A

Non-Voting

Common Stock 1,046

25,511

\$<mark>0</mark>

\$<mark>0</mark>

0

25,511

03/12/2020

Date

D

D

(2)

(3)

** Signature of Reporting Person

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

25,511

* 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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