## FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
-------------	------	-------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:								

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*  COTTER MARGARET						2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [ RDI ]									S. Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner     Officer (give title					
(Last) (First) (Middle) 5995 SEPULVEDA BLVD SUITE 300						Date of -/05/20		Tran	saction	n (Mon	th/Day/Year)	(	X Officer (give title X Other (specify below)  Chairperson, EVP - RE Dev/NY / Member of Sec.13(d)(3) Group							
(Street) CULVER CITY CA 90230 (City) (State) (Zip)						If Amer	idment, E	Date	of Orig	jinal Fi	led (Month/Da		6. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person							
		Tab	le I -	Non-Deri	vativ	e Sec	urities	Ac	quir	ed, D	isposed o	of, or E	Beneficia	ally	Owned					
1. Title of Security (Instr. 3)			2. Transact Date (Month/Day	ion	2A. Deemed Execution Date,		<u>,</u>	3. Transaction Code (Instr.		4. Securities Acquired (A) or			5. Amount of Securities Beneficially Owned Following		of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code V		Amount (A) or (D) Price		Price	Reported Transaction (Instr. 3 and					(Instr. 4)	
Class A N	lass A Non-Voting Common Stock 04/05/202		021	1			S		4,000(1)	D	\$6.3256 <sup>(3)</sup>		1,572,649		I		Co-Trustee and beneficiary of James J. Cotter Living Trust <sup>(2)</sup>			
Class A N	Non-Voting	Common Stock		04/06/2	021				S		4,000(1)	D	\$6.5237	7(3)	1,568,	649	:	I (	Co-Trustee and peneficiary of James J. Cotter Living	
Class A Non-Voting Common Stock		04/07/2021		1			S		4,000(1)	D	\$6.4089	<b>\$</b> 6.4089 <sup>(3)</sup>		1,564,649		Co-T and bene I of Ja Cottr Livir Trus				
Class A Non-Voting Common Stock													84,956			I Sole- Trustee of James J. Cotter Education Trust #10				
Class A N	Non-Voting											758,9	959	I	D					
			Table								sposed of				Owned					
Security or Exercise (Month/Day/Year) if any		eemed 4. tion Date, Trans		s, calls, warrant  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ve es d	6. Date Exc Expiration (Month/Da		rcisable and Date	7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		nt 8. Price of Derivative Security (Instr. 5) Be ON Re		9. Numb derivati Securiti Benefic Owned Followin Reporte Transac (Instr. 4)	ve ies ially ng ed ction(s)	10. Ownersh Form: Direct (D) or Indirec (I) (Instr.	Beneficial Ownership et (Instr. 4)			
					Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	or Numbe of Shares	er						
Restricted Stock Units	(5)	04/05/2021			A		22,710			(6)	(6)	Class A Non- Voting Commo Stock	22,71	0	\$0	22,7	710	D		

## 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 23, 2019.
- 2. Margaret 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. Margaret Cotter disclaims beneficial ownership of the Class A Non-Voting Common Stock directly beneficially owned by the Trust and reported herein, except to the extent of her pecuniary interest therein. The extent of any pecuniary interest in Class A Non-Voting Common Stock to Margaret 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 April 5, 2021, \$6.215 to \$6.49, inclusive? (b) on April 6, 2021, \$6.40 to \$6.70, inclusive; and (c) on April 7, 2021, \$6.38 to \$6.56, inclusive.
- 4. As per joint stipulation and court order, Margaret Cotter and James J. Cotter Jr., co-trustees of the James J. Cotter Grandchildren Trust, a trust established for James J. Cotter Sr.'s grandchildren, divided the trust into two separate trusts whereby each is the sole trustee of their children's education trust. Margaret Cotter is the sole-trustee of the James J. Cotter Education Trust #1 (the "Trust"), and may be deemed to be indirect beneficial owners of the Class A Non-voting Common Stock directly beneficially owned by such Trust. Margaret Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.
- 5. Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- 6. A total of 22,710 restricted stock units were granted on April 5, 2021 pursuant to the Company's 2020 Stock Incentive Plan. The restricted stock units vest in four equal annual installments commencing on April 5, 2022, April 5, 2023, April 5, 2024, and April 5, 2025.

04/07/2021 /s/ Margaret Cotter \*\* 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.