

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 <hr/> (Last) (First) (Middle) 189 SECOND AVENUE SUITE 2S <hr/> (Street) NEW YORK NY 10003 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol READING INTERNATIONAL INC [RDI] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ President - U.S. Cinemas | |
| 3. Date of Earliest Transaction (Month/Day/Year) 04/11/2024 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Class A Non-Voting Common Stock | 04/11/2024 | | M | | 11,250 | A | (1) | 64,361 | 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 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 |
| Restricted Stock Units | (1) | 04/11/2024 | | M | | 11,250 | | (2)(3)(4) | (2)(3)(4) | Class A Non-Voting Common Stock | 11,250 | \$0 | 33,750 | D | |

Explanation of Responses:

- Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.
- As previously reported, a total of 60,000 restricted stock units were granted on April 11, 2023 pursuant to the Company's 2020 Stock Incentive Plan. Of that amount, (i) 45,000 restricted stock units vest in four equal annual installments commencing on April 11, 2024, April 11, 2025, April 11, 2026 and April 11, 2027; and (ii) 15,000 performance based restricted stock units (PRSU) vest on the third anniversary of the Date of Grant, April 11, 2026; provided that (a) the reporting person has not undergone a termination of his service at the vesting date (or earlier accelerating event), and (b)(1) one third of the performance criteria (PRSU Criteria) has been met and certified by the Compensation and Stock Option Committee (Committee) for the year ended December 31, 2023, such determination to be made before March 10, 2024;
- and (2) two thirds of the PRSU Criteria shall be based upon performance for the two remaining calendar years (2024 and 2025) under objective performance criteria to be established by the Committee, and shall be subject to the certification by the Committee that such PRSU Criteria, or portion thereof (stated as a percentage), has been met. The Committee must certify on or before March 10, 2026 the percentage of the PRSU Criteria which has been met for the calendar years 2024 and 2025. On April 5, 2024, the Committee determined and certified that the reporting person met 89% of PRSU criteria for the year ended December 31, 2023.
- 11,250 restricted stock units are fully vested on April 11, 2024 and the underlying shares of Class A Common Stock in Reading International, Inc. will be delivered to the reporting person in accordance with their irrevocable deferral election.

/s/ Robert F. Smerling 04/15/2024
 ** 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.