

READING INTERNATIONAL INC

Form 4

October 09, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTTER ELLEN M

2. Issuer Name **and** Ticker or Trading
Symbol
READING INTERNATIONAL INC
[RDI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6100 CENTER DRIVE SUITE 900

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Interim CEO / Member of Sec.13(d)(3)
Group

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

LOS ANGELES, CA 90045

(City) (State) (Zip)

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	04/16/2015		F ⁽⁶⁾		37,400	D	\$ 13.69	799,765	D	
Class A Non-Voting Common Stock								1,897,649 ⁽¹⁾	I	Co-trustee and beneficiary for the James J. Cotter Living Trust

Class A Non-Voting Common Stock							102,751 ⁽⁸⁾	I	⁽¹⁾ Co-trustee of James J. Cotter Foundation
Class A Non-Voting Common Stock	12/31/2014	A ⁽⁵⁾⁽⁹⁾	V	160,643	A	\$ ⁽⁹⁾ 7.47	408,263	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽²⁾
Class A Non-Voting Common Stock	09/21/2015	F ⁽⁴⁾⁽⁵⁾	V	81,463	D	\$ 12.57	326,800	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽²⁾
Class B Voting Common Stock	04/16/2015	M		50,000	A	\$ 10.24	50,000	D	
Class B Voting Common Stock							696,080 ⁽¹⁾	I	Co-trustee for the James J. Cotter Living Trust ⁽¹⁾
Class B Voting Common Stock	09/21/2015	M ⁽³⁾⁽⁵⁾	V	100,000	A	\$ 10.24	427,808	I	Co-executor for the Estate of James J. Cotter, Sr. ⁽²⁾

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)		Title

						Date Exercisable	Expiration Date		Amount Number Shares
Stock Option (Right to Buy)	\$ 10.24	09/21/2015	M ⁽³⁾⁽⁵⁾	V	100,000	(7)	05/09/2017	Class B Voting Common Stock	100,000
Stock Option (Right to Buy)	\$ 10.24	04/16/2015	M		50,000	(7)	05/09/2017	Class B Voting Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTTER ELLEN M 6100 CENTER DRIVE SUITE 900 LOS ANGELES, CA 90045	X	X	Interim CEO	Member of Sec.13(d)(3) Group

Signatures

/s/ Ellen Cotter 10/09/2015

**Signature of
Reporting Person Date

Explanation of Responses:

* 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).

(1) See Exhibit 99.1

(2) Ms. Ellen Cotter was appointed co-executor of the Estate of James J. Cotter, Sr. (the "Estate") by order of the District Court of Clark County, Nevada (the "District Court") on December 22, 2014. As co-executor of the Estate, Ms. Ellen Cotter is deemed to be an indirect beneficial owner of both the Class A Non-Voting Common Stock and Class B Voting Common Stock directly beneficially owned by the Estate. Ms. Ellen Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.

(3) On September 21, 2015, the Compensation and Stock Options Committee of Reading International, Inc. (the "Company") approved the exercise by the Estate of the options to acquire 100,000 shares of Class B Voting Common Stock.

(4) Represents Class A Non-Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the Estate's exercise of vested stock options to acquire 100,000 shares of Class B Voting Common Stock on September 21, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the Estate.

(5) All reported transactions are exempt pursuant to Rule 16a-2(d).

(6) Represents Class A Non-Voting Common Stock shares returned to the Company for payment of the exercise price in connection with the reporting person's exercise of vested stock options to acquire 50,000 shares of Class B Voting Common Stock on April 16, 2015. There was no open market sale of such Class A Non-Voting Common Stock shares by the reporting person.

(7) Currently exercisable.

(8) Ms. Ellen Cotter is a co-trustee of the James J. Cotter Foundation (the "Foundation") and may be deemed to be an indirect beneficial owner of the Class A Non-Voting Common Stock directly beneficially owned by the Foundation. Ms. Ellen Cotter disclaims beneficial ownership in such shares, except to the extent of any pecuniary interest therein.

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- (9) Represents shares of Class A Non-Voting Common Stock issued as compensation for Mr. James J. Cotter, Sr.'s services performed prior to his death on September 13, 2014 as an officer and director of the Company. The price was the closing price of Class A Non-Voting Common Stock on February 27, 2014 (\$7.47), the date that the Company's Compensation and Stock Options Committee approved the stock bonus in the amount of \$1,200,000.

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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