

SMERLING ROBERT F  
Form 4  
April 16, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMERLING ROBERT F

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)  
5995 SEPULVEDA BLVD, SUITE 300  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/12/2019

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President - Domestic Cinemas

CULVER CITY, CA 90230

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

(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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Class A Nonvoting Common Stock  | 04/12/2019                           |  |                                | M   | 913   | A  | Ⓟ 9,855   | D |
| Class A Nonvoting Common Stock  | 04/12/2019                           |  |                                | F   | 148   | D  | \$ 16.02 9,707  | D |

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) | Amount or Number of Share |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                           |
| Restricted Stock Units                                       | <u>(1)</u>   | 04/12/2019                           |  | M                              | 913   | <u>(2)</u> <u>(2)</u>                                    | Class A Non-Voting Common Stock                               | 913                       |
| Stock Options; Right to Buy; Class A Non-Voting Common Stock | \$ 16.44   |                                      |  |                                |   | <u>(3)</u> 04/11/2023                                    | Class A Non-Voting Common Stock                               | 15,748                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| SMERLING ROBERT F<br>5995 SEPULVEDA BLVD<br>SUITE 300<br>CULVER CITY, CA 90230 |               |           | President - Domestic Cinemas |       |

## Signatures

/s/ Robert F. Smerling 04/16/2019

\_\_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) Each Restricted Stock Unit represents the contingent right to receive one share of Class A Non-Voting Common Stock upon vesting of the unit.

On April 12, 2018, the Reporting Person was granted 3,649 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date. The first installment vested on April 12, 2019, and the remaining three installments vest on April 12, 2020, April 12, 2021 and April 12, 2021.

(3) On April 12, 2018, the Reporting Person was granted 15,748 stock options, vesting in four equal annual installments beginning on the first anniversary of the grant date. The first installment became exercisable on April 12, 2019, and the remaining three installments become exercisable on April 12, 2020, April 12, 2021 and April 12, 2021.

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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