

Ghose Devasis
Form 4
March 07, 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 *
Ghose Devasis

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)
02/06/2019

____ Director
____ Officer (give title below) Other (specify below)
Former Chief Financial Officer

CULVER CITY, CA 90230

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A NonVoting Common Stock | | | | | | D | |
| | | | | | 7,500 | D | |
| Class A Nonvoting Common Stock | 02/09/2019 | | M | 35,000 A | \$ 13.42 42,500 | D | |
| Class A Nonvoting Common Stock | 02/09/2019 | | S | 35,000 D | \$ 16.185 7,500 | D | |

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Stock

Class A

Nonvoting
Common
Stock

03/05/2019

M

32,500

A

\$ 13.42 40,000

D

Class A

Nonvoting
Common
Stock

03/05/2019

S

32,500

D

\$ 16.14 7,500

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 Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option; Right to Buy; Class A Non-Voting Common Stock | \$ 13.42 | 02/09/2019 | | M | 35,000 | ⁽¹⁾ 05/10/2020 | Class A Non-Voting Stock | 57, |
| Stock Option; Right to Buy; Class A Non-Voting Common Stock | \$ 13.42 | 03/05/2019 | | M | 32,500 | ⁽¹⁾ 05/10/2020 | Class A Non-Voting Common Stock | 32, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Ghose Devasis 5995 SEPULVEDA BLVD SUITE 300 CULVER CITY, CA 90230 | | | | Former Chief Financial Officer |

Signatures

| | |
|--|------------|
| Devasis Ghose | 03/07/2019 |
| <u> </u> 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) The stock option vested in equal installments of 25,000 options on May 11, 2016, May 11, 2017 and May 11, 2018. The remaining 25,000 stock options will cease to vest and will be terminated.

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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