

AMC Networks Inc.
Form DEF 14A
April 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

(Rule 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AMC Networks Inc.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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Notice of Annual Meeting and

Proxy Statement

Dear Stockholder:

You are cordially invited to attend our annual meeting of stockholders, which is being held on Thursday, June 6, 2013 at 10:00 a.m. Eastern Time at The Paley Center for Media, 25 West 52nd Street, New York, New York 10019.

In addition to the matters described in the attached proxy statement, we will report on the Company's activities during 2012. You will have an opportunity to ask questions and to meet your directors and executives.

I look forward to seeing you at the meeting. Your vote is important to us. Stockholders may vote by using a toll-free telephone number, over the Internet or by mailing a proxy card. If you choose to vote by mail, please sign and return the proxy card in the envelope that is provided.

Sincerely yours,

Charles F. Dolan

Executive Chairman

April 25, 2013

AMC NETWORKS INC., 11 PENN PLAZA, NEW YORK, NY 10001

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NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of

AMC Networks Inc.

The Annual Meeting of Stockholders of AMC Networks Inc. (the Company) will be held at The Paley Center for Media, 25 West 52nd Street, New York, New York 10019 on Thursday, June 6, 2013, at 10:00 a.m. Eastern Time to consider and vote upon the following proposals:

1. Election of Directors.
2. Ratification of appointment of independent registered public accounting firm.
3. Conduct such other business properly brought before the meeting.

Only stockholders of record on April 9, 2013 may vote at the meeting.

The Company is pleased to take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their stockholders on the Internet. We believe these rules allow us to provide you with the information you need while lowering the costs of delivery and reducing the impact of the Company's annual meeting on the environment.

Your vote is important. We urge you to vote as soon as possible by telephone, over the Internet or by mailing a proxy card. If you choose to vote by mail, please sign and return the proxy card in the envelope provided.

By order of the Board of Directors,
Anne G. Kelly
Senior Vice President and Secretary

New York, New York

April 25, 2013

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PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 6, 2013

GENERAL INFORMATION

Questions and Answers You May Have About our Annual Meeting and Voting

In this proxy statement, the words "Company," "we," "us," "our" and "AMC Networks" refer to AMC Networks Inc., a Delaware corporation. "AMC Networks Inc." refers to AMC Networks Inc. individually as a separate entity. We refer to the U.S. Securities and Exchange Commission as the "SEC" and The NASDAQ Stock Market LLC as "NASDAQ." This proxy statement is first being sent to stockholders on April 25, 2013.

Who may vote at the Annual Meeting?

Holders of our Class A Common Stock and holders of our Class B Common Stock, as recorded in our stock register on April 9, 2013 (the "Record Date"), may vote at the meeting. On April 9, 2013, there were 60,409,680 shares of Class A Common Stock and 11,784,408 shares of Class B Common Stock outstanding. Each share of Class A Common Stock has one vote per share and holders will be voting for the election of five candidates to the board of directors of AMC Networks (the "Board of Directors" or "Board"). Each share of Class B Common Stock has ten votes per share and holders will be voting for the election of eight candidates to the Board. As a result of their ownership of Class B Common Stock, Charles F. Dolan, certain members of his family and certain related family entities, have the power to elect all of the directors to be elected by the holders of Class B Common Stock and to approve Proposal 2 regardless of how other shares are voted.

Why did I receive a Notice of Internet Availability for Proxy Materials instead of a full set of proxy materials?

Pursuant to rules adopted by the SEC, the Company has elected to provide access to its proxy materials over the Internet. Accordingly, we have sent a Notice of Internet Availability for Proxy Materials (the "Notice") to our stockholders. All stockholders have the ability to access the proxy materials on the website referred to in the Notice or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive future proxy materials in printed form by mail or electronically by email. The Company encourages stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the cost and the environmental impact of the annual meeting.

What is "householding" and how does it affect me?

We have adopted a procedure, approved by the SEC, called "householding." Under this procedure, stockholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of this Notice of Annual Meeting and Proxy Statement and the Annual Report on Form 10-K for the year ended December 31, 2012, unless we are notified that one or more of these stockholders wishes to receive individual copies. This procedure will reduce our printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate proxy cards. If you are eligible for householding, but you and other stockholders of record with whom you share an address currently

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receive multiple copies of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, or if you hold AMC Networks stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our transfer agent, Wells Fargo Shareowner Services, 1110 Centre Pointe Curve, Suite 101, MAC N9173-010, Mendota Heights, MN 55120 or by telephone at 1-800-468-9716.

If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, or if you do not wish to continue to participate in householding and prefer to receive separate copies of these documents in the future, please contact Wells Fargo Shareowner Services as indicated above.

If you are a beneficial owner, you can request information about householding from your broker, bank or other holder of record.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions on how to:

View the Company's proxy materials for the annual meeting on the Internet; and

Instruct the Company to send future proxy materials to you electronically by email.

The Company's proxy materials are also available at <http://www.proxyvote.com>.

Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to you and will reduce the impact of the Company's annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you revoke it.

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholder of Record. If your shares are registered directly in your name with the Company's transfer agent, Wells Fargo Shareowner Services, you are considered a stockholder of record with respect to those shares, and the Notice was sent directly to you by the Company. If you request printed copies of the proxy materials by mail, you will receive a proxy card.

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are a beneficial owner of shares held in street name, and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to instruct that organization how to vote the shares held in your account. If you request printed copies of the proxy materials by mail, you will receive a voting instruction form.

How do I vote?

You may vote in advance of the annual meeting by telephone, over the Internet or by a proxy. You may also vote in person at the meeting. If you choose to vote by mail, please sign and return the proxy card in the envelope provided. We recommend you vote by proxy even if you plan to attend the meeting. You can always change your vote at the meeting.

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What votes need to be present to hold the Annual Meeting?

In order to carry on the business of the Annual Meeting, we need a majority of the votes represented by the shares of the Company's Class A Common Stock and Class B Common Stock outstanding on April 9, 2013 to be present, in person or by proxy. If voting on a particular action is by class, a majority of the votes represented by the outstanding shares of such class is required for such action.

Can my broker vote my shares without instructions from me?

If you are a beneficial owner whose shares are held of record by a broker, you must instruct your broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can register your shares as being present at the annual meeting but will not be able to vote on those matters for which specific authorization is required under applicable rules.

If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority under applicable rules to vote your shares on the ratification of KPMG LLP as the Company's independent auditors, even if the broker does not receive voting instructions from you. However, your broker does not have discretionary authority to vote on the election of directors, without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

What is the voting requirement to approve each of the proposals?

Election of directors by the holders of Class A Common Stock requires the affirmative vote of the plurality of votes cast by holders of Class A Common Stock. Election of directors by the holders of Class B Common Stock requires the affirmative vote of the plurality of votes cast by holders of Class B Common Stock. Approval of Proposal 2 requires the favorable vote of a majority of the votes cast by the holders of Class A Common Stock and holders of Class B Common Stock, voting together as a single class. Abstentions and broker non-votes will not affect the outcome of Proposal 1 because abstentions and broker non-votes are not considered votes cast.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the annual meeting. You may re-vote via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the annual meeting will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by attending the annual meeting and voting in person. However, your attendance at the annual meeting will not automatically revoke your proxy unless you vote again at the annual meeting or specifically request that your prior proxy be revoked by delivering a written notice of revocation prior to the annual meeting to AMC Networks Inc., 11 Penn Plaza, New York, NY 10001, Attention: Corporate Secretary.

How will my shares be voted at the Annual Meeting?

The Company representatives appointed by the Board (the persons named in the proxy card, or, if applicable, their substitutes) will vote your shares as you instruct. If you sign your proxy card and return it without indicating how you would like to vote your shares, your shares will be voted as the Board recommends, which is:

FOR the election of each of the Director nominees named in this Proxy Statement (Proposal 1), as applicable based on whether you are a holder of Class A Common Stock or Class B Common Stock; and

FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2013 (Proposal 2).

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Who pays for this solicitation?

The Company will bear the expense of preparing, printing and mailing this proxy statement and the accompanying material. Solicitation of individual stockholders may be made by mail, personal interviews, telephone, facsimile, electronic delivery or other telecommunications by our officers and regular employees who will receive no additional compensation for such activities. In addition, we have retained D.F. King & Co., Inc. to solicit proxies at a cost of \$15,000 plus reimbursement for out-of-pocket expenses. We will reimburse brokers and other nominees for their expenses in forwarding solicitation material to beneficial owners.

If I wish to attend the Annual Meeting, what identification must I show to be admitted?

Attendance at the annual meeting is limited to stockholders. Registration will begin at 9:30 a.m. Eastern Time. All stockholders will be asked to present a valid, government-issued photo identification card (federal, state or local), such as a driver's license or passport, before entering the meeting and proof of stock ownership as of the Record Date. If your shares are held in an account at a brokerage firm, bank, broker-dealer or similar organization and you plan to attend the annual meeting, please bring a recent bank or brokerage statement showing that you owned shares of the Company on the Record Date. Please understand that, for security reasons, we cannot admit to the meeting stockholders who lack the proper identification described above.

Cameras, transmission, broadcasting and other recording devices, including the use of cell phones, will not be permitted at the meeting. All bags and packages will be subject to security inspections.

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CORPORATE GOVERNANCE

AMC Networks Inc. was incorporated on March 9, 2011 as an indirect, wholly owned subsidiary of Cablevision Systems Corporation (Cablevision Systems Corporation and its subsidiaries are referred to as Cablevision). On June 6, 2011, Cablevision's board of directors approved the distribution of all of the outstanding common stock of the Company to Cablevision stockholders (the Distribution) and the Company thereafter acquired 100% of the limited liability company interests in Rainbow Media Holdings LLC (RMH), a subsidiary of Cablevision Systems Corporation. Cablevision spun off the Company and the Company became an independent public company on June 30, 2011, the date of the Distribution (the Distribution Date).

AMC Networks Inc. is a holding company and conducts substantially all of its operations through its subsidiaries. Our Class A Common Stock is listed on NASDAQ under the symbol AMCX. As a result, we are generally subject to NASDAQ corporate governance listing standards.

Corporate Governance Guidelines

Our Board has adopted our Corporate Governance Guidelines. These guidelines set forth our practices and policies with respect to Board composition and selection, Board meetings, executive sessions of the Board, Board committees, the expectations we have of our directors, selection of the Executive Chairman and the President and Chief Executive Officer, management succession, Board and executive compensation, and Board self-evaluation requirements. The full text of our Corporate Governance Guidelines may be viewed at our corporate website at <http://investors.amcnetworks.com>. A copy may be obtained by writing to AMC Networks Inc., 11 Penn Plaza, New York, NY 10001, Attention: Corporate Secretary.

Executive Sessions of Non-Management and Independent Board Members

Under our Corporate Governance Guidelines, our non-management directors may meet in executive sessions with no members of management present. The non-management directors may specify the procedure to designate the director who may preside at any such executive session. Non-management directors who are not independent under the rules of NASDAQ may participate in these executive sessions, but directors who are independent under the rules of NASDAQ must meet separately in regularly scheduled executive sessions at least twice each year.

Communicating with Our Directors

Our Board has adopted policies designed to allow stockholders and other interested parties to communicate with our directors. Any interested party that wishes to communicate directly with the Board or any director or the non-management directors as a group should send communications in writing to the Chairman of the Audit Committee, AMC Networks Inc., 11 Penn Plaza, New York, NY 10001. Any person, whether or not an employee, who has a concern with respect to our accounting, internal accounting controls, auditing issues or other matters, may, in a confidential or anonymous manner, communicate those concerns to our Audit Committee by contacting The Network, Inc., which has been designated to act as a confidential contact organization for these purposes, at 1-888-217-8076.

Code of Conduct and Ethics

Our Board has adopted a Code of Conduct and Ethics for our directors, officers and employees. A portion of this Code of Conduct and Ethics also serves as a code of conduct and ethics for our senior financial officers, including our principal accounting officer and controller. Among other things, our Code of Conduct and Ethics covers conflicts of interest, disclosure responsibilities, legal compliance, reporting and compliance under the Code of Conduct and Ethics, confidentiality, corporate opportunities, fair dealing, protection and proper use of Company assets, and equal employment opportunity and harassment. The full text of the code is available on our website at <http://investor.amcnetworks.com>. In addition, a copy may be obtained by writing to AMC Networks Inc., 11 Penn Plaza, New York, NY 10001, Attention: Corporate Secretary.

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Director Independence

Our Board has elected for the Company to be treated as a controlled company under NASDAQ's corporate governance rules, and, as a result, the Company is not required to comply with the corporate governance rules of NASDAQ requiring: (i) a majority of independent directors on our Board of Directors, (ii) an independent compensation committee and (iii) an independent corporate governance and nominating committee. Our Board of Directors has elected not to comply with the NASDAQ requirement for a majority of independent board of directors and an independent corporate governance and nominating committee because of our status as a controlled company. We do comply with the requirement for an independent compensation committee. Our Board elected not to comply with the requirement for a majority of independent directors on our Board because of our stockholder voting structure. Under the terms of our Amended and Restated Certificate of Incorporation, the holders of the Company's Class B Common Stock have the right to elect up to 75% of the members of our Board and there is no requirement that any of those directors be independent or be chosen independently.

Our Board has determined that each of the following non-employee directors is independent within the meaning of the rules of NASDAQ and the SEC: Messrs. Neil M. Ashe, Robert C. Wright and Dr. Leonard Tow. In addition, the Board has determined that Mr. Carl E. Vogel, a director nominee, upon his election, would be independent within the meaning of the rules of NASDAQ and the SEC.

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PROPOSAL 1 ELECTION OF DIRECTORS

The Board has nominated thirteen director candidates named below. Of the thirteen nominees for director, five are to be elected by the Class A stockholders and eight are to be elected by the Class B stockholders. All thirteen director candidates, except for Carl Vogel, who is being nominated for the first time, were elected by the respective Class A and Class B stockholders at the previous annual meeting of the Company's stockholders held on June 5, 2012, and all are hereby nominated for a term to expire at the 2014 annual meeting of the Company's stockholders.

The Company representatives appointed by the Board (the persons named in the proxy card, or, if applicable, their substitutes) will vote your shares as you instruct. If you sign your proxy card and return it without indicating how you would like to vote your shares, your shares will be voted to elect each of the director nominees below, as applicable based on whether you are a holder of Class A Common Stock or Class B Common Stock.

If a nominee for election as a director by the Class A stockholders becomes unavailable before the election, the Company representatives named in the Class A proxy card would be authorized to vote for a replacement nominee for election as a director by the Class A stockholders if the Board names one. If a Class B director nominee becomes unavailable before the election, the persons named in the Class B proxy card would be authorized to vote for a replacement Class B director nominee if the Board names one.

The Board unanimously recommends that you vote FOR each of the following candidates:

Directors Elected by Class A Common Stockholders

NEIL M. ASHE Age 45

Director since June 30, 2011

Mr. Ashe is President and Chief Executive Officer, Walmart Global eCommerce since January 2012. President of CBS Interactive from July 2008 to March 2011 and from March 2011 to July 2011 Special Advisor to the Chief Executive Officer of CBS Corporation. Chief Executive Officer of CNET Networks, Inc. from October 2006 to July 2008. Mr. Ashe is a member of the Board of Regents of Georgetown University. During the past five years, Mr. Ashe was a director of CNET Networks.

In light of Mr. Ashe's business leadership and management experience gained as the president and the chief executive officer of major internet content and information providers, including content relating to a major television network, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

ALAN D. SCHWARTZ Age 63

Director since June 30, 2011

Mr. Schwartz is Executive Chairman of Guggenheim Partners, LLC since 2009. Consultant for Rothschild Inc. from 2008 to 2009. President of The Bear Stearns Companies, Inc. from 2007 to 2008; Chief Executive Officer of The Bear Stearns Companies, Inc. from January 2008 to March 2008; Co-President of Bear Stearns & Co. from 2001 to 2007; and President and Co-Chief Operating Officer of The Bear Stearns Companies, Inc. from 2001 to 2008. Mr. Schwartz is also a director of The Madison Square Garden Company and Marvin & Palmer Associates, Inc. He is a trustee of Duke University. Chairman of the Board of the Robin Hood Foundation and a member of the boards of MENTOR: The National Mentoring Partnership, St. Vincent's Services for Children and NYU Medical Center.

In light of Mr. Schwartz's experience as an investment banker, his experience as a senior executive of other businesses and his service as a director of other public companies and charitable institutions, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

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LEONARD TOW Age 84

Director since June 30, 2011

Dr. Tow is Chief Executive Officer of New Century Holdings LLC, an outdoor advertising company, since January 2005. Chairman and Chief Executive Officer of Citizens Communications Company from 1990 to September 2004. Dr. Tow is also a director of Cablevision and was a director of Citizens Communications Company from 1989 to 2004. Dr. Tow also serves as Chairman of the Tow Foundation, a trustee of the Brooklyn College Foundation, a trustee of Columbia University Mailman School of Public Health, and a member of the board of the Lincoln Center Theater.

In light of Dr. Tow's experience as a founder and chief executive officer of a major cable television company, his experience as the chief executive officer of a private company, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

CARL E. VOGEL Age 55

Director nominee

Mr. Vogel serves as a senior advisor to the Chairman of Dish Network Corporation (DISH), which provides pay-TV services, and served as President of DISH from September 2006 until February 2008 and Vice Chairman of DISH from June 2005 until March 2009. Mr. Vogel is also the president and sole stockholder of Bulldog Capital, Inc., a private investment firm. From October 2007 until March 2009, Mr. Vogel served as the Vice Chairman of the board of directors of, and as a Senior Advisor to, EchoStar Communications Corporation. From 2001 until 2005, Mr. Vogel served as the President and CEO of Charter Communications Inc., which is a cable television and broadband services provider. Prior to joining Charter, Mr. Vogel worked as an executive officer in various capacities for companies affiliated with Liberty Media. Mr. Vogel is also a director of DISH, Universal Electronics Corporation, Shaw Communications, Inc., Sirius/XM Radio Inc., and Ascent Capital Corporation.

In light of Mr. Vogel's extensive knowledge of the media industry acquired through his high level executive roles at DISH, Charter Communications Inc. and Liberty Media as well as his accounting experience acquired through his work as a certified public accountant and his role as a chief executive and senior finance executive of public companies, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be elected to the Board.

ROBERT C. WRIGHT Age 70

Director since June 30, 2011

Mr. Wright is Senior Adviser of THL Investment Capital since 2008. He served as Vice Chairman of General Electric Company and President, Chief Executive Officer and Chairman of NBC and NBC Universal from 1986 to 2007. Mr. Wright is also a director of Polo Ralph Lauren Corporation, Mission Product LLC. Mr. Wright has served on the boards of General Electric Company, NBC Universal, RAND Corporation and EMI Group Ltd. He is a trustee of the New York Presbyterian Hospital and co-founder of Autism Speaks.

In light of Mr. Wright's extensive business leadership and management experience at a major television network and leading media and entertainment company and his service as a director of other public companies, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class A stockholders, has concluded that he should be reelected to the Board.

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Directors Elected by Class B Common Stockholders

WILLIAM J. BELL Age 73

Director since June 30, 2011

Mr. Bell is Consultant to Cablevision since 2005 and has held various positions at Cablevision and its predecessor since 1979, including as its Vice Chairman and Chief Financial Officer until 2004.

In light of Mr. Bell's experience in various positions with Cablevision since 1979, including as its former Vice Chairman and Chief Financial Officer, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

CHARLES F. DOLAN Age 86

Director since March 9, 2011

Mr. Charles F. Dolan is Executive Chairman of the Company since June 2011. Chairman of Cablevision since 1985. Chief Executive Officer of Cablevision from 1985 to October 1995. Founded and acted as the General Partner of Cablevision's predecessor from 1973 to 1985. Established Manhattan Cable Television in 1961 and Home Box Office in 1971. He serves as a director of Cablevision and The Madison Square Garden Company. Charles F. Dolan is the father of James L. Dolan, Patrick F. Dolan, Thomas C. Dolan, Marianne Dolan Weber, and the father-in-law of Kristin A. Dolan and Brian G. Sweeney.

In light of Mr. Dolan's experience as founder, his service as Chairman of Cablevision and, previously, as the Chief Executive Officer of Cablevision and its predecessors, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

JAMES L. DOLAN Age 57

Director since March 9, 2011

Mr. James L. Dolan is President of Cablevision since June 1998 and Chief Executive Officer of Cablevision since October 1995. Executive Chairman of The Madison Square Garden Company since July 2009. Chairman of The Madison Square Garden, LP since October 1999. Chief Executive Officer of Rainbow Media Holdings, Inc. from September 1992 to October 1995. Vice President of Cablevision from 1987 to September 1992. He serves as a director of Cablevision and The Madison Square Garden Company. Director of Live Nation Entertainment, Inc. from June 2011 to February 2013. Mr. James L. Dolan is the son of Charles F. Dolan, the spouse of Kristin A. Dolan, the brother of Patrick F. Dolan, Thomas C. Dolan and Marianne Dolan Weber and the brother-in-law of Brian G. Sweeney.

In light of Mr. Dolan's experience in various positions with Cablevision since 1979, including as its Chief Executive Officer since 1995, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

KRISTIN A. DOLAN Age 47

Director since June 30, 2011

Ms. Kristin A. Dolan is President, Optimum Services of Cablevision since April 2013. Senior Executive Vice President of Product Management and Marketing of Cablevision from November 2011 to April 2013. Senior Vice President of Cablevision from 2003 to 2011. She serves as a director of Cablevision and The

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Madison Square Garden Company. Ms. Kristin A. Dolan is the daughter-in-law of Charles F. Dolan, the spouse of James L. Dolan and the sister-in-law of Patrick F. Dolan, Thomas C. Dolan, Brian G. Sweeney and Marianne Dolan Weber.

In light of Ms. Dolan's experience in various positions with Cablevision since 1990, as well as the knowledge and experience she has gained and contributions she has made during her tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that she should be reelected to the Board.

PATRICK F. DOLAN 61

Director since June 30, 2011

Mr. Patrick F. Dolan is President of News 12 Networks, a subsidiary of Cablevision, since February 2002. Vice President of News 12 Networks from September 1995 to February 2002. News Director of News 12 Long Island, a subsidiary of Cablevision, from December 1991 to September 1995. He serves as a director of Cablevision. Mr. Patrick F. Dolan is the son of Charles F. Dolan, the brother of James L. Dolan, Thomas C. Dolan and Marianne Dolan Weber and the brother-in-law of Kristin A. Dolan and Brian G. Sweeney.

In light of Mr. Dolan's experience as a member of Cablevision's founding family and in various positions with Cablevision since 1989, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

THOMAS C. DOLAN Age 60

Director since June 30, 2011

Mr. Thomas C. Dolan is Executive Vice President-Strategy and Development, Office of the Chairman of Cablevision since September 2008. Executive Vice President and Chief Information Officer of Cablevision from October 2001 until April 2005. Mr. Dolan was on unpaid leave of absence from Cablevision from April 2005 until September 2008. Senior Vice President and Chief Information Officer of Cablevision from February 1996 to October 2001. Vice President and Chief Information Officer of Cablevision from July 1994 to February 1996. General Manager of the Cablevision's East End Long Island cable system from November 1991 to July 1994. System Manager of Cablevision's East End Long Island cable system from August 1987 to October 1991. He serves as a director of Cablevision and The Madison Square Garden Company. Mr. Thomas C. Dolan is the son of Charles F. Dolan, the brother of James L. Dolan, Patrick F. Dolan and Marianne Dolan Weber and the brother-in-law of Kristin A. Dolan and Brian G. Sweeney.

In light of Mr. Dolan's experience as a member of Cablevision's founding family and in various positions with Cablevision since 1987, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board. See Item 3, "Legal Proceedings - Other Legal Matters" of our Annual Report on Form 10-K for a discussion of a lawsuit filed by Mr. Dolan against RMH and Cablevision.

BRIAN G. SWEENEY Age 48

Director since June 30, 2011

Mr. Brian G. Sweeney is Senior Executive Vice President, Strategy and Chief of Staff of Cablevision since January 2013. Senior Vice President eMedia of Cablevision from January 2000 to December 2012. He serves as a director of Cablevision and The Madison Square Garden Company. Mr. Sweeney is the son-in-law of Charles F. Dolan and the brother-in-law of James L. Dolan, Kristin A. Dolan, Patrick F. Dolan, Thomas C. Dolan and Marianne Dolan Weber.

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In light of Mr. Sweeney's experience in various positions with Cablevision since 1993, as well as the knowledge and experience he has gained and contributions he has made during his tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that he should be reelected to the Board.

MARIANNE DOLAN WEBER Age 55

Director since June 30, 2011

Ms. Marianne Dolan Weber was Chairman of The Dolan Family Foundation from September 1999 through December 2011 and Chairman of The Dolan Children's Foundation from September 1999 through December 2011. President of The Dolan Family Foundation from 1986 to September 1999. President of The Dolan Children's Foundation from 1997 to September 1999. Manager of Dolan Family Office, LLC from 1997 through December 2011. She serves as a director of Cablevision and The Madison Square Garden Company. Marianne Dolan Weber is the daughter of Charles F. Dolan, the sister of James L. Dolan, Patrick F. Dolan and Thomas C. Dolan and the sister-in-law of Kristin A. Dolan and Brian G. Sweeney.

In light of Ms. Dolan Weber's experience as a member of Cablevision's founding family and as Chairman of the Dolan Family Foundation and the Dolan Children's Foundation, as well as the knowledge and experience she has gained and contributions she has made during her tenure as a director of the Company and Cablevision, our Board of Directors, acting on the unanimous recommendation of the directors elected by the Class B stockholders, has concluded that she should be reelected to the Board.

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BOARD OF DIRECTORS

General

The Board oversees the business of AMC Networks and monitors the performance of management. The Board does not involve itself in day-to-day operations. The business address for each director is c/o AMC Networks Inc., 11 Penn Plaza, New York, NY 10001. Each director is a citizen of the United States.

The Board met six times between January 1, 2012 and December 31, 2012. During that time, each of our directors attended at least 75% of the meetings of the Board and, as applicable, the committees of the Board on which he or she served during such time, with the exceptions of Mr. James Dolan and Ms. Marianne Dolan Weber. We also encourage our directors to attend annual meetings of stockholders and believe that attendance at annual meetings is just as important as attendance at meetings of the Board. With the exception of Mr. Thomas C. Dolan, all of the directors attended the 2012 annual meeting.

Director Selection

Our directors have not set specific, minimum qualifications that nominees must meet in order for them to be nominated for election to the Board, but rather believe that each nominee should be evaluated based on his or her individual merits, taking into account, among other matters, the factors set forth in our Corporate Governance Guidelines under Board Composition and Selection of Directors. Those factors include:

The desire to have a Board that encompasses a broad range of skills, expertise, industry knowledge, diversity of viewpoints, opinions, background and experience and contacts relevant to our business;

Personal qualities and characteristics, accomplishments and reputation in the business community;

Ability and willingness to commit adequate time to Board and committee matters; and

The fit of the individual's skill and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of our Company.

The Class A Directors will evaluate possible candidates to recommend to the Board for nomination as Class A Directors and suggest individuals for the Board to explore in more depth. The Board also considers nominees for Class A Directors recommended by holders of our Class A Common Stock. Nominees recommended by stockholders are given appropriate consideration in the same manner as other nominees.

Stockholders who wish to submit nominees for consideration by the Board for election at our 2014 annual meeting of stockholders may do so by submitting in writing such nominees' names, in compliance with the procedures and along with other information required by the Company's By-laws. See Other Matters Stockholder Proposals for 2014 Annual Meeting.

The Class B Directors will consult from time to time with one or more of the holders of Class B Common Stock to assure that all Class B Director nominees recommended to the Board are individuals who will make a meaningful contribution as Board members and will be individuals likely to receive the approving vote of the holders of a majority of the outstanding Class B Common Stock. The Class B Directors do not intend to consider unsolicited suggestions of nominees by holders of our Class A Common Stock. We believe that this is appropriate in light of the voting provisions of our Amended and Restated Certificate of Incorporation, which vest exclusively in the holders of our Class B Common Stock the right to elect our Class B Directors.

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Board Leadership Structure

Our Board has chosen to separate the roles of Executive Chairman of the Board and Chief Executive Officer. The Board believes that this is the optimal leadership structure as it recognizes both Mr. Charles F. Dolan's senior executive role with the Company as well as his leadership position on the Company's Board while the Company is also able to benefit from the experience of its President and Chief Executive Officer, Mr. Joshua W. Sapan, with responsibility for day-to-day management of the Company.

Risk Management Oversight

The oversight of risk management is an important Board responsibility. The Audit Committee takes the lead on behalf of the Board in monitoring risk management. The Audit Committee discusses the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk and discusses the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. AMC Networks believes that its executive compensation program, with its emphasis on long-term performance, its close connection to Company-wide and divisional performance and its significant equity components, is designed to align the executives' compensation with the Company's long-term strategy and growth and, as a result, does not encourage excessive risk taking. Our Compensation Committee has considered the issue of the Company's exposure to risk in establishing and implementing our executive compensation programs.

Director Compensation

Each non-employee director receives a base fee of \$50,000 per year and \$2,000 per Board, committee or non-management director meeting attended. From January 1, 2012 through October 31, 2012, each non-employee director received a fee of \$500 for each Board, committee and non-management director meeting attended telephonically. Effective as of November 1, 2012, the Compensation Committee increased from \$500 to \$2,000 the fee given to each non-employee director for attendance at each telephonic Board, committee and non-management director meeting because it determined that differentiating attendance fees for in person and telephonic meetings was not consistent with the Company's peers. Non-employee directors also receive \$10,000 annually per committee chairmanship and \$5,000 annually per committee membership. A director who is a Company employee receives no additional compensation for serving as a director.

We also pay our non-employee directors compensation in restricted stock units. Each non-employee director receives an annual grant of restricted stock units for the number of shares of Class A Common Stock equal in value to \$110,000 divided by the twenty trading day average closing price concluding on the day prior to the annual stockholders' meeting. The 2012 award of restricted stock units was granted to our non-employee directors on June 5, 2012 under our 2011 Amended and Restated Stock Plan for Non-Employee Directors. The restricted stock units that the non-employee directors receive are fully vested on the date of grant and settled in stock, or at the Compensation Committee's election, in cash, upon the first business day following 90 days after service on the Board ceases. Such awards are granted pursuant to our 2011 Amended and Restated Stock Plan for Non-Employee Directors.

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The table below summarizes the total compensation paid to or earned by each of our non-employee directors from January 1, 2012 through December 31, 2012. Directors who are employees of the Company receive no additional compensation for service as directors.

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (5)	Total (\$)
Neil M. Ashe	100,000	109,987					209,987
Alan D. Schwartz	62,000	109,987					171,987
Leonard Tow	105,000	109,987					214,987
Robert C. Wright	74,000	109,987					183,987
William J. Bell	58,500	109,987					168,487
James L. Dolan	58,000	109,987					167,987
Kristin A. Dolan	59,000	109,987					168,987
Patrick F. Dolan	62,000	109,987					171,987
Thomas C. Dolan	58,500	109,987					168,487
Brian G. Sweeney	60,500	109,987					170,487
Marianne Dolan Weber	54,000	109,987					163,987

- (1) These amounts represent base fees, meeting fees and committee fees earned. The amounts reported do not include the Company's reimbursements of reasonable out-of-pocket expenses incurred by each non-employee director in attending Board and Committee meetings.
- (2) This column reflects the fair market value of 2,763 restricted stock units granted on June 5, 2012 to each non-employee director as calculated in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718.
- (3) For each non-employee director, the aggregate number of restricted stock units held as of December 31, 2012 is as follows: Mr. Neil M. Ashe, 6,304 units; Mr. Alan D. Schwartz, 6,304 units; Dr. Leonard Tow, 6,304 units; Mr. Robert C. Wright, 6,304 units; Mr. William J. Bell, 6,304 units; Mr. James L. Dolan, 6,304 units; Ms. Kristin A. Dolan, 6,304 units; Mr. Patrick F. Dolan, 6,304 units; Mr. Thomas C. Dolan, 6,304 units; Mr. Brian G. Sweeney, 6,304 units and Ms. Marianne Dolan Weber, 6,304 units.
- (4) No stock options were awarded between January 1, 2012 and December 31, 2012 in connection with the directors' service to the Company.
- (5) The Company encouraged its directors to attend certain events relating to its business at the Company's expense to gain a better understanding of the Company's business and products. The value of these benefits is not included in the table as permitted by SEC rules because the aggregate amount of perquisites did not exceed \$10,000 for any director.

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Board Committees

Our Board has two standing committees: the Audit Committee and the Compensation Committee.

Audit Committee

Our Audit Committee met four times between January 1, 2012 and December 31, 2012. The Audit Committee consists of Dr. Tow (Chair) and Messrs. Ashe and Wright. The primary purposes and responsibilities of our Audit Committee are to: (a) assist the Board (i) in its oversight of the integrity of our financial statements, (ii) in its oversight of our compliance with legal and regulatory requirements, (iii) in assessing our independent registered public accounting firm's qualifications and independence, and (iv) in assessing the performance of our internal audit function and independent registered public accounting firm; (b) appoint, retain or terminate the Company's independent registered public accounting firm and to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services, if any, to be provided by the independent registered public accounting firm; (c) review the appointment and replacement of the head of our internal audit department; (d) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by Company employees or any provider of accounting-related services of concerns regarding questionable accounting and auditing matters and review of submissions and treatment of any such complaints; (e) review and approve related party transactions that are required to be disclosed under SEC rules, other than those submitted for approval by a committee of independent directors under the Company's Related Party Transaction Approval Policy; (f) conduct and review with the Board an annual performance evaluation of the Audit Committee; (g) prepare any report of the Audit Committee required by the rules and regulations of the SEC for inclusion in our annual proxy statement; (h) review and reassess the Audit Committee charter at least annually; and (i) report to the Board on a regular basis. The text of our Audit Committee charter is available on our website at <http://investors.amcnetworks.com/governance.cfm>. A copy may be obtained by writing to AMC Networks Inc., 11 Penn Plaza, New York, NY 10001, Attention: Corporate Secretary.

As discussed above, our Board has determined that each member of our Audit Committee is independent within the meaning of the rules of both NASDAQ and the SEC, and that each has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and is able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements. Our Board has also determined that each of Dr. Tow, Messrs. Ashe and Wright is an audit committee financial expert within the meaning of the rules of the SEC.

Our Board has established a procedure whereby complaints or concerns with respect to accounting, internal controls, auditing and other matters may be submitted to the Audit Committee. This procedure is described under Corporate Governance Communicating with Our Directors.

Compensation Committee

Our Compensation Committee met eight times between January 1, 2012 and December 31, 2012. The Compensation Committee consists of Mr. Ashe (Chair) and Dr. Tow. The primary purposes of our Compensation Committee are to: (a) establish our general compensation philosophy and, in consultation with management, oversee the development and implementation of compensation programs; (b) review and approve corporate goals and objectives relevant to the compensation of our Executive Chairman and President and Chief Executive Officer (the CEO), evaluate their performance in light of these goals and objectives and determine and approve their compensation based upon that evaluation; (c) make recommendations to the Board with respect to the compensation of our executive officers (other than the Executive Chairman and the CEO) who are required to file reports with the SEC under Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act) (together with the Executive Chairman and the CEO, the Senior Employees); (d) approve any new equity

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compensation plan or material changes to an existing plan; (e) oversee the activities of the committee or committees administering our retirement and benefit plans; (f) in consultation with management, oversee regulatory compliance with respect to compensation matters; (g) determine and approve any severance or similar termination payments to be made to Senior Employees (current or former); (h) determine the components and amount of Board compensation and review such determinations from time to time in relation to other similarly situated companies; (i) prepare any reports of the Compensation Committee to be included in the Company's annual proxy statement; (j) conduct and review with the Board an annual performance evaluation of the Compensation Committee; and (k) report to the Board on a regular basis, but not less than annually. The Compensation Committee may, in its discretion, delegate a portion of its duties and responsibilities to one or more subcommittees of the Compensation Committee. For example, the Compensation Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Compensation Committee who are (i) non-employee directors for the purposes of Rule 16b-3 of the Exchange Act, and (ii) outside directors for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time. The text of our Compensation Committee charter is available on our website at <http://investors.amcnetworks.com/governance.cfm>. A copy may be obtained by writing to AMC Networks Inc., 11 Penn Plaza, New York, NY 10001; Attention: Corporate Secretary.

The Compensation Committee reviews the performance of the Executive Chairman and CEO, evaluates their performance in light of those goals and objectives and determines and approves the compensation levels for the Executive Chairman and CEO based on this evaluation. In determining the long-term incentive component compensation for the Executive Chairman and CEO, the Compensation Committee considers, among other factors, the Company's performance, the value of similar incentive awards to executives in similar positions at comparable companies and the awards given to the Executive Chairman and to the CEO in past years.

As discussed above, our Board has determined that each member of our Compensation Committee is independent under the rules of NASDAQ.

Compensation Committee Interlocks and Insider Participation

Mr. Ashe and Dr. Tow served as members of the Compensation Committee during 2012. Neither of them is a current or former officer or employee of the Company.

Absence of Nominating Committee

As permitted under NASDAQ rules, we do not have a nominating committee. We believe that it is appropriate not to have a nominating committee because of our stockholder voting structure. Under the terms of our Amended and Restated Certificate of Incorporation, the holders of our Class B Common Stock currently have the right to elect up to 75% of the members of our Board. We believe that creating a committee consisting solely of independent directors charged with responsibility for recommending nominees for election as directors would be inconsistent with the vested rights of the holders of Class B Common Stock under our Amended and Restated Certificate of Incorporation. Instead, our Corporate Governance Guidelines provide a mechanism for the selection of nominees for election as directors by the holders of our Class A Common Stock (Class A Directors) and by the holders of our Class B Common Stock (Class B Directors). The holders of our Class A Common Stock are currently entitled to elect 25% of the members of our Board. Under our Corporate Governance Guidelines, nominees for election as Class A Directors shall be recommended to the Board by the Class A Directors then in office who were elected by the holders of our Class A Common Stock. Nominees for election as Class B Directors shall be recommended to our Board by the Class B Directors then in office who were elected by the holders of the Class B Common Stock.

Other Committees

In addition to standing committees, pursuant to the Company's Related Party Transaction Approval Policy, in 2011, the Board established an independent committee (the Independent Committee). The Independent Committee consists of Mr. Ashe and Dr. Tow. The Independent Committee met four times between

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January 1, 2012 and December 31, 2012. The Independent Committee is responsible for reviewing and approving or taking such other action as it may deem appropriate with respect to transactions involving the Company and its subsidiaries, on the one hand, and in which any director, officer, greater than 5% stockholder of the Company or any other related person, as defined in Item 404 of Regulation S-K of the Securities and Exchange Commission (Item 404), on the other hand, has or will have a direct or indirect material interest. Similarly, the Independent Committee oversees approval of all transactions and arrangements between the Company and its subsidiaries, on the one hand, and Cablevision and its subsidiaries or The Madison Square Garden Company and its subsidiaries, on the other hand, to the extent involving amounts in excess of the dollar threshold set forth in Item 404. See Related Party Transaction Approval Policy.

In connection with the settlement of the litigation with DISH Network L.L.C. (DISH Network) regarding Voom HD Holdings LLC (Voom HD) on October 21, 2012, the Audit Committee established a subcommittee of the Audit Committee on November 6, 2012 to be responsible for considering and approving the allocation of the proceeds received from such settlement in accordance with the VOOM Litigation Agreement, dated June 6, 2011 (the VOOM Litigation Agreement), that the Company entered into with Cablevision's subsidiary, CSC Holdings, LLC (CSC Holdings). The subcommittee consists of Messrs. Ashe and Wright. The subcommittee met four times between January 1, 2012 and December 31, 2012. On April 8, 2013, the Company entered into an agreement with Cablevision, which allocated the proceeds received pursuant to the settlement.

Our Amended By-Laws permit us to form an Executive Committee of the Board which would have the power to exercise all of the powers and authority of the Board in the management of the business and affairs of the Company, except as limited by the Delaware General Corporation Law. Our Board has not formed an Executive Committee, although it could do so in the future.

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PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee, comprised of independent members of the Board, has appointed KPMG LLP as our independent registered public accounting firm (the independent auditors) with respect to our operations for 2013. KPMG LLP will audit our financial statements for 2013. Representatives of KPMG LLP will be present at the annual meeting to answer appropriate questions and to make a statement if they desire.

We are asking our stockholders to ratify the selection of KPMG LLP as our independent registered public accounting firm. Although ratification is not required by our organizational documents, the Board is submitting the selection of KPMG LLP to our stockholders for ratification because we believe it is a matter of good corporate practice. In the event that our stockholders fail to ratify the selection, it will be considered a recommendation to the Board of Directors and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders. Approval of this proposal requires the favorable vote of the majority of the votes cast by the holders of Class A Common Stock and Class B Common Stock, voting together as a single class. In accordance with our Amended and Restated Certificate of Incorporation, holders of Class A Common Stock will have one vote per share and holders of Class B Common Stock will have ten votes per share.

The Board unanimously recommends that you vote FOR this proposal.

Table of Contents**AUDIT COMMITTEE MATTERS**

The following table provides information about fees for services rendered by KPMG LLP, our independent registered public accounting firm, in 2012 and 2011:

	2012	2011
Audit fees (1)	\$ 1,576,269	\$ 1,680,846
Audit-related fees (2)	\$ 388,900	\$ 198,000
Tax fees (3)	\$ 136,587	\$ 40,074
All other fees		

- (1) Audit fees billed to and incurred by the Company consist of (i) services for work arising from the Company's 2012 and 2011 financial statement audits, including the integrated audit of internal control over financial reporting as of December 31, 2012, (ii) statutory and separate Company audits of the financial statements of certain Company subsidiaries, and (iii) reviews of the Company's unaudited interim consolidated financial statements for quarterly periods beginning June 30, 2011. Fees billed for 2011 include intercompany charges received by the Company from Cablevision of \$716,500 for the allocable portion of KPMG LLP's audit and audit-related fees.
- (2) Audit-related fees billed to the Company consisted principally of services relating to filings with the SEC and agreed upon procedures.
- (3) Tax fees billed to the Company consisted of fees for advisory services relating to state and federal tax matters and compliance services. The Audit Committee's pre-approval policy requires that the Audit Committee pre-approve audit and non-audit services performed by the independent registered public accounting firm. The Audit Committee may delegate its pre-approval authority to the Chairman provided that any such services are subsequently ratified by the entire Audit Committee. All of the services for which fees were disclosed under "Audit-related fees" and "Tax fees" in the table above were pre-approved under the Audit Committee's pre-approval policy.

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REPORT OF AUDIT COMMITTEE

The Audit Committee assists the Board in its oversight of the Company's financial reporting, internal controls, and audit functions. As set forth in the charter of the Audit Committee, management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, the Company's accounting and financial reporting principles and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Company has a full-time Internal Audit department that reports to the Audit Committee and management. This department is responsible for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal control.

The Company's independent registered public accounting firm is responsible for auditing the Company's financial statements and internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and expressing an opinion on the conformity of the consolidated financial statements to U.S. generally accepted accounting principles (U.S. GAAP) and on the effectiveness of the Company's internal control over financial reporting.

In the performance of its oversight function, the Audit Committee has reviewed and discussed the audited financial statements with management and the independent registered public accounting firm. The Audit Committee has also discussed with the independent registered public accounting firm the matters required to be discussed under the auditing standards of the PCAOB, including the matters required by the PCAOB's Codification of Statement No. 61. Finally, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by Independence Standards Board Standard No. 1, *Communication with Audit Committees Concerning Independence*, as adopted by the PCAOB in Rule 3526, and has discussed with the auditors the auditors' independence. All audit and non-audit services performed by the independent registered public accounting firm must be specifically approved by the Audit Committee or a member thereof.

As part of its responsibilities for oversight of the risk management process, the Audit Committee has reviewed and discussed the Company's risk assessment and risk management framework, including discussions of individual risk areas as well as a summary of the overall process.

The Audit Committee has discussed with the Company's Internal Audit department and the independent registered public accounting firm the overall scope of and plans for their respective audits. The Audit Committee meets with the Senior Vice President, Internal Audit and SOX, and representatives of the independent registered public accounting firm, in regular and executive sessions, to discuss the results of their examinations, the evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting and compliance programs.

Based upon the reports, review and discussions described in this report, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the period ended December 31, 2012 filed with the SEC.

Members of the Audit Committee

Leonard Tow (Chair)

Neil M. Ashe

Robert C. Wright

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

AMC Networks compensates its named executive officers through salary, bonus, long-term incentive awards, and fringe benefit programs. Our annual and long-term incentive programs provide performance-based incentives for our management that are tied to key financial measures that we believe drive stockholder value and reward sustained achievement of our key financial goals.

This Compensation Discussion and Analysis presents historical and current information and analysis related to the compensation programs for our named executive officers. For purposes of this Compensation Discussion and Analysis, Messrs. Charles F. Dolan, Joshua W. Sapan, Edward A. Carroll, Sean S. Sullivan and James G. Gallagher are referred to collectively as our named executive officers (NEOs). This Compensation Discussion and Analysis provides a description of the specific arrangements that the Company has in place for its NEOs as well as a discussion of our compensation philosophy for the NEOs in 2012.

The historical compensation information presented in our Summary Compensation Table for fiscal year 2010 and the first six months of 2011, prior to the Distribution, for Messrs. Sapan, Carroll, Sullivan and Gallagher is based upon services rendered by these executives, each of whom was an executive of Rainbow Media Holdings LLC while it was a subsidiary of Cablevision. The services rendered by these executives in 2010 and the first six months of 2011 were, in some instances, in capacities not equivalent to the positions in which they are currently serving the Company or our subsidiaries. The historical compensation information for 2010 and the first six months of 2011 was therefore not necessarily indicative of the compensation amounts, philosophy or benefits these individuals, or other executive officers of our Company, receive as executive officers of the Company as a separate public company. Mr. Dolan was a named executive officer of Cablevision in 2010 and 2011. The historical compensation information presented in our Summary Compensation Table for Mr. Dolan for fiscal year 2010 is based upon his services to, and compensation received from, Cablevision, and for all of fiscal year 2011 is based upon his services to, and compensation received solely from, the Company after the Distribution. The historical compensation Mr. Dolan received from Cablevision is not comparable to the compensation he received from the Company. All of the information set forth in this proxy statement relating to Cablevision compensation amounts and benefits has been provided by Cablevision or has otherwise been obtained from Cablevision's public filings with the SEC. With respect to 2012 compensation, we have presented information below under Elements of In-Service Compensation and Executive Compensation Tables Employment Agreements concerning the compensation that Messrs. Dolan, Sapan, Carroll and Sullivan received from the Company under employment agreements which each officer entered into with the Company.

Overview of Executive Compensation Program

Our executive compensation program is administered by our Compensation Committee. The responsibilities of the Compensation Committee are set forth in its charter. Among other responsibilities, the Compensation Committee: (1) establishes our general compensation philosophy and, in consultation with management, oversees the development and implementation of compensation programs; (2) reviews and approves corporate goals and objectives relevant to the compensation of our Executive Chairman and the President and CEO, evaluates their performance in light of those goals and objectives and determines and approves their respective compensation level based on this evaluation; (3) makes recommendations to our Board with respect to the compensation of our other executive officers who are required to file reports with the SEC under Section 16(a) of the Exchange Act, subject to further approvals or determinations of the Compensation Committee to achieve compliance with Rule 16b-3 under the Exchange Act and Code Section 162(m); (4) oversees the activities of the committee or committees administering our retirement and benefit plans; and (5) administers our stockholder-approved compensation plans. For more information about the Compensation Committee, please see Board of Directors Board Committees Compensation Committee.

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Compensation Consultant

In accordance with its charter, the Compensation Committee has the authority to engage outside consultants to assist in the performance of its duties and responsibilities. Our Compensation Committee utilizes the services of a compensation consultant to assist in determining whether the elements of our executive compensation program are reasonable and consistent with our objectives.

In August 2011, after a full review and selection process, the Compensation Committee engaged Pay Governance LLC (the compensation consultant) to serve as its independent compensation consultant. The compensation consultant reports directly to our Compensation Committee, and, at the request of the Compensation Committee, the compensation consultant meets with members of our management from time to time for purposes of gathering information on management proposals and recommendations to be presented to our Compensation Committee.

The following is a description of the services provided by the compensation consultant as the Compensation Committee's consultant:

Attended all Compensation Committee meetings;

Provided information, research and analysis pertaining to the executive compensation program for 2012;

Regularly updated the Compensation Committee on market trends, changing practices and legislation pertaining to compensation;

Assisted the Compensation Committee in making pay determinations for the Executive Chairman and the President and Chief Executive Officer and the other executive officers;

Advised on the design of the executive compensation program and the reasonableness of individual compensation targets and awards; and

Provided advice and recommendations that incorporated both market data and Company-specific factors.
During 2012, the compensation consultant provided no other services to the Company.

The Compensation Committee believes that the compensation consultant's work did not raise any conflict of interest during 2012. In reaching this conclusion, the Compensation Committee considered the factors set forth in the SEC rules regarding compensation advisor independence. Although such independence rules are not applicable to the Company because it is a controlled company, the Compensation Committee believes that the compensation consultant nonetheless satisfies the independence factors provided in such rules.

Role of Executives in Determining Compensation

The Compensation Committee reviews the performance and compensation of the Executive Chairman and the President and Chief Executive Officer and, following discussions with the compensation consultant, establishes each of their compensation. The management of the Company assists the Compensation Committee and the compensation consultant as described in this Compensation Discussion and Analysis, and provides to the Compensation Committee, either directly or through the compensation consultant, management's recommendations on the compensation for executive officers other than the Executive Chairman and the President and Chief Executive Officer. Other members of management provide support to the Compensation Committee as needed. Based upon a review of performance and historical compensation, recommendations and information from members of management, and discussions with the compensation consultant, the Compensation Committee determines and approves compensation for the executive officers.

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Executive Compensation Program Objectives and Philosophy

The Company is a media business comprised of dynamic and powerful brands. In support of its business objectives, the Company places great importance on its ability to attract, retain, motivate and reward experienced executive officers who can continue to achieve strong financial, operational and stock performance. The Company strives to do so by developing executive compensation policies and programs that are consistent with, explicitly linked to, and supportive of, the strategic objectives of growing the Company's businesses and maximizing stockholder value.

The following principles describe the key objectives of our executive compensation program:

the majority of compensation for the Company's executive officers should be at risk and based on the performance of the Company, so that actual compensation levels depend upon the Company's actual performance as determined by the Compensation Committee;

incentive compensation of the Company's executive officers should focus more heavily on long-term rather than short-term accomplishments and results;

equity-based compensation should be used to align the interests of our executive officers with our stockholders' interests; and

the overall executive compensation program should be competitive, equitable and structured so as to ensure the Company's ability to attract, retain, motivate and reward the talented executives who are essential to the Company's continuing success. Total direct compensation, rather than individual compensation elements, is the Compensation Committee's focus in providing competitive compensation opportunities.

In designing the executive compensation program, the Compensation Committee seeks to fulfill these objectives by maintaining appropriate balances among: (1) short-term and long-term compensation; (2) cash and equity compensation; and (3) performance-based and non-performance-based compensation.

As a result, the primary elements of compensation provided to our executive officers are base salary, an annual cash performance bonus and long-term incentive awards in the form of restricted stock units and cash performance awards that typically cliff vest in three years. We target the elements of our compensation so that at least 65% of total compensation for our NEOs consists of an annual performance-based cash bonus and long-term incentive awards. In this way, a significant portion of the value ultimately realized by the executive depends upon the Company's performance and can be considered at-risk compensation.

Compensation Practices and Policies

General

The following discussion describes the practices and policies implemented by the Compensation Committee in 2012. As discussed in greater detail below under "Executive Compensation Tables" and "Employment Agreements," much of the NEOs' compensation is covered by employment agreements, which, in the case of Messrs. Dolan and Sapan, were entered into in connection with the Distribution and approved by Cablevision's compensation committee. An employment agreement with Mr. Carroll, which expired on April 15, 2013, was entered into prior to the Distribution. On April 19, 2013, the Company entered into a new employment agreement with Mr. Carroll replacing his prior employment agreement. An employment offer letter with Mr. Sullivan, which expired on September 10, 2012, was entered into prior to the Distribution. In March 2013, the Company entered into new employment agreements with Messrs. Sullivan and Gallagher.

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The Compensation Committee believes that our executive compensation program is tailored to our business strategies, aligns pay with performance and reflects competitive practices regarding executive compensation. At our 2012 annual meeting of stockholders, we held our first stockholder advisory vote on the compensation of our NEOs and our stockholders approved our 2011 executive compensation program. The Compensation Committee has considered the results of the vote on our 2011 executive compensation program and concluded that the program continues to provide a competitive pay-for-performance package that effectively incentivizes our NEOs and encourages long-term retention. Consistent with the results of the advisory vote on the frequency of the stockholder advisory vote on executive compensation held at the 2012 annual meeting of stockholders, we have determined to conduct an advisory vote on executive compensation every three years, as permitted under SEC rules, and intend to hold the next such advisory vote at our 2015 annual meeting. The Compensation Committee will continue to consider stockholder views about our core compensation principles and objectives when determining executive compensation.

Performance Objectives

As described below under Elements of In-Service Compensation, the Company grants performance-based incentive compensation as an important element of executive compensation.

Generally, the performance metrics for the Company's incentive compensation have been based on the Company's net revenues, adjusted operating cash flow, or AOCF, and free cash flow. The Company defines AOCF, which is a non-GAAP financial measure, as operating income (loss) before depreciation and amortization, share-based compensation expense or benefit, and restructuring expense or credit. Because it is based on operating income (loss), AOCF also excludes interest expense (including cash interest expense) and other non-operating income and expense items. AOCF is based upon the AOCF of the Company excluding the cost of the Company's long-term incentive program that is included as an expense of the Company's reporting segments. Free cash flow (as defined in the performance metrics) is a non-GAAP financial measure and means the combined AOCF of the Company, less the difference between cash payments for program rights and the amortization of such rights accounted for in AOCF.

The Company considers these performance measures to be key measures of the Company's operating performance. At the time of grant of an award, the performance measures used may contemplate certain potential future adjustments and exclusions.

Tally Sheets

The Compensation Committee has reviewed tally sheets setting forth all components of compensation payable, and the benefits accruing, to the NEOs for 2012, including all cash compensation, perquisites and the current value of outstanding equity-based awards. The Compensation Committee considers the information presented in the tally sheets in determining future compensation.

Benchmarking

As part of the Compensation Committee's review of 2012 compensation, the compensation consultant assisted the Compensation Committee in: (1) determining a peer group to be used for competitive comparisons; (2) assessing executive compensation in comparison with the peer group and in light of the Company's performance; and (3) reviewing the Company's equity and cash-based executive incentive programs, taking into account evolving market trends.

To ensure we provide compensation comparable to that offered by other leading companies in our industry, we compare the Company's executive compensation levels against a relevant peer group of companies. The Compensation Committee, with the assistance of the compensation consultant, selected the following companies to comprise its peer group for 2012: Discovery Communications, Inc., Scripps Networks Interactive,

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Inc., Lions Gate Entertainment Corp., DreamWorks Animation SKG Inc., Crown Media Holdings Inc., Electronic Arts Inc., SIRIUS XM Radio Inc., and Take-Two Interactive Software Inc. This peer group differs from that used in the stock performance graph contained in the Annual Report on Form 10-K. Due to the fact that only a few of the companies in our peer group had an executive serving as a chief operating officer, the Compensation Committee also considered a supplemental reference group for the Company’s Chief Operating Officer role, which included business unit executives at Black Entertainment Television LLC, Cable News Network, the Walt Disney Company, Home Box Office, Inc., NBC Universal Media LLC and Time Warner Inc. In addition, the Compensation Committee considered internal and external sources of information to determine the appropriate level and mix of compensation. In order to obtain a general understanding of current compensation practices, the Compensation Committee considered multiple broad-based compensation surveys prepared by a variety of different compensation firms and industry groups.

In connection with the review of 2012 compensation, the compensation consultant presented to the Compensation Committee a comparison of total direct compensation and each of its components with the median in its peer group. In its review, the compensation consultant noted that there was limited market information regarding the role and compensation of the Executive Chairman in its peer group. The Compensation Committee further considered that the Company’s founder and Executive Chairman, Mr. Charles F. Dolan, plays a unique and important role in setting the strategic direction of the Company in addition to his role on the Board. The Compensation Committee also considered that Mr. Dolan is an executive officer of Cablevision. The Compensation Committee did not change any of the applicable compensation amounts in Mr. Dolan’s employment agreement which was entered into prior to the Distribution and approved by the Cablevision compensation committee prior to the Distribution. The compensation consultant compared Mr. Dolan’s total target compensation to that received by other executive chairmen of other similar sized companies who were significant shareholders of their companies and found that Mr. Dolan’s total target compensation was slightly above the 50th percentile of this group.

In connection with its review of 2012 compensation, the Compensation Committee set a general guideline for target total direct compensation, over time, at a range from the median to the 75th percentile of the peer group, reserving for the Compensation Committee the flexibility to recognize differences by individual. The Compensation Committee believes that this range was appropriate in light of the competitive nature of the Company’s businesses as well as the Company’s performance. The Compensation Committee believes that these guidelines for target total direct compensation provide a useful point of reference, along with the other factors described above, in administering the Company’s executive compensation program. Messrs. Carroll’s and Sullivan’s total direct compensation in 2012 were below the median of the peer group. Messrs. Gallagher’s and Sapan’s total direct compensation in 2012 were at approximately the median of the peer group.

In connection with the Company entering into new employment agreements with Messrs. Carroll, Sullivan and Gallagher, the Compensation Committee increased the base salaries for Messrs. Carroll, Sullivan and Gallagher for 2013 by approximately 6%, 4% and 4%, respectively. The Compensation Committee also increased Mr. Carroll’s target annual incentive award, equal to a percentage of his base salary, from 100% to 115%. In addition, the Compensation Committee increased the long-term incentive grants of Messrs. Carroll, Sullivan and Gallagher. As a result of these changes, the Compensation Committee believes that, for 2013, the total compensation of Messrs. Carroll, Sullivan and Gallagher will be at or slightly above the median of each executive’s respective peer group. For a description of the terms and provisions of the employment agreements, see Executive Compensation Tables Employment Agreements .

Overview of 2012 Performance and Executive Compensation

In determining compensation for 2012, the Compensation Committee considered the strong growth the Company achieved during its first full fiscal year as a newly formed public company. The Company achieved AOCF growth of 5.4% and net revenue growth of 13.9%.

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The Company continued its strategy of increasing its investment in its original programming and other content that fits our core business and brand portfolios to continue to drive ratings growth at our networks. As a result, we successfully developed outstanding original programming and significantly increased our ratings at our networks. This allowed us to grow our advertising revenues, deliver audiences for our advertising partners and position ourselves well for future growth in advertising revenues, which represent approximately 39% of our 2012 total net revenues.

In 2012, the Company's series, *The Walking Dead*, became the first cable television series to record the highest ratings for the Fall broadcast season among the Adult 18-49 demographic, surpassing all broadcast and cable entertainment series.

The Company also expanded its distribution of content through new and existing platforms and expanded our relationships with our affiliates and other partners, leading to growth in our distribution revenues.

The Company significantly improved its debt maturity profile and secured upgrades from Moody's and S&P as a result of strengthening its balance sheet.

During 2012, our Class A Common Stock generated a total shareholder return of 31.7% compared to the total shareholder return of the S&P 500 Index over the same period of 13.4%.

The efforts and leadership of our senior management team, including our NEOs, remain critical to our accomplishments and allowed us to continue to successfully navigate difficult economic conditions and produce results that strengthened our business, delivered strong financial performance and created value for our stockholders. During 2012, we continued to perform well on both an absolute basis and relative to our peers and we remain well positioned to capitalize on future opportunities. These accomplishments provide significant context for our pay-for-performance approach and the key compensation decisions made by our Compensation Committee in 2012.

Elements of In-Service Compensation

Our executive compensation philosophy is reflected in the principal elements of our executive compensation program, each of which is important to the Company's ability to attract, retain, motivate and reward highly-qualified executive officers. The compensation program included the following key elements for 2012: base salary; annual cash incentives; long-term incentives; retirement, health and welfare and other benefits, which are generally provided to all other eligible employees; and additional executive benefits, including post-termination compensation under certain circumstances as described below. A significant percentage of total direct compensation is allocated to incentive compensation in accordance with the Compensation Committee's philosophy as described above. The Compensation Committee reviews historical Company compensation, other information provided by the compensation consultant and other factors, such as experience, performance and length of service to determine the level and mix of compensation for executive officers, by position and grade level, that the Compensation Committee has deemed appropriate. The allocation between cash and equity compensation and short-term and long-term compensation is designed to provide a combination of fixed and at-risk compensation that is related to the achievement of the Company's short-term and long-term objectives.

Mr. Dolan is also employed by Cablevision, as its Chairman. Mr. Dolan is separately compensated by Cablevision with respect to such employment.

Base Salaries

Our Compensation Committee is responsible for setting the base salaries of the executive officers, which are intended to compensate the NEOs for the day-to-day services performed for the Company. Base salaries for these executives have been set at levels that are intended to reflect the competitive marketplace in attracting and retaining quality executives. Each of the employment agreements of our NEOs contains a minimum base salary

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level. For information regarding these minimum base salary levels, please see [Executive Compensation Tables](#) [Employment Agreements](#) below. The Compensation Committee currently reviews the salaries of the executive officers no less frequently than on an annual basis. The Compensation Committee evaluates each executive's performance and experience and based on their performance and in accordance with the terms of the employment agreements, the Compensation Committee, in its discretion, may increase base salaries for the executive officers over time. During 2012, Messrs. Sullivan and Gallagher were granted base salary increases of 8% and 11%, respectively, effective as of January 1, 2012. For 2012, Messrs. Dolan, Sapan and Carroll did not receive any base salary increase. The annual base salaries paid to the NEOs in 2012 were as follows: Mr. Dolan \$400,000; Mr. Sapan \$1,280,000; Mr. Carroll \$1,035,500; Mr. Sullivan \$630,000; and Mr. Gallagher \$500,000. See footnote 1 to [Executive Compensation Tables](#) [Summary Compensation Table](#) for a more detailed discussion of the 2012 base salaries. With respect to Messrs. Sullivan and Gallagher, each received a base salary increase effective as of January 1, 2012 that is above the typical range granted to the Company's employees, reflective of the increased responsibilities that each of them has as a result of the Company becoming a public company following the Distribution and to more closely align their total direct compensation with similar executives in our peer group.

Annual Cash Incentives

Under our executive compensation program, annual incentive awards are made to executive officers and certain other members of management. Annual incentive awards are designed to link executive compensation directly to the Company's performance and provide incentives and rewards for excellent business performance during the year. For the NEOs and other individuals that the Compensation Committee determines may be covered by Section 162(m) of the Internal Revenue Code of 1986, as amended (the [Code](#)), 2012 bonuses were granted under the Company's Amended and Restated 2011 Cash Incentive Plan (the [CIP](#)), a plan approved by the Company's stockholders at the annual meeting of stockholders held on June 5, 2012 and administered by the Compensation Committee. See [Tax Deductibility of Compensation](#), below. For all other members of management, 2012 bonuses were granted under the Company's management performance incentive program ([MPIP](#)) administered by the Compensation Committee.

Each annual incentive award-eligible employee is assigned a target annual incentive award equal to a percentage of that employee's annual base salary. For 2012, target bonuses were set as a percentage of the base salary earned during 2012.

The target annual incentive awards are determined based upon the applicable employee's position, grade level, responsibilities, and historical and expected future contributions to the Company. In addition, each of the employment agreements of Messrs. Dolan, Sapan, Carroll and Sullivan contains a target annual incentive award level. For information regarding these target annual incentive award levels, see [Executive Compensation Tables](#) [Employment Agreements](#), below. The Compensation Committee currently reviews the target bonus levels of the executive officers, and going forward will do so no less frequently than on an annual basis. The Compensation Committee evaluates each such executive's performance and experience, and based on their performance and in accordance with the terms of the employment agreements, the Compensation Committee, in its sole discretion, may set target annual incentive award levels for the executive officers. Target bonuses for 2012 (expressed as a percentage of annual base salary) were as follows: Mr. Dolan 175%; Mr. Sapan 200%; Mr. Carroll 100%; Mr. Sullivan 75%; and Mr. Gallagher 60%.

The payment of the 2012 incentive awards under the CIP is conditioned upon the satisfaction of one or more performance objectives established by the Compensation Committee. Any such performance objective is subject to various adjustments such as acquisitions and dispositions and investments in new business ventures. The performance metrics were designed to achieve tax deductibility under Code Section 162(m). Upon achievement of the performance objective(s), each NEO would be eligible to receive payment of an incentive bonus equal to the lesser of \$10 million and two times the executive's target annual incentive award, subject to the Compensation Committee's discretion to reduce the award. In general, under the CIP, regardless of whether

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the Company achieves, exceeds or fails to achieve its target performance objective(s), the Compensation Committee has the discretion only to decrease annual incentive awards if the Company wishes to preserve the Code Section 162(m) deduction. In order for the NEOs to be eligible to receive the 2012 annual cash incentive award, the 2012 AOCF of the business units needed to exceed \$397,541,000. On March 12, 2013, the Compensation Committee certified the awards as achieved by virtue of the 2012 AOCF (as defined in the performance metrics) of the business units equaling approximately \$465,417,000. The Compensation Committee applied negative discretion under the CIP to bring payouts generally in line with calculated payouts under the MPIP for individuals who hold corporate positions (as described below). On March 15, 2013, the 2012 annual incentive awards were paid by the Company to the NEOs as follows: Mr. Dolan \$973,000; Mr. Sapan \$3,558,400; Mr. Carroll \$1,439,345; Mr. Sullivan \$655,872; and Mr. Gallagher \$416,198.

The payment of annual incentive awards under the MPIP is conditioned upon the satisfaction of one or more performance objectives established by the Compensation Committee depending upon the applicable eligible employee's specific business unit. For 2012, under the MPIP, these performance objectives related to an assessment of business unit performance against goals, strategies, operating performance, five-year plan and growth initiatives. For individuals who hold corporate positions at the Company, the MPIP performance objectives were predominantly based on company-wide achievement of the performance metrics. Bonuses awarded under the MPIP may also be adjusted based on recipients' individual performances. To the extent the Company exceeds or falls short of the MPIP performance objectives, eligible employees may receive payments greater than or less than their target annual incentive award.

Long-term Incentives

Our executive compensation program is designed to achieve the objectives described above under Executive Compensation Program Objectives and Philosophy. Our long-term incentive program in 2012 for all executives consisted of two elements: restricted stock units and cash performance awards. These long-term incentives are awarded to members of management based upon each individual's grade level. Except for Messrs. Dolan and Sapan, who receive long-term incentive awards comprised of 40% of the value in restricted stock units and 60% of the value as cash performance awards, these long-term incentive awards granted to the other NEOs are comprised of approximately 50% of the value in restricted stock units and approximately 50% of the value as cash performance awards.

We believe that restricted stock units provide the NEOs with an incentive to improve the Company's stock price performance and indicate direct alignment with stockholders' interests, as well as the potential for a continuing stake in the long-term success of the Company. We also believe that our cash performance awards provide strong incentives for the NEOs to help the Company achieve specific long-term financial objectives. In addition, because these awards vest in their entirety on the third anniversary of the grant date (i.e., cliff vesting), we believe these awards provide strong incentives for the executives to remain with the Company.

Restricted Stock Units

Under our executive compensation program, long-term incentive grants of restricted stock units (RSUs) are made to executive officers and certain other members of management pursuant to the Company's Amended and Restated 2011 Employee Stock Plan (the Employee Stock Plan). For 2012, the Compensation Committee determined to award RSUs in lieu of restricted stock as it believes that RSUs provide the Company more flexibility. The RSUs granted to the NEOs also include a performance vesting condition. See below Tax Deductibility of Compensation for a discussion on IRS Code Section 162(m). Under the current executive compensation program, RSU awards will cliff vest on the third anniversary of the date of grant, subject to the attainment of the performance vesting conditions, so long as the recipient is continuously employed until such date.

One effect of the cliff-vesting of RSUs under our long-term incentive plan is that each of our NEOs maintains significant holdings of Company stock at all times.

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On March 15, 2012, the Company granted RSUs to the NEOs in the following amounts: Mr. Dolan 7,986 RSUs; Mr. Sapan 46,229 RSUs; Mr. Carroll 22,183 RSUs; Mr. Sullivan 11,091 RSUs; and Mr. Gallagher 6,655 RSUs. All such 2012 RSUs will vest on March 15, 2015, as long as the recipient is continuously employed until such date and the performance objectives are attained. The performance condition relating to the RSUs requires the Company to achieve a 1% target rate of growth in AOCF (relative to 2011) in any of the three fiscal years 2012, 2013 and 2014. This Company performance requirement was met in 2012. Additional information regarding RSUs for the NEOs during 2012 is set forth in the Summary Compensation Table and the Grants of Plan-Based Awards table under Executive Compensation Tables below. More information regarding other equity grants for the NEOs appears in the Outstanding Equity Awards at December 31, 2012 table under Executive Compensation Tables below.

Cash Performance Awards*2012 Cash Performance Awards*

Our current executive compensation program contemplates annual grants of three-year cash performance awards, under the Company's CIP, to executive officers and other members of management to be earned on the basis of long-term performance of the Company relative to pre-established financial goals. The Compensation Committee sets the performance objectives for each award in the first quarter of the year of grant. Each recipient is eligible to receive a specified dollar amount, depending on the employee's grade level, to the extent that the Company's target performance objectives are achieved and the recipient is continuously employed through the payment date.

On March 15, 2012, the Company granted cash performance awards to the NEOs in the following target amounts: Mr. Dolan \$540,000; Mr. Sapan \$3,126,000; Mr. Carroll \$1,000,000; Mr. Sullivan \$500,000; and Mr. Gallagher \$300,000. All such 2012 cash performance awards will vest on March 15, 2015, as long as the recipient is continuously employed until such date. The 2012 performance awards will be payable in 2015 if the Company achieves specified targets of increased net revenues, AOCF and free cash flow determined by calculating the average of the net revenues, AOCF and free cash flow of the Company earned in 2012, 2013 and 2014. These targets are intended to measure the Company's ongoing operating performance and are subject to various adjustments including for certain impacts of the Distribution such as the elimination of management fees and corporate allocations to Cablevision and the inclusion of costs to operate our business as a separate, stand-alone public entity, as well as acquisitions and dispositions and investments in new business initiatives and exclude all charges for long-term performance-based compensation. In determining achievement of the 2012 performance awards, average net revenues, average AOCF and average free cash flow are weighted at 30%, 50% and 20%, respectively. These awards provide for a potential payout on a sliding scale such that the actual payment may range from zero (if average net revenues, average AOCF and average free cash flow fail to reach at least 90% of the targets) to 200% (if, for example, average net revenues equal or exceed 110% of the target, average AOCF equals or exceeds 110% of the target and average free cash flow equals or exceeds 110% of the target).

Because the targets for the 2012 awards have been derived from the Company's confidential strategic plan, which is not disclosed publicly for competitive reasons, we do not believe it is appropriate to disclose specific numerical targets. Disclosure of these targets could provide information that could lead to competitive harm. We believe that our strategic plan, and consequently the targets set for the performance awards, is ambitious and reflects desired above-market performance. In determining the threshold levels of performance, the following factors were considered: the Company's strategic plans and the degree of difficulty in achieving the targets, including a comparison of the strategic plans with analysts' published projections of our growth as well as the projected growth of some of our competitors. The 2012 performance awards include a sliding scale of payouts based upon the achievement over the next three years of certain levels of average net revenues, average AOCF and average free cash flow. The Compensation Committee believes that the lowest levels on the sliding scale of the 2012 awards should be achieved, although there can be no assurance this will occur.

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The Compensation Committee has the authority to amend or waive the performance targets under the 2012 awards and to make interpretations thereof and adjustments thereto.

Adjustment of 2010 Cash Performance Awards

As disclosed in the Company's 2012 Proxy Statement, immediately prior to the Distribution, approximately 40 employees of the Company (including the NEOs) held Cablevision three-year cash performance awards that had been granted in 2010 and were based on Cablevision performance objectives. Under the Employee Matters Agreement, the Company is responsible for the costs of these awards (other than for awards held by Mr. Dolan).

On February 28, 2012, the Company was advised that there was unlikely to be a payout under the Cablevision 2010 cash performance awards. The Compensation Committee, after consultation with the compensation consultant, concluded that it was undesirable to have a significant element of the compensation of its senior executives (other than Mr. Dolan) and other employees based on performance objectives that were predominantly unrelated to the performance of the Company. The Compensation Committee also believed it was inequitable to have its senior executives and other employees receive no payout under these performance awards if the Company (and its predecessor, the Rainbow segment of Cablevision) would have met or exceeded performance objectives under the model used to establish the original Cablevision performance objectives. Accordingly, the Compensation Committee requested that the Cablevision compensation committee replace the 2010 Cablevision performance objectives with the original 2010 performance objectives of the Company, which had been provided to Cablevision in 2010 and had been integrated into the original 2010 Cablevision performance objectives. On March 13, 2012, the Cablevision compensation committee amended the 2010 cash performance awards held by employees of the Company, including Messrs. Sapan, Carroll, Sullivan and Gallagher (but not Mr. Dolan), as requested by the Compensation Committee.

These cash performance awards were earned at the end of 2012 and paid in March 2013. The amount earned under these awards was based on achievement by the Company of certain levels of incremental net revenues and AOCF from 2010 to 2012, subject to certain adjustments to reflect changes in the Company's business and other factors over the course of the award measurement period, including to account for acquisitions of or investments in new businesses and changes in the application of GAAP. We refer to incremental net revenues and incremental AOCF, as so adjusted for purposes of performance awards, as Award-Adjusted Incremental Net Revenue and Award-Adjusted Incremental AOCF, respectively. Amounts earned under the 2010 cash performance awards were based on achievements against target Award-Adjusted Incremental Net Revenue of \$333,441,000 and target Award-Adjusted Incremental AOCF of \$138,871,000. For the period between 2010 and 2012, Award-Adjusted Incremental Net Revenue was \$388,252,000 and Award-Adjusted Incremental AOCF was \$140,107,000. Each of these measures was weighted equally for purposes of determining amounts earned under these cash performance awards. Under the sliding-scale payout described above, this resulted in a payout of 102.7% of the targeted amount for cash performance awards granted in 2010. Accordingly, in March, 2013, the Company's Compensation Committee determined that the performance objectives for the 2010 cash performance awards had been met. Based on the certification by the Company's Compensation Committee that the performance objectives for the 2010 cash performance awards had been met, the Cablevision compensation committee certified performance and authorized the payment of such awards. The amounts paid to Messrs. Sapan, Carroll, Sullivan and Gallagher in respect of such awards are set forth below in the Summary Compensation Table.

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Other Outstanding Awards

In addition to the long-term incentive awards described above, certain of our executives (including the NEOs) have outstanding equity awards that were granted by Cablevision in connection with their service as employees of Cablevision prior to the Distribution. Grants of any such equity awards received by the NEOs (other than Mr. Dolan) are set forth in the Outstanding Equity Awards at December 31, 2012 table under Executive Compensation Tables below and are discussed in greater detail under Treatment of Legacy Cablevision Options, Rights, Restricted Stock, Restricted Stock Units and Other Awards below. The outstanding Cablevision equity-based awards held by Mr. Dolan are not included in the Outstanding Equity Awards at December 31, 2012 table because these awards remain subject to his continued service to Cablevision.

Benefits

Our executive officers are generally eligible to participate in the same retirement plans, health and welfare benefit plans and other voluntary benefit plans made available to other benefits-eligible employees of the Company, including, for example, medical, dental, vision, life insurance and disability coverage. Notwithstanding the foregoing, Mr. Dolan does not participate in certain Company benefit plans, including the Company's defined contribution plan and the Company's medical, dental and vision plans. Mr. Dolan receives pension and health benefits from Cablevision.

Defined Contribution Plans

For 2012, the Company's employees, including executive officers, participated in the Cablevision 401(k) Savings Plan, a tax qualified retirement savings plan. Under this plan, participating employees, including executive officers, may contribute into their plan accounts a percentage of their eligible pay on a before-tax basis as well as a percentage of their eligible pay on an after-tax basis. The Company matches 100% of the first 3% of eligible pay and 50% of the next 2% of eligible pay contributed by participating employees. In addition, the Company provides a 4% profit sharing contribution based on the employee's salary. The Company matching contributions are subject to vesting limitations for the first three years of employment.

In addition, for 2012, certain of the Company's employees, including executive officers, participated in the Cablevision Excess Savings Plan, a non-qualified deferred compensation plan offered to certain employees, including executive officers, who are restricted by the applicable IRS annual compensation limitation and/or the pre-tax income deferral limitation. More information regarding the Cablevision Excess Savings Plan is provided in the Nonqualified Deferred Compensation table under Executive Compensation Tables below. Matching contributions made by the Company under the Cablevision 401(k) Savings Plan and the Cablevision Excess Savings Plan and allocations under the defined contribution portion of the Nonqualified Supplemental Benefit Plan on behalf of the NEOs (other than Mr. Dolan) are set forth in the Summary Compensation Table under Executive Compensation Tables below.

Other

In addition to the standard life insurance available to all Company employees (based on a multiple of base salary, up to a \$4,000,000 cap on the total amount of life insurance), Cablevision had purchased whole life insurance policies for certain current and former senior executives of Cablevision, including Mr. Sapan. The policies originally provided coverage (before the application of any dividends to purchase increased insurance) in the amount of the greater of three times the individual's annual base salary as in effect in 1996 or the estimated death benefit provided under previous policies. As of the most recent anniversary date, the policy for Mr. Sapan provided an estimated death benefit of \$1,304,266. Information regarding premiums paid with respect to Mr. Sapan is set forth in the Summary Compensation Table below. Upon the Distribution Date, the Company assumed responsibility for the payment of premiums with respect to Mr. Sapan, to the extent necessary.

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Perquisites

Following the Distribution, the Company has adopted a policy that it generally will not provide perquisites to its executive officers. During 2012, the aggregate value of perquisites received by each of Messrs. Sapan, Carroll, Sullivan and Gallagher by the Company was below \$10,000.

Post-Termination Compensation

We believe that post-termination benefits are integral to the Company's ability to attract and retain qualified executives.

Under certain circumstances, payments or other benefits may be provided to employees upon the termination of their employment with the Company. These may include payments or other benefits upon a termination by the Company without cause, termination by the employee for good reason, other voluntary termination by the employee, retirement, death, disability, or termination following a change in control of the Company or a going-private transaction. With respect to the NEOs, the amounts and terms of such payments and other benefits (including the definition of cause and good reason) are governed by each NEO's employment agreement and any applicable award agreements. The Company award agreements regarding various long-term incentives address employment termination events, including the circumstances upon which vesting, payment and/or forfeiture of all or a portion of the long-term incentives may be accelerated. If an executive's employment agreement with the Company refers to the treatment of any award upon a triggering event, the particular award agreement does not supersede the terms of the employment agreement unless otherwise provided. Post-termination compensation is discussed in greater detail in Executive Compensation Tables Employment Agreements and Executive Compensation Tables Termination and Severance below.

Tax Deductibility of Compensation

Code Section 162(m) establishes a \$1 million limit on the amount that a publicly held corporation may deduct for compensation paid to the chief executive officer and the next three most highly paid NEOs (other than the chief financial officer) in a taxable year. This limitation does not apply to any compensation that is qualified performance-based compensation under Code Section 162(m), which is defined as compensation paid in connection with certain stock options or that is paid only if the individual's performance meets pre-established objective goals based on performance criteria established under a plan approved by stockholders. Our short-term and long-term incentive compensation plans are generally designed to qualify for this exemption from the deduction limitations of Code Section 162(m) and to be consistent with providing appropriate compensation to executives. The Company's stockholders approved the CIP and the Employee Stock Plan at the Company's June 5, 2012 annual meeting of stockholders.

From time to time, to the extent it deems appropriate, the Compensation Committee may make awards (or modifications to awards) that would not qualify for an exemption from Code Section 162(m). For example, we expect that the amount of annual base salary plus any other annual compensation paid or imputed to the President and Chief Executive Officer and the next three most highly paid NEOs covered by Code Section 162(m) that causes their non-performance-based compensation to exceed the \$1 million limit will not be deductible by the Company for federal income tax purposes.

Although it is the Company's intent generally to qualify compensation for the exemption from the deduction limitations, we believe that it is in the best interests of the Company's stockholders to allow the Compensation Committee the flexibility and discretion to design an appropriate executive compensation program so that the Company can attract, retain and motivate our executives, notwithstanding Code Section 162(m).

Table of Contents**Treatment of Legacy Cablevision Options, Rights, Restricted Stock, Restricted Stock Units and Other Awards**

In connection with the Distribution, each Cablevision stock option and stock appreciation right (right or SAR) became two options/rights. Cablevision options were converted into options to acquire Cablevision NY Group Class A Common Stock and options to acquire the Company's Class A Common Stock. Cablevision rights were converted into rights with respect to the cash value of Cablevision NY Group Class A Common Stock and rights with respect to the cash value of the Company's Class A Common Stock. The number of shares of the Company's Class A Common Stock that became subject to each option/right was based on the 1:4 distribution ratio (i.e., one share of the Company's common stock for every four shares of Cablevision). The options and the rights with respect to the Company's Class A Common Stock were issued under the AMC Networks Inc. 2011 Employee Stock Plan or the AMC Networks Inc. 2011 Stock Plan for Non-Employee Directors, as applicable. The existing exercise price was allocated between the existing Cablevision options/rights and the Company's new options/rights based upon ten-day weighted-average prices of the Cablevision NY Group Class A Common Stock and the Company's Class A Common Stock, taking into account the 1:4 distribution ratio. As a result of this adjustment, approximately 73.59% of the pre-Distribution exercise price of options and rights was allocated to the Cablevision options and rights and approximately 26.41% was allocated to the AMC Networks options and rights. Other than the split of the Cablevision options and rights and the allocation of the existing exercise price, upon issuance of our new options and rights there was no additional adjustment to the existing Cablevision options and rights in connection with the Distribution, and the terms of each employee's applicable Cablevision award agreement continue to govern the Cablevision options and rights. The options and rights that were issued in respect of outstanding Cablevision stock options and rights will be affected by a change in control or going private transaction of the Company or Cablevision, respectively, as set forth in the terms of the applicable award agreement.

Further, in the Distribution, one share of the Company's Class A Common Stock was issued in respect of every four shares of Cablevision restricted stock. These shares of Company stock are restricted on the same basis as the underlying Cablevision shares, and are referred to in this Compensation Discussion and Analysis and the Executive Compensation Tables as Distribution-related shares. These shares were not issued under any of the Company's equity plans as they were issued as a dividend in respect of Cablevision NY Group Class A Common Stock in connection with the Distribution. If a holder of Cablevision restricted stock forfeits such restricted stock and therefore forfeits our accompanying shares, the Company shares will be returned to our treasury.

Cablevision has issued restricted stock units to its non-employee directors which represent unfunded, unsecured rights to receive shares of Cablevision NY Group Class A Common Stock (or cash or other property) at a future date upon the satisfaction of the conditions specified by the Compensation Committee in the award agreement. Such restricted stock units were fully vested on the date of grant. Upon Distribution, each holder of a restricted stock unit received one share of our Class A Common Stock in respect of every four Cablevision restricted stock units owned on the record date and continued to be entitled to a share of Cablevision NY Group Class A Common Stock (or cash or other property) in accordance with the award agreement. Such shares of Class A Common Stock were issued under our 2011 Stock Plan for Non-Employee Directors. Cablevision has issued to its non-employee directors options to purchase its Cablevision NY Group Class A Common Stock, and such options are now fully vested. In connection with the Distribution, each Cablevision option became two options: one an option to acquire Cablevision NY Group Class A Common Stock and one an option to acquire our Class A Common Stock. The allocation of exercise price between the existing non-employee director Cablevision options and our new non-employee director options and the number of shares subject to those new options was determined in the same manner as described above for our options/rights issued under our 2011 Employee Stock Plan at the time of the Distribution.

On February 9, 2010, Cablevision distributed to its stockholders all of the outstanding common stock of MSG (the MSG Distribution). As a result, MSG became a separately traded public company. In connection

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with the MSG Distribution: (1) holders of outstanding awards of Cablevision stock options and stock appreciation rights (including certain of our officers, employees and directors) received MSG stock options and stock appreciation rights; (2) holders of outstanding awards of Cablevision restricted stock (including certain of our officers, employees and directors) received shares of MSG Class A Common Stock restricted on the same basis as the underlying Cablevision restricted shares; and (3) Cablevision non-employee directors (including certain of our directors) who hold outstanding awards of Cablevision restricted stock units received shares of MSG Class A Common Stock. Such issuance of MSG equity and equity-based awards were based on a 1:4 distribution ratio (i.e., one share of MSG Class A Common Stock for every four shares of Cablevision), and the exercise price of the stock options and stock appreciation rights were allocated based upon the ten-day volume weighted average prices of the Cablevision NY Group Class A Common Stock and the MSG Class A Common Stock.

As a result of the issuance of MSG equity and equity-based awards in connection with the MSG Distribution, those of our employees (including certain executive officers) who held outstanding Cablevision awards at such time received MSG awards. To the extent that any such individual forfeits the Cablevision award, then the related MSG awards shall be forfeited as well.

Other Awards

With respect to outstanding long-term cash and equity awards, the Company, Cablevision and MSG are not regarded as competitive entities of each other for purposes of any non-competition provisions contained in the applicable award agreements. With respect to all outstanding Cablevision and MSG awards (and our options and stock appreciation rights issued in connection with such awards), holders of such awards will continue to vest in them so long as they remain employed by the Company, Cablevision, MSG, or affiliates of those entities, provided that an employee who moves from the Company or one of its subsidiaries, on the one hand, to Cablevision or one of its subsidiaries, or MSG or one of its subsidiaries, on the other hand, at a time when the applicable entity is no longer affiliated with the Company, will not continue to vest in our awards and such change will constitute a termination of employment for purposes of the award agreement. Notwithstanding the foregoing, Mr. Dolan will continue to vest in his outstanding Cablevision awards (as well as in Company stock options and stock appreciation rights issued upon the Distribution with respect to such outstanding Cablevision awards) based solely on his continued service with Cablevision and not in respect of his continued service with the Company and its subsidiaries.

We are not responsible for any payments associated with any annual, long-term cash or deferred compensation awards granted by Cablevision to Mr. Dolan that were outstanding as of the Distribution. Payment of such awards is the sole responsibility of Cablevision. Payments of any awards granted by Cablevision to Messrs. Sapan, Carroll, Sullivan and Gallagher will continue to be the responsibility of the Company. The performance awards and deferred compensation awards applicable to our other employees were assigned by Cablevision to us and have been assumed by us.

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REPORT OF COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth above. Based on such review and discussions, we have recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement for filing with the U.S. Securities and Exchange Commission.

Members of the Compensation Committee

Neil M. Ashe (Chair)

Leonard Tow

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Table of Contents**EXECUTIVE COMPENSATION TABLES**

The tables below reflect the compensation of the Company's Executive Chairman, President and Chief Executive Officer, Chief Financial Officer and the two other most highly paid executive officers. See Compensation Discussion and Analysis for an explanation of our compensation philosophy and program.

Historical Compensation Information

The information set forth below with respect to 2010 and the first six months of 2011, prior to the Distribution, is historical Cablevision information. The information has been provided by, or derived from information provided by, Cablevision. All such information for Messrs. Sapan, Carroll, Sullivan and Gallagher is based upon services rendered by these executives, each of whom was an executive of Rainbow Media Holdings LLC while it was a subsidiary of Cablevision. The services rendered by these executives in 2010 and the first six months of 2011 were, in some instances, in capacities not equivalent to the positions in which they are currently serving the Company or our subsidiaries. The historical compensation information presented for Mr. Dolan for 2010 is based upon his services to, and compensation received from, Cablevision, and for 2011 is based upon his services to, and compensation received solely from, the Company after the Distribution. The historical compensation Mr. Dolan received from Cablevision is not comparable to the compensation he received from the Company.

Summary Compensation Table

The table below summarizes: (1) the total compensation paid to or earned by each of our NEOs for the year ended December 31, 2010, which was paid by Cablevision; (2) the total compensation paid to or earned by each of Messrs. Sapan, Carroll, Sullivan and Gallagher for the year ended December 31, 2011, which was paid by Cablevision through the Distribution Date and by us following the Distribution Date; (3) the total compensation paid to or earned by Mr. Dolan for the last six months of 2011 following the Distribution Date, which was paid solely by us; and (4) the total compensation paid or earned by each of our NEOs for the year ended December 31, 2012, which was paid solely by us.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock Awards (\$)(3)	Option and Rights Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	Change in	All Other Compensation (\$)(7)	Total (\$)
							Pension Value and Nonqualified Deferred Compensation Earnings (\$)(6)		
<i>Mr. Charles F. Dolan</i> Executive Chairman	2012	400,000		360,009		973,000		23,137	1,756,146
	2011(8)	194,000				426,250		7,138	627,388
	2010(8)	1,664,000		3,000,000		8,366,016	274,004	469,547	13,773,567
<i>Mr. Joshua W. Sapan</i> President and Chief Executive Officer	2012	1,280,000		2,084,003		5,468,620		83,647	8,916,270
	2011(8)	1,280,000		6,134,227		3,960,618		139,269	11,514,114
	2010(8)	1,240,000		1,274,000		3,321,320	170,007	207,471	6,213,198
<i>Mr. Edward A. Carroll</i> Chief Operating Officer	2012	1,035,500		1,000,010		2,106,895		60,536	4,202,941
	2011(8)	1,035,500		727,001		1,820,360		153,369	3,736,230
	2010(8)	950,000		669,600		1,685,800	40,662	208,269	3,554,331
<i>Mr. Sean S. Sullivan</i> Executive Vice President and Chief Financial Officer	2012	630,000		499,982		720,060		35,826	1,885,868
	2011(8)	585,000	150,000	279,302		500,000		20,231	1,534,533
	2010(8)	154,808	150,000	63,000		104,000		10,839	482,647
<i>Mr. James G. Gallagher</i> Executive Vice President and General Counsel	2012	500,000		300,007		662,678		28,115	1,490,800
	2011(8)	450,000		271,058		492,480		15,552	1,229,090
	2010(8)	436,800		247,200		438,880	26,002	13,077	1,161,959

(1)

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For 2012, salaries paid to the NEOs accounted for the following percentage of their total compensation: Mr. Dolan 23%; Mr. Sapan 14%; Mr. Carroll 25%; Mr. Sullivan 33% and Mr. Gallagher 34%.

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- (2) Mr. Sullivan joined the Company on September 20, 2010 and the amounts in this column reflect the payment of a special bonus in each of 2010 and 2011 in accordance with the terms of his employment agreement.
- (3) For 2012, this column reflects the aggregate grant date fair value of the Company's restricted stock units that were awarded in 2012 without any reduction for risk of forfeiture, as calculated in accordance with FASB ASC Topic 718. This column reflects the aggregate grant date fair value of the restricted stock awards granted to the executives in 2011 and 2010, without any reduction for risk of forfeiture, as calculated in accordance with FASB ASC Topic 718. In addition, Company common stock was issued in 2011 as dividends in respect of outstanding Cablevision restricted stock awards held as of the Distribution. Such Company common stock is restricted on the same basis as underlying Cablevision restricted stock awards. Such Distribution-related shares are not reflected in the 2011 figures in this table, but for certain of the NEOs (other than Mr. Dolan) are included in the Outstanding Equity Awards at December 31, 2012 table and the Options Exercised and Stock Vested table. For a further discussion of Distribution-related equity awards, see Compensation Discussion and Analysis Treatment of Legacy Cablevision Options, Rights, Restricted Stock, Restricted Stock Units and Other Awards.
- (4) No stock options and/or rights were granted in 2011 or 2012. In 2011, upon the Distribution, the Company issued stock options in connection with then-outstanding Cablevision stock options. Such Distribution-related options are not reflected in this table, but for certain of the NEOs (other than Mr. Dolan) are included in the Outstanding Equity Awards at December 31, 2012 table and the Options Exercised and Stock Vested table. For a further discussion of Distribution-related equity awards, see Compensation Discussion and Analysis Treatment of Legacy Cablevision Options, Rights, Restricted Stock, Restricted Stock Units and Other Awards.
- (5) The 2012 figures in this column for Messrs. Sapan, Carroll, Sullivan and Gallagher include the annual incentive awards for performance in 2012 and the value of performance awards granted in 2010, earned at the end of 2012 as follows: Mr. Sapan: \$3,558,400 and \$1,910,220, respectively; Mr. Carroll: \$1,439,345 and \$667,550, respectively; Mr. Sullivan: \$655,872 and \$64,188, respectively; and Mr. Gallagher: \$416,198 and \$246,480, respectively. The amount included for Mr. Dolan represents the annual incentive award of \$973,000 earned in 2012 and paid in March 2013.

For 2011 figures, this column reflects the annual incentive award earned by each individual in 2011 and paid in March 2012 and the value of performance awards granted in 2009, earned at the end of 2011 and paid in March 2012. The 2011 figures in this column for Messrs. Sapan, Carroll, Sullivan and Gallagher are as follows: Mr. Sapan: \$3,214,758 and \$745,860, respectively; Mr. Carroll: \$1,299,060 and \$521,300, respectively; Mr. Sullivan: \$500,000 and \$0, respectively; and Mr. Gallagher: \$300,000 and \$192,480, respectively. The amount included for Mr. Dolan represents the annual incentive award of \$462,250 earned in 2011 and paid in March 2012.

For 2010 figures, this column reflects the annual incentive award earned by each individual in 2010 and paid in March 2011 and the value of performance awards granted in 2008, earned at the end of 2010 and paid in March 2011. The 2010 figures in this column for Messrs. Dolan, Sapan, Carroll and Gallagher are as follows: Mr. Dolan: \$4,289,376 and \$4,076,640, respectively; Mr. Sapan: \$1,625,000 and \$1,696,320, respectively; Mr. Carroll: \$1,093,000 and \$592,800, respectively; Mr. Sullivan: \$104,000 and \$0, respectively; and Mr. Gallagher: \$220,000 and \$218,880, respectively. The performance award granted to Mr. Dolan in 2009 by Cablevision was not assumed by the Company and remains a liability of Cablevision. For a further discussion of the treatment of the Cablevision long-term performance awards, see Compensation Discussion and Analysis Treatment of Legacy Cablevision Options, Rights, Restricted Stock, Restricted Stock Units and Other Awards.

- (6) For 2010, this column represents the sum of the increase in the present value of each individual's accumulated cash balance plan account and accumulated excess cash balance account at Cablevision. There were no above-market earnings on nonqualified deferred compensation.

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(7) The table below shows the components of this column:

Name	Year	401(k) Plan Match \$(a)	Excess Savings Plan Match \$(a)	Life Insurance Premiums \$(b)	Deferred Compensation Awards (\$)	Perquisites \$(c)	Total (\$)
Mr. Dolan	2012		23,137				23,137
Mr. Sapan	2012	9,000	63,861	10,786			83,647
Mr. Carroll	2012	9,714	50,822				60,536
Mr. Sullivan	2012	9,714	26,112				35,826
Mr. Gallagher	2012	10,810	17,305				28,115

- (a) These columns represent, for each individual, a matching contribution funded by the Company on behalf of such individual under Cablevision's 401(k) Plan or Excess Savings Plan, as applicable. The Excess Savings Plan match is reflected in the Nonqualified Deferred Compensation table below.
- (b) This column represents amounts paid for premiums on whole life insurance policies purchased by Cablevision for Mr. Sapan. Upon the Distribution, the Company assumed responsibility for the payment of premiums with respect to Mr. Sapan. Mr. Dolan also has a whole life insurance policy provided by Cablevision for which the Company has not assumed any obligations and the premium payments are not included in this table.
- (c) Perquisites provided to Messrs. Sapan, Carroll, Sullivan or Gallagher did not exceed an aggregate value of \$10,000. Following the Distribution, the Company generally has not provided perquisites to the NEOs. Perquisites received by Mr. Dolan during 2012 were in respect of his service to Cablevision and are not included in this table. For more information regarding perquisites, see Compensation Discussion and Analysis Elements of In-Service Compensation Perquisites.

(8) The information in these rows with respect to 2010 and, for Messrs. Sapan, Carroll, Sullivan and Gallagher, the first six months of 2011, prior to the Distribution, is historical Cablevision information. The information has been provided by, or derived from information provided by, Cablevision. We understand from Cablevision that the information as to stock awards and option awards reflects the grant date fair value of the awards, computed in accordance with FASB ASC Topic 718.

Grants of Plan-Based Awards

The table below presents information regarding awards granted in 2012 to each NEO under the Company's plans, including estimated possible and future payouts under non-equity incentive plan awards and other restricted stock and stock option awards.

Name	Year	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units(#)	Grant Date Fair Value of Stock and Option Awards \$(1)
			Threshold(\$)	Target(\$)	Maximum(\$)		
Mr. Dolan	2012	1/1/2012(2)		700,000	1,400,000		
	2012	3/15/2012(3)	270,000	540,000	1,080,000		
	2012	3/15/2012(4)				7,986	360,009
Mr. Sapan	2012	1/1/2012(2)		2,560,000	5,120,000		
	2012	3/15/2012(3)	1,563,000	3,126,000	6,252,000		
	2012	3/15/2012(4)				46,229	2,084,003

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Mr. Carroll	2012	1/1/2012(2)		1,035,500	2,071,000		
	2012	3/15/2012(3)	500,000	1,000,000	2,000,000		
	2012	3/15/2012(4)				22,183	1,000,010
Mr. Sullivan	2012	1/1/2012(2)		472,500	945,000		
	2012	3/15/2012(3)	250,000	500,000	1,000,000		
	2012	3/15/2012(4)				11,091	499,982
Mr. Gallagher	2012	1/1/2012(2)		300,000	600,000		
	2012	3/15/2012(3)	150,000	300,000	600,000		
	2012	3/15/2012(4)				6,655	300,007

- (1) This column reflects the aggregate grant date fair value of the Company's restricted stock units granted to each NEO in 2012 without any reduction for risk of forfeiture, as calculated in accordance with FASB ASC Topic 718 on the grant date.

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- (2) This row reflects the possible payouts with respect to grants of annual incentive awards under the Company's Cash Incentive Plan for performance in 2012. Each of the executives is assigned a target bonus percentage and amount; there is no threshold amount for annual incentive awards. Under the terms of the awards, each executive is eligible to receive payment of an annual incentive award equal to the lesser of \$10 million or two times his bonus target, subject to the Compensation Committee's discretion to reduce the award. The amounts of annual incentive awards actually paid for performance in 2012 are disclosed in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above. For more information regarding the terms of these annual incentive awards, please see Compensation Discussion and Analysis Elements of In-Service Compensation Annual Cash Incentives.
- (3) This row reflects the future payout with respect to performance awards that were granted under the Company's Long-Term Incentive Plan in 2012. Each performance award was granted with a target amount, subject to actual payment based on a sliding scale ranging from zero to two times the target amount. These performance awards will be payable in the first quarter of 2015 if the Company achieves specified performance targets in the three-year period ending December 31, 2014. For more information regarding the terms of these performance awards, see Compensation Discussion and Analysis Elements of In-Service Compensation Long-term Incentives Cash Performance Awards.
- (4) This row reflects the Company's restricted stock units that were awarded in 2012. The awards are expected to cliff vest on the third anniversary of the grant date and were subject to performance criteria which have been satisfied. See Compensation Discussion & Analysis Elements of In-Service Compensation Long-term Incentives Restricted Stock Units.