

READING INTERNATIONAL INC  
Form DEF 14A  
April 16, 2007

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**SCHEDULE 14A INFORMATION**

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

**READING INTERNATIONAL, INC.**

(Name of Registrant as Specified In Its Charter)

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**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1)	Title of each class of securities to which transaction applies:
(2)	Aggregate number of securities to which transaction applies:
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act

Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**READING INTERNATIONAL, INC.  
500 Citadel Drive, Suite 300  
Commerce, California 90040**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON THURSDAY, MAY 10, 2007**

TO THE STOCKHOLDERS:

The 2007 Annual Meeting of Stockholders (the "Annual Meeting") of Reading International, Inc., a Nevada corporation, will be held at the Four Seasons Hotel Los Angeles at Beverly Hills, 300 South Doheny Drive, Los Angeles, California 90048, on Thursday, May 10, 2007, at 11:00 a.m., local time for the following purposes:

- To elect eight directors to the Board of Directors to serve until the 2008 Annual Meeting of Stockholders; and
- To transact such other business as may properly come before the meeting, or any adjournment or postponement thereof.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2006 is enclosed. Only stockholders of record of our Class B Voting common stock, at the close of business on March 16, 2007 (the "Record Date") will be entitled to notice of and to vote at the meeting and any adjournment or postponement thereof.

**Holders of record as of March 16, 2007 of our Class A Nonvoting Common Stock are being sent this Notice of the Annual Meeting and the enclosed Proxy Statement and a copy of our Annual Report, and are invited to attend our Annual Meeting, but will have no voting rights.**

We will make available a list of the stockholders entitled to vote at the Annual Meeting for examination at our principal executive offices located at 500 Citadel Dr., Suite 300, Commerce, California 90040, at least ten days prior to the date of the Annual Meeting.

**If you are a holder of record of our Class B Voting Common Stock you will have received a proxy card enclosed with this notice.** Whether or not you expect to attend the Annual Meeting in person, please fill in, sign, date and complete the enclosed proxy card and return it promptly in the accompanying postage prepaid, pre-addressed envelope, to assure that your shares will be represented.

By Order of the Board of Directors  
James J. Cotter  
Chairman

This Proxy Statement is first being mailed to stockholders on or about April 24, 2007.

**PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE TO ENSURE THAT YOUR VOTES ARE COUNTED.**

**READING INTERNATIONAL, INC.**  
**500 Citadel Drive, Suite 300**  
**Commerce, California 90040**  
**(213) 235-2240**

**PROXY STATEMENT**

**Annual Meeting of Stockholders**  
Thursday, May 10, 2007

**INTRODUCTION**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Reading International, Inc. ("RDI" and collectively with its consolidated subsidiaries and corporate predecessors, the "Company," "Reading," and "we," "us," or "our"), of proxies for use at our upcoming Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, May 10, 2007, at 11:00 a.m., local time, at the Four Seasons Hotel Los Angeles at Beverly Hills, 300 South Doheny Drive, Los Angeles, California, 90048, and at any adjournment or postponement thereof. Please sign, date and return the enclosed proxy card in order to ensure that your shares are represented at our meeting.

At our Annual Meeting, you will be asked to elect eight directors to the Board of Directors to serve until the 2008 Annual Meeting of Stockholders.

As of the Record Date, Mr. James J. Cotter, our Chairman and Chief Executive Officer, owned directly or indirectly, 1,161,388 shares of our Class B Voting Common Stock. Mr. Cotter's holdings represent more than 71.1% of the outstanding voting rights of our company. Accordingly, Mr. Cotter has the power, acting alone and without the support or approval of any of our other stockholders, to elect the individuals currently nominated for election to our Board of Directors at our upcoming Annual Meeting and to defeat the election of any other individuals who might be nominated. Mr. Cotter has advised us that he intends to vote in favor of each of our Board's nominees for election at that meeting.

## **VOTING AND PROXIES**

### ***Am I eligible to vote?***

If you owned shares of record of Class B Voting Common Stock on March 16, 2007, you are eligible to vote, and you should have received a proxy card enclosed with this notice. If you did not receive a proxy card, please contact our Assistant Secretary, Kathryn Smith, at (213) 235-2236.

### ***What if I have the Class A stock?***

Holders of record of our Class A Nonvoting Common Stock are being sent this Proxy Statement for their information and are invited to attend our Annual Meeting, but will have no voting rights.

### ***How many votes do I have?***

With respect to each matter to be considered at the Annual Meeting, you will have one vote for each share of Class B Voting Common Stock you owned on March 16, 2007. On that date, there were a total of 1,495,490 shares of Class B Voting Common Stock outstanding.

### ***How do I vote in person?***

You may vote your shares in person by attending the 2007 Annual Meeting. If you are not the record holder of your shares, please refer to the discussion following the questions "What if I am not the record holder of my shares?"

### ***How do I vote by proxy?***

To vote by proxy, you should complete, sign and date the enclosed proxy card and return it promptly in the enclosed postage-paid envelope.

To be able to vote your shares in accordance with your instructions at the Annual Meeting, we must receive your proxy as soon as possible, but in any event, prior to the shares being voted at the meeting. Shares represented by properly executed proxies received by us will be voted at the Annual Meeting in the manner specified therein or, if no instructions are marked on the enclosed proxy card, will be voted "FOR" each of the nominees for director. Although we do not know of any other matter to be acted upon at the Annual Meeting, shares represented by valid proxies will be voted in accordance with the judgment of the individuals indicated on the proxy card with respect to any other matters that may properly come before the Annual Meeting.

### ***If I plan to attend the Annual Meeting, should I still submit a proxy?***

Whether or not you plan to attend the Annual Meeting, we urge you to submit a proxy. Execution of a proxy will not in any way affect your right to attend the Annual Meeting and vote in person.

***What if I want to revoke my proxy?***

You have the right to revoke your proxy at any time before it is voted on your behalf by:

- filing with our Corporate Secretary at our address at 500 Citadel Drive, Suite 300, Commerce, California 90040, prior to the commencement of the Annual Meeting, a duly executed instrument dated subsequent to such proxy revoking the same;
- submitting a duly executed proxy bearing a later date; or
- attending the Annual Meeting and voting in person.

***What if I am not the record holder of my shares?***

If your shares are held in the name of a brokerage firm, bank nominee, or other institution, only it can give a proxy with respect to your shares. You should receive a proxy card from your bank or broker, which you must return in the envelope provided in order to have your shares voted.

If you do not have record ownership of your shares and want to vote in person at the 2007 Annual Meeting, you may obtain a document called a “legal proxy” from the record holder of your shares and bring it to the Annual Meeting in order to vote in person.

**Proxy Solicitation and Expenses**

In addition to the solicitation by mail, our employees may solicit proxies in person or by telephone but no additional compensation will be paid to them for such services. We will bear all costs of soliciting proxies on behalf of our Board of Directors and will reimburse persons holding shares in their own names or in the names of their nominees, but not owning such shares beneficially, for the expenses of forwarding solicitation materials to the beneficial owners.

The presence, in person or by proxy, of the holders of shares of stock entitling them to cast a majority of the votes entitled to be cast at our Annual Meeting will constitute a quorum. Abstentions will be counted for purposes of determining the presence of a quorum, as will broker non-votes, provided authority is given to attend the meeting or to vote on any matter to come before the meeting. Directors are elected by a plurality vote, so abstentions and broker non-votes will not affect the outcome of the election of directors.

## **ELECTION OF DIRECTORS**

### **Beneficial Ownership of Securities**

The following table sets forth the shares of common stock beneficially owned as of the Record Date by:

- each of our incumbent directors and each director nominee;
- each of our named executive officers set forth in the Summary Compensation table of this Proxy Statement;
- each person known to us to be the beneficial owner of more than 5% of our voting stock; and
- all of our directors and executive officers as a group.

Except as noted, the indicated beneficial owner of the shares has sole voting power and sole investment power.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)			
	Class A Nonvoting		Class B Voting	
	Number of Shares	Percentage of Stock	Number of Shares	Percentage of Stock
James J. Cotter (2)(3)	4,072,745	19.4%	1,161,388	71.1%
Eric Barr (2)	30,000(4)	*	--	--
James J. Cotter, Jr. (2)	554,569(4)	2.6%	--	--
Margaret Cotter (2)	559,207(4)	2.7%	35,100(5)	2.3%
William D. Gould	67,340(4)	*	--	--
Edward L. Kane	30,500(4)	*	100	*
Gerard P. Laheney (2)	30,000(4)	*	--	--
Alfred Villaseñor, Jr. (2)	30,000(4)	*	--	--
Andrzej Matyczynski (2)	100,100(5)	*	--	--
Robert F. Smerling (2)	50,000(5)	*	--	--
Wayne Smith (2)	--	*	--	--
S. Craig Tompkins (2)	112,430(5)	*	--	--
Pacific Assets Management LLC/ JMG Triton Offshore Fund Ltd (6) 1999 Avenue of the Stars, #2530 Los Angeles, CA 90067	N/A	N/A	133,043	