

National CineMedia, Inc.
 Form 4
 March 20, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMERICAN MULTI-CINEMA, INC.

(Last) (First) (Middle)

ONE AMC WAY, 11500 ASH STREET

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title of Security (Instr. 3) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V (A) (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------|------------------|------------------|--------------------------------|------------------|-----------------|-----------------|
| COMMON UNITS OF NATIONAL CINEMEDIA, LLC | \$ 0 | 03/16/2017 | J ⁽²⁾ | 18,425,423 | <u>(1)</u> | <u>(1)</u> | NAT CINE COM ST |
| COMMON UNITS OF NATIONAL CINEMEDIA, LLC | \$ 0 | 03/16/2017 | J ⁽⁴⁾ | 361,892 | <u>(1)</u> | <u>(1)</u> | NAT CINE COM ST |
| COMMON UNITS OF NATIONAL CINEMEDIA, LLC | \$ 0 | 03/16/2017 | J ⁽⁵⁾ | 2,850,453 | <u>(1)</u> | <u>(1)</u> | NAT CINE COM ST |
| COMMON UNITS OF NATIONAL CINEMEDIA, LLC | \$ 0 | 03/16/2017 | J ⁽⁶⁾ | 1,807,220 | <u>(1)</u> | <u>(1)</u> | NAT CINE COM ST |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMERICAN MULTI-CINEMA, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211 | | X | | |
| AMC ENTERTAINMENT HOLDINGS, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211 | | X | | |
| AMC STARPLEX, LLC ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211 | | X | | |

Signatures

/s/ Edwin F. Gladbach,
Attorney-In-Fact

03/20/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Units of National Cinemedia, LLC ("NCM LLC") may be converted at any time into shares of the Issuer on a one-for-one basis and have no expiration date.

Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among NCM LLC, the Issuer, American Multi-Cinema, Inc. ("AMCI") and other parties thereto (the "CUAA"). The adjustment was triggered by the acquisition of Carmike Cinemas, Inc. ("Carmike"). Because the Carmike theatres were subject to a pre-existing agreement with a third party and will not receive advertising services from NCM LLC, in exchange for the Common Units AMCI will be obligated to make quarterly payments to NCM LLC reflecting the estimated value of the advertising services at the Carmike theatres as if NCM LLC had provided such services. AMC Starplex, LLC ("AMCS") was designated by AMCI to be the recipient of the Common Units.
 - (2) Of the final reported securities in this Form 4, 23,186,639 Common Units are held directly by AMCS. 14,805,991 Common Units are held directly by AMCI and 23,186,639 Common Units are held indirectly by AMCI through AMCS, a wholly-owned subsidiary. All of the reported Common Units are held indirectly by AMC Entertainment Holdings, Inc. ("AMCEH"), the parent of AMCI.

Common Units were issued pursuant to the CUAA. The adjustment was triggered by the annual adjustment mechanism in the CUAA.
 - (3) The Common Units are issued in exchange for the exclusive advertising rights granted to NCM LLC by AMCI pursuant to the Exhibitor Services Agreement between AMCI and NCM LLC dated February 13, 2007 (the "ESA"). AMCS was designated by AMCI to be the recipient of the Common Units.
 - (4) AMCI reached a Memorandum of Understanding with NCM LLC to implement the requirements of the final judgment entered in connection with the US DOJ approval of the Carmike acquisition (the "MOU"). The final judgment required AMCI to transfer certain theatres to a competitor of NCM LLC for advertising services and AMCI returned Common Units to NCM LLC, calculated under the CUAA as if such transferred theatres had been disposed.
 - (5) Pursuant to the MOU and in addition to the Common Units returned as described in note (5) above, AMCI agreed to return additional Common Units to NCM LLC with an aggregate value of \$25,000,000 in exchange for a waiver of the exclusivity provisions of the ESA as to the transferred theatres.
 - (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.