

REGAL ENTERTAINMENT GROUP

Form 4

April 01, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

REGAL ENTERTAINMENT
GROUP

(Last) (First) (Middle)

101 EAST BLOUNT AVENUE

(Street)

KNOXVILLE, TN 37920

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction

(Month/Day/Year)

03/28/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director☒ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)6. Individual or Joint/Group Filing(Check
Applicable Line)☐ Form filed by One Reporting Person☒ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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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 (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Units of National CineMedia, LLC	\$ 0	03/28/2019	A		628,491		(1)	(1)	Common Stock of National CineMedia, Inc.	628,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGAL ENTERTAINMENT GROUP 101 EAST BLOUNT AVENUE KNOXVILLE, TN 37920	X	X		
Regal CineMedia CORP 101 EAST BLOUNT AVENUE KNOXVILLE, TN 37920	X	X		
REGAL CINEMAS INC 101 EAST BLOUNT AVENUE KNOXVILLE, TN 37920	X	X		
Cineworld Group plc 101 EAST BLOUNT AVENUE KNOXVILLE, TN 37920	X	X		

Signatures

REGAL ENTERTAINMENT GROUP By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer 04/01/2019

____Signature of Reporting Person Date

REGAL CINEMEDIA HOLDINGS, LLC By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer 04/01/2019

____Signature of Reporting Person Date

REGAL CINEMEDIA CORPORATION By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer 04/01/2019

____Signature of Reporting Person Date

REGAL CINEMAS, INC. By: Name: Vincent Fusco Title: President, Chief Financial Officer and Treasurer 04/01/2019

____Signature of Reporting Person Date

REGAL CINEMAS CORPORATION By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer 04/01/2019

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__Signature of Reporting Person

Date

REGAL ENTERTAINMENT HOLDINGS, INC. By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer

04/01/2019

__Signature of Reporting Person

Date

CROWN INTERMEDIATE HOLDCO, INC. By: Name: Nisan Cohen Title: Board Director

04/01/2019

__Signature of Reporting Person

Date

CROWN UK HOLDCO LIMITED By: Name: Nisan Cohen Title: Board Director

04/01/2019

__Signature of Reporting Person

Date

CINEWORLD GROUP PLC By: Name: Nisan Cohen Title: Board Director & Chief Financial Officer

04/01/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Units of National CineMedia, LLC ("Common Units") may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration.
The reported securities are owned directly by Regal Cinemas, Inc. and Regal CineMedia Holdings, LLC and indirectly by Regal CineMedia Corporation, Regal Cinemas Corporation, Regal Entertainment Holdings, Inc., Regal Entertainment Group, Crown Intermediate Holdco, Inc., Crown UK Holdco Limited and Cineworld Group plc.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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