

National CineMedia, Inc.

Form 4

December 18, 2015

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

12/16/2015

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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information contained in this form are not
required to respond unless the form
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or 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	12/16/2015	A		4,399,324		<u>(1)</u>	<u>(1)</u>	Common Stock of National CineMedia, Inc.		4,39	

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	X		
AMC ENTERTAINMENT 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		

Signatures

/S/EDWIN F. GLADBACH, VP
LEGAL 12/18/2015

__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 date.

(2) Common Units were issued pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among National CineMedia, LLC, National CineMedia, Inc., American Multi-Cinema, Inc. and other parties thereto, and the terms and conditions set forth therein. The adjustment was triggered by the acquisition of Starplex Cinemas by American Multi-Cinema, Inc.

(3) Of the reported securities, 19,633,664 Common Units are owned directly and 4,399,324 Common Units are owned indirectly by American Multi-Cinema, Inc. All of the reported Common Units are owned indirectly by AMC Entertainment Inc. and AMC Entertainment Holdings, Inc.

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.