

National CineMedia, Inc.

Form 4

March 17, 2014

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)
03/13/2014

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
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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	03/13/2014	A	141,731					(1)	(1)	Common Stock of National CineMedia, Inc.	141,731

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	X		
AMC ENTERTAINMENT HOLDINGS, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211	X	X		

Signatures

See Signatures attached as
Exhibit 99.1

03/17/2014

**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.
- 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.
- (2) Of the reported securities, all 19,194,501 Common Units are owned directly by American Multi-Cinema, Inc. All of the reported Common Units are owned indirectly by AMC Entertainment Inc. and AMC Entertainment Holdings, Inc.

Remarks:

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See Exhibit 99.1.

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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