

NATIONAL CINEMEDIA, INC.
Reported by
AMC ENTERTAINMENT HOLDINGS, INC.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/20/17 for the Period Ending 03/16/17

Address 9110 E. NICHOLS AVE.
SUITE 200
CENTENNIAL, CO 80112
Telephone (303) 792-3600
CIK 0001377630
Symbol NCM1
Fiscal Year 12/28

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
AMERICAN MULTI-CINEMA, INC.			National CineMedia, Inc. [NCMI]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
ONE AMC WAY, 11500 ASH STREET			3/16/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LEAWOOD, KS 66211						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	3/16/2017		J (2)		18425423		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	18425423	(2)	42288411	D (3)	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	3/16/2017		J (4)		361892		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	361892	(4)	42650303	D (3)	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	3/16/2017		J (5)		2850453		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	2850453	(5)	39799850	D (3)	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	3/16/2017		J (6)		1807220		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	1807220	(6)	37992630	D (3)	

Explanation of Responses:

- (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 1) 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, 2) 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.
- (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 3) 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. The Common Units are 4) 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.

- (AMCI reached a Memorandum of Understanding with NCM LLC to implement the requirements of the final judgment entered in connection with the US
- 5) 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.
- (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
- 6) 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.

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

3/20/2017

**Signature of Reporting Person

Date

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

* 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).

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

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.