

NATIONAL CINEMEDIA, INC.

Reported by
CINEMARK 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 | NCMI |
| SIC Code | 7830 - Motion Picture Theaters |
| Industry | Leisure & Recreation |
| Sector | Consumer Cyclical |
| Fiscal Year | 12/28 |

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person -* Cinemark Holdings, Inc. (Last) (First) (Middle) 3900 DALLAS PARKWAY, SUITE 500 (Street) PLANO, TX 75093 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol National CineMedia, Inc. [NCMI] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/16/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. 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 | (1) | 3/16/2017 | | A | | 1487218 | (2) | (1) | (1) | Common Stock of National CineMedia, Inc. | 1487218 | (1) | 27871862 | I | See Footnote (3) |

Explanation of Responses:

- (Common Units of National CineMedia, LLC may be converted at any time into common stock of National CineMedia, Inc. on a one-for-one basis and have no 1) expiration date.
- (Common Units were transferred effective March 16, 2017, pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National 2) CineMedia, LLC and Cinemark Media, Inc.
- (The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc. Cinemark Media, Inc. 3) is a wholly-owned subsidiary of Cinemark USA, Inc. and Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc. which is the ultimate parent company of each joint filer of this report.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cinemark Holdings, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093 | X | X | | |
| CINEMARK USA INC /TX 3900 DALLAS PARKWAY SUITE 500 PLANO 75093 | X | X | | |
| Cinemark Media, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093 | X | X | | |

Signatures

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark Holdings, Inc.

—**Signature of Reporting Person

3/20/2017

Date

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark USA, Inc.

—**Signature of Reporting Person

3/20/2017

Date

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark Media, Inc.

—**Signature of Reporting Person

3/20/2017

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.

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