

# **NATIONAL CINEMEDIA, INC.**

Reported by  
**ANSCHUTZ CORP**

## **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**

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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

<b>1. Name and Address of Reporting Person -*</b>  <b>REGAL CINEMAS INC</b>  (Last) (First) (Middle)  <b>7132 REGAL LANE</b>  (Street)  <b>KNOXVILLE, TN 37918</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>National CineMedia, Inc. [ NCMI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/16/2017</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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	\$0	3/16/2017		A		501919		(1)	(1)	Common Stock of National CineMedia, Inc.	501919	\$0	27574620 (2)	I	By Reporting Entities

**Explanation of Responses:**

- ( Common Units of National CineMedia, LLC ("Common Units") may be converted at any time into shares of Common Stock of National CineMedia, Inc. on 1) a one-for-one basis, and have no expiration.
- ( The reported securities are owned indirectly by Regal Cinemas, Inc., Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal CineMedia Corporation, Regal CineMedia Holdings, LLC, The Anschutz Corporation (formerly known as Anschutz Company) and Philip F. Anschutz. The Anschutz Corporation and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGAL CINEMAS INC 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal Entertainment Holdings, Inc. 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
REGAL CINEMAS CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal CineMedia CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal CineMedia Holdings, LLC				

7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
ANSCHUTZ Corp 555 17TH STREET, SUITE 2400 DENVER, CO 80202		X		
ANSCHUTZ PHILIP F 555 17TH STREET, SUITE 2400 DENVER, CO 80202		X		

**Signatures**

<u>/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas, Inc.)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Robert M. Swysgood by Power of Attorney (on behalf of The Anschutz Corporation)</u>	<u>3/20/2017</u>
Signature of Reporting Person	Date
<u>/s/ Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)</u>	<u>3/20/2017</u>
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.

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