

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

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 09/20/17 for the Period Ending 09/18/17

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)		
<b>AMERICAN MULTI-CINEMA, INC.</b>			<b>National CineMedia, Inc. [ NCMI ]</b>			<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)					
<b>ONE AMC WAY, 11500 ASH STREET</b>			<b>9/18/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>LEAWOOD, KS 66211</b>						<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			
Common Stock of National CineMedia, Inc.	9/18/2017		S		12000000	(1)	D	\$6.09	2800000	D (2)

**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				

**Explanation of Responses:**

- (1) Represents 2,200,000 shares of the Issuer's common stock sold by American Multi-Cinema, Inc. ("AMC") and 9,800,000 shares of the Issuer's common stock sold by AMC Starplex, LLC ("AMCS").
- (2) All of the final reported shares of common stock are held directly by AMCS. AMCS is a wholly-owned subsidiary of AMC. AMC is a wholly owned subsidiary of AMC Entertainment Holdings, Inc.

**Remarks:**

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

**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 STARPLEX, LLC 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**

See Signatures attached as Exhibit 99.1

9/20/2017

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.

**JOINT FILER INFORMATION**

This report is filed jointly by American Multi-Cinema, Inc., AMC Entertainment Holdings, Inc. and AMC Starplex, LLC.

The principal business address of each of the Reporting Persons is One AMC Way, 11500 Ash Street, Leawood, Kansas 66211.

Name of Designated Filer: American Multi-Cinema, Inc.

Date of Earliest Transaction Required to be Reported: September 18, 2017

Relationship of Reporting Persons to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: National CineMedia, Inc. (NCMI)

AMERICAN MULTI-CINEMA, INC.

By: <u>/s/ Edwin F. Gladbach</u>	<u>9/20/18</u>
Name: Edwin F. Gladbach	Date
Vice President, Legal & Assistant Secretary	

AMC ENTERTAINMENT HOLDINGS, INC.

By: <u>/s/ Edwin F. Gladbach</u>	<u>9/20/18</u>
Edwin F. Gladbach	Date
Vice President, Legal & Assistant Secretary	

AMC STARPLEX, LLC

By: <u>/s/ Edwin F. Gladbach</u>	<u>9/20/18</u>
Name: Edwin F. Gladbach	Date
Vice President, Legal & Assistant Secretary	