

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

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 10/03/17

|             |  |
|-------------|--|
| Address     | 9110 E. NICHOLS AVE.<br>SUITE 200<br>CENTENNIAL, CO, 80112 |
| Telephone   | (303) 792-3600   |
| CIK         | 0001377630   |
| Symbol      | NCMI   |
| SIC Code    | 7310 - Services-Advertising                                |
| Industry    | Advertising & Marketing                                    |
| Sector      | Consumer Cyclical  |
| Fiscal Year | 12/28  |

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 13D/A**  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 10) <sup>1</sup>

**National CineMedia, Inc.**

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

635309107

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(CUSIP Number)

Corey R. Chivers  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000 (Phone)  
(212) 310-8007 (Fax)

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 29, 2017

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

*Note* . Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes* ).

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|---|--|---|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>AMC Entertainment Holdings, Inc.  |   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b>  | SEC USE ONLY   |   |
| <b>4</b>  | SOURCE OF FUNDS<br>Not Applicable  |   |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>          |   |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | <b>7</b>   | SOLE VOTING POWER*<br>-0-                   |
|   | <b>8</b>   | SHARED VOTING POWER*<br>23,392,630 (1)      |
|   | <b>9</b>   | SOLE DISPOSITIVE POWER*<br>-0-              |
|   | <b>10</b>  | SHARED DISPOSITIVE POWER*<br>23,392,630 (1) |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*<br>23,392,630 (1)  |   |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |   |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*<br>23.2% (1)   |   |
| <b>14</b>   | TYPE OF REPORTING PERSON<br>CO   |   |

\*See Item 5.

(1) Includes shares of the Issuer's Common Stock issuable to AMC Starplex, LLC ("AMCS") and American Multi-Cinema, Inc. ("AMC") if AMC and AMCS choose to redeem all Units of National CineMedia, LLC ("NCM LLC") they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS in lieu of a cash payment.

\* Based on (i) 62,915,622 shares of the Issuer's Common Stock outstanding as of August 1, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 7, 2017 plus (ii) 14,600,000 shares of Common Stock issued to AMC and AMCS on September 7, 2017 in exchange for an equal number of Units of NCM LLC pursuant to the notices of redemption received by the Issuer from AMC and AMCS and (iii) the shares issuable to AMC and AMCS if AMC and AMCS choose to redeem all remaining Units they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS.

|   |  |   |
|---|--|---|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>American Multi-Cinema, Inc.   |   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b>  | SEC USE ONLY   |   |
| <b>4</b>  | SOURCE OF FUNDS<br>Not Applicable  |   |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>          |   |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Missouri   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | <b>7</b>   | SOLE VOTING POWER*<br>-0-                   |
|   | <b>8</b>   | SHARED VOTING POWER*<br>23,392,630 (1)      |
|   | <b>9</b>   | SOLE DISPOSITIVE POWER*<br>-0-              |
|   | <b>10</b>  | SHARED DISPOSITIVE POWER*<br>23,392,630 (1) |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*<br>23,392,630 (1)  |   |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |   |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*<br>23.2% (1)   |   |
| <b>14</b>   | TYPE OF REPORTING PERSON<br>CO   |   |

\*See Item 5.

(1) ) Includes shares of the Issuer's Common Stock issuable to AMC and AMCS if AMC and AMCS choose to redeem all Units of NCM LLC they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS in lieu of a cash payment.

\* Based on (i) 62,915,622 shares of the Issuer's Common Stock outstanding as of August 1, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 7, 2017 plus (ii) 14,600,000 shares of Common Stock issued to AMC and AMCS on September 7, 2017 in exchange for an equal number of Units of NCM LLC pursuant to the notices of redemption received by the Issuer from AMC and AMCS and (iii) the shares issuable to AMC and AMCS if AMC and AMCS choose to redeem all remaining Units they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS.

|   |  |   |
|---|--|---|
| <b>1</b>  | NAME OF REPORTING PERSONS<br>AMC Starplex, LLC   |   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |   |
| <b>3</b>  | SEC USE ONLY   |   |
| <b>4</b>  | SOURCE OF FUNDS<br>Not Applicable  |   |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>          |   |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | <b>7</b>   | SOLE VOTING POWER*<br>-0-                   |
|   | <b>8</b>   | SHARED VOTING POWER*<br>10,224,747 (1)      |
|   | <b>9</b>   | SOLE DISPOSITIVE POWER*<br>-0-              |
|   | <b>10</b>  | SHARED DISPOSITIVE POWER*<br>10,224,747 (1) |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*<br>10,224,747 (1)  |   |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                           |   |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*<br>10.2% (1)   |   |
| <b>14</b>   | TYPE OF REPORTING PERSON<br>OO   |   |

\*See Item 5.

(1) Includes shares of the Issuer's Common Stock issuable to AMCS if AMCS chooses to redeem all Units of NCM LLC it owns and the Issuer elects to issue shares of its Common Stock to AMCS in exchange for all of the Units owned by AMCS in lieu of a cash payment.

\* Based on (i) 62,915,622 shares of the Issuer's Common Stock outstanding as of August 1, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 7, 2017 plus (ii) 14,600,000 shares of Common Stock issued to AMC and AMCS on September 7, 2017 in exchange for an equal number of Units of NCM LLC pursuant to the notices of redemption received by the Issuer from AMC and AMCS and (iii) the shares issuable to AMC and AMCS if AMC and AMCS choose to redeem all remaining Units they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS.

This Amendment No. 10 (“Amendment No. 10”) relates to the Common Stock, par value \$0.01 per share of National CineMedia, Inc. (the “Issuer”) and amends and supplements the statement on Schedule 13D originally filed by American Multi-Cinema, Inc., AMC Starplex, LLC and AMC Entertainment Holdings, Inc. (collectively, the “Reporting Persons”) on July 8, 2010 as amended (the “Schedule 13D”). Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 10 shall have the meaning assigned to such term in the Schedule 13D.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby supplemented as follows:

AMCS sold 2,800,000 shares of the Issuer’s Common Stock, at a price of \$6.49 per share in cash pursuant to a securities purchase agreement, dated as of September 29, 2017. The sale closed on September 29, 2017.

**Item 5. Interest in Securities of the Company.**

Item 5(a), (b) and (c) are supplemented as follows:

(a)-(b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 10 are incorporated herein by reference.

Each Unit of NCM LLC is immediately redeemable for one share of the Issuer’s Common Stock or, at the Issuer’s option, a cash payment equal to the market price of one share of the Issuer’s Common Stock. Accordingly, if AMC chooses to redeem all of the Units it owns and the Issuer elects to issue shares of its Common Stock to AMC in exchange for all of the Units owned by AMC, then AMC would receive 13,167,883 shares of the Issuer’s Common Stock upon the exchange. Also accordingly, if AMCS chooses to redeem all of the Units it owns and the Issuer elects to issue shares of its Common Stock to AMCS in exchange for all of the Units owned by AMCS, then AMCS would receive 10,224,747 shares of the Issuer’s Common Stock upon the exchange.

Therefore, AMC directly and through its ownership and control of AMCS (and by reason of its ownership of AMC, Holdings) may be deemed the beneficial owner of 23,392,630 shares of the Issuer’s Common Stock, representing 23.2% of the shares of the Issuer’s Common Stock outstanding (such percentage of shares outstanding being calculated based on (i) 62,915,622 shares outstanding as of August 1, 2017, as reported in the Issuer’s Quarterly Report on Form 10-Q filed on August 7, 2017 plus (ii) 14,600,000 shares of the Issuer’s common stock issued to AMC and AMCS on September 7, 2017 in exchange for an equal number of Units of NCM LLC pursuant to the notices of redemption received by the Issuer from AMC and AMCS and (iii) the shares issuable to AMC and AMCS if AMC and AMCS choose to redeem all remaining Units they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS).

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AMCS may be deemed the beneficial owner of 10,224,747 shares of the Issuer's Common Stock, representing 10.2% of the shares of the Issuer's Common Stock outstanding (such percentage of shares outstanding being calculated on (i) 62,915,622 shares outstanding as of August 1, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed on August 7, 2017 plus (ii) 14,600,000 shares of the Issuer's common stock issued to AMC and AMCS on September 7, 2017 in exchange for an equal number of Units of NCM LLC pursuant to the notices of redemption received by the Issuer from AMC and AMCS and (iii) the shares issuable to AMC and AMCS if AMC and AMCS choose to redeem all remaining Units they own and the Issuer elects to issue shares of its Common Stock to AMC and AMCS in exchange for all of the Units owned by AMC and AMCS).

Each of the Reporting Persons other than AMCS has the shared power to vote and dispose of all 23,392,630 shares of the Issuer's Common Stock. AMCS has the shared power to vote and dispose of only the 10,224,747 shares of the Issuer's Common Stock which it holds. No Reporting Person has the sole power to vote or dispose of any of the Issuer's Common Stock.

(c)

Since September 20, 2017, the date that Amendment No. 9 to the Schedule 13D was filed, through and including the date of filing of this Amendment No. 10, no transactions were effected in the Common Stock by the Reporting Persons, none of the Wanda Affiliates or the persons listed on Schedule A to Amendment No. 8 except as set forth in Item 4 of this Amendment No. 10, which is incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: October 3, 2017

**AMC ENTERTAINMENT HOLDINGS, INC.**

By: /s/ Edwin F. Gladbach  
Name: Edwin F. Gladbach  
Title: Vice President, Legal & Assistant Secretary

**AMERICAN MULTI-CINEMA, INC.**

By: /s/ Edwin F. Gladbach  
Name: Edwin F. Gladbach  
Title: Vice President, Legal & Assistant Secretary

**AMC STARPLEX, LLC**

By: /s/ Edwin F. Gladbach  
Name: Edwin F. Gladbach  
Title: Vice President, Legal & Assistant Secretary

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