

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>AMERICAN MULTI-CINEMA, INC.</u> (Last) (First) (Middle) ONE AMC WAY 11500 ASH STREET (Street) LEAWOOD KS 66211 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [NCM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/07/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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.	09/07/2017		C ⁽²⁾		14,600,000 ⁽²⁾	A	(2)	14,800,000	D ⁽⁴⁾	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Units of National CineMedia, LLC	(1)	09/07/2017		C ⁽²⁾		14,600,000		(1)	(1)	Common Stock of National CineMedia, Inc.	14,600,000	(5)	23,392,630	D ⁽³⁾	

1. Name and Address of Reporting Person*
AMERICAN MULTI-CINEMA, INC.
 (Last) (First) (Middle)
 ONE AMC WAY
 11500 ASH STREET
 (Street)
 LEAWOOD KS 66211
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AMC STARPLEX, LLC
 (Last) (First) (Middle)
 ONE AMC WAY
 11500 ASH STREET
 (Street)
 LEAWOOD KS 66211
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AMC ENTERTAINMENT HOLDINGS, INC.
 (Last) (First) (Middle)
 ONE AMC WAY
 11500 ASH STREET
 (Street)
 LEAWOOD KS 66211
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. Common Units of National CineMedia, LLC ("Common Units") may be redeemed at any time and converted into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.
2. On September 7, 2017, American Multi-Cinema, Inc. ("AMC") redeemed 2,000,000 Common Units which were converted into a like number of shares of Common Stock, and AMC Starplex, LLC ("AMCS"), a wholly owned subsidiary of AMC, redeemed 12,600,000 Common Units which were converted into a like number of shares of Common Stock.
3. Of the final reported securities: 10,224,747 Common Units are held directly by AMCS; 13,167,883 Common Units are held directly by AMC; and 10,224,747 Common Units are held indirectly by AMC through AMCS, a wholly-owned subsidiary. All of the reported Common Units are held indirectly by AMC Entertainment Holdings, Inc. ("AMCEH"), the parent of AMC.
4. Of the final reported securities: 12,600,000 shares of Common Stock are held directly by AMCS; 2,200,000 shares of Common Stock are held directly by AMC; and 12,600,000 shares of Common Stock are held indirectly by AMC through AMCS, a wholly-owned subsidiary. All of the reported shares of Common Stock are held indirectly by AMCEH, the parent of AMC.
5. Not applicable.

Remarks:

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

[See Signatures attached as
Exhibit 99.1](#)

[09/08/2017](#)

** 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 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 7, 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: /s/ Edwin F. Gladbach
Edwin F. Gladbach
Vice President, Legal & Assistant Secretary

AMC ENTERTAINMENT HOLDINGS, INC.

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

AMC STARPLEX, LLC

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