

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Cineworld Group plc</u>  (Last) (First) (Middle) 8TH FLOOR VANTAGE LONDON GREAT WEST ROAD  (Street) BRENTFORD X0 TW8 9AG  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/28/2018	3. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [ NCM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Units of National CineMedia, LLC	(1)	(1)	Common Stock of National CineMedia, Inc.	27,574,620	(1)	I	See Footnotes <sup>(2)(3)</sup>

**Explanation of Responses:**

- Common Units of National CineMedia, LLC may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration date.
- On February 28, 2018, Regal Entertainment Group ("Regal"), the former ultimate parent of Regal CineMedia Holdings, LLC ("Regal CineMedia Holdings") and Regal Cinemas, Inc. ("Regal Cinemas"), consummated the merger transaction (the "Merger") contemplated by that Agreement and Plan of Merger, among Regal, Cineworld Group plc ("Cineworld"), Crown Intermediate Holdco, Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Cineworld ("Crown Intermediate") and Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Crown Intermediate.
- As a result of the Merger, (i) each of Regal, Regal Cinemas and Regal CineMedia Holdings became indirect, wholly owned subsidiaries of Cineworld and (ii) the reported securities are owned indirectly by Cineworld through Regal Cinemas and Regal CineMedia Holdings. Cineworld holds Regal Cinemas and Regal CineMedia Holdings through its subsidiaries: Crown UK Holdco Limited, Crown Intermediate, Regal, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation and Regal CineMedia Corporation, Inc.

**Remarks:**

This report is filed jointly by Cineworld Group plc, Crown UK Holdco Limited and Crown Intermediate Holdco, Inc. (each a "Joint Filing Person"). Each Joint Filing Person may be deemed a director by virtue of Regal CineMedia Holdings, LLC's right to designate up to two representatives to serve on National CineMedia, Inc.'s board of directors. Mark B. Segall and Renana Teperberg currently serve as representatives of, and on behalf of, Regal CineMedia Holdings, LLC and the other Joint Filing Persons on National CineMedia, Inc.'s board of directors.

CROWN INTERMEDIATE HOLDCO, INC. By: /s/ Nisan Cohen 06/20/2018  
 Cohen Name: Nisan Cohen  
 Title: Board Director  
CROWN UK HOLDCO LIMITED By: /s/ Nisan Cohen 06/20/2018  
 Name: Nisan Cohen Title: Board Director  
CINEWORLD GROUP PLC By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director & Chief Financial Officer 06/20/2018

\*\* 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 5 (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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