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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 13D**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)**

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**National CineMedia, Inc.**

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**635309107**  
(CUSIP Number)

**Michael D. Cavalier**  
**Senior Vice President, General Counsel and Secretary**  
**Cinemark Holdings, Inc.**  
**3900 Dallas Parkway, Suite 500**  
**Plano, Texas 75093**  
**(972) 665-1000**

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

**March 13, 2014**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\* 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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1	Names of Reporting Persons Cinemark Holdings, Inc.	
2	Check the Appropriate Box if a Member of a Group (see Instructions)  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (see Instructions)  OO	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  <input type="checkbox"/>	
6	Citizenship or Place of Organization  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power  24,556,136 shares
	8	Shared Voting Power  -0- shares
	9	Sole Dispositive Power  24,556,136 shares
	10	Shared Dispositive Power  -0- shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person  24,556,136 shares	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see Instructions)  <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row  29%	
14	Type of Reporting Person (See Instructions)  HC	

## EXPLANATORY NOTE

This Amendment No. 3 (“Amendment No. 3”) amends the Schedule 13D first filed on March 28, 2011, and as amended (the “Schedule 13D”), by Cinemark Holdings, Inc. (the “Reporting Person”) with respect to the common stock, par value \$0.01 per share of the Issuer (the “Common Stock”). Capitalized terms used but not otherwise defined herein shall have their respective meanings under the Common Unit Adjustment Agreement or the Schedule 13D, as applicable.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended to add the following:

On March 13, 2014, pursuant to the Common Unit Adjustment Agreement, the Issuer notified the Reporting Person that on or about March 27, 2014, the Reporting Person shall receive, through its wholly-owned subsidiary, Cinemark USA, Inc., 557,631 newly issued NCM Units in accordance with the 2013 Annual Adjustment.

### **Item 4. Purpose of Transaction**

Item 4 is hereby amended to add the following:

The Reporting Person acquired the NCM Units referred to in Item 3 of this Amendment No. 3, in accordance with the 2013 Annual Adjustment, for investment purposes pursuant to the terms of the Common Unit Adjustment Agreement.

### **Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended as follows:

(a) Including the NCM Units referred to in this Amendment No. 3, the Reporting Person, through its wholly-owned subsidiary, Cinemark USA, Inc., currently may be deemed to beneficially own 24,556,136 shares of Common Stock. Cinemark’s beneficial ownership of 24,556,136 shares of Common Stock equals approximately 29% of the Issuer’s issued and outstanding shares of Common Stock on an as-converted basis as of the filing date.

Neither the filing of this Amendment No. 3 nor any of its contents shall be deemed to constitute an admission that any executive officer or director of the Reporting Person or any of its subsidiaries listed on Schedule A hereto, is the beneficial owner of the Common Stock subject of this Amendment No. 3 for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Schedule A**  
**Directors and Executive Officers**

The name, principal occupation and business address of each director and executive officer of the reporting Person are set forth below. All of the persons listed below are citizens of the United States of America, unless otherwise indicated.

<u>Name</u>	<u>Business Address</u>	<u>Present Principal Occupation and Position(s) with Reporting Person</u>
Vahe A. Dombalagian	Three First National Plaza, Suite 4600 Chicago, IL 60602	<ul style="list-style-type: none"> <li>• Managing Director of Madison Dearborn Partners, LLC</li> <li>• Director of Reporting Person</li> </ul>
Peter R. Ezersky	1065 Avenue of the Americas, 34th Floor New York, NY 10018	<ul style="list-style-type: none"> <li>• Managing Principal of Quadrangle Group LLC</li> <li>• Director of Reporting Person</li> </ul>
Carlos M. Sepulveda	12770 Merit Dr., Suite 1000 Dallas, TX 75251	<ul style="list-style-type: none"> <li>• President and CEO of Interstate Battery System International, Inc.</li> <li>• Director of Reporting Person</li> </ul>
Benjamin D. Chereskin	400 N. Michigan Ave., Suite 620 Chicago, IL 60611	<ul style="list-style-type: none"> <li>• President of Profile Management LLC</li> <li>• Director of Reporting Person</li> </ul>
Raymond W. Syufy	150 Pelican Way San Rafael, CA 94901	<ul style="list-style-type: none"> <li>• CEO of Syufy Enterprises</li> <li>• Director of Reporting Person</li> </ul>
Steven P. Rosenberg	1480 Justin Rd. Rockwall, TX 75087	<ul style="list-style-type: none"> <li>• President of SPR Ventures Inc.</li> <li>• Director of Reporting Person</li> </ul>
Enrique F. Senior	711 Fifth Avenue New York, NY 10022	<ul style="list-style-type: none"> <li>• Managing Director of Allen &amp; Company LLC</li> <li>• Director of Reporting Person</li> </ul>
Donald G. Soderquist	201 S. 19th Street, Suite P Rogers, AR 72758	<ul style="list-style-type: none"> <li>• Motivational Speaker and Business Counselor for OnCourse, LLC</li> <li>• Director of Reporting Person</li> </ul>
Roger T. Staubach	8343 Douglas Avenue #100 Dallas, TX 75225	<ul style="list-style-type: none"> <li>• Executive Chairman of Jones Lang LaSalle</li> <li>• Director of Reporting Person</li> </ul>
Lee Roy Mitchell	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Executive Chairman of the Board
Tim Warner	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Chief Executive Officer
Robert Copple	3900 Dallas Parkway, Suite 500 Plano, TX 75093	President; Chief Operating Officer; Chief Financial Officer; Treasurer; Assistant Secretary
Valmir Fernandes	3900 Dallas Parkway, Suite 500 Plano, TX 75093	President—Cinemark International, L.L.C. <ul style="list-style-type: none"> <li>• Citizen of Brazil</li> </ul>
Michael Cavalier	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Executive Vice President – General Counsel; Secretary
Tom Owens	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Executive Vice President – Real Estate
Steve Bunnell	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Executive Vice President – Global Content Programming

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 24, 2014

CINEMARK HOLDINGS, INC

By: /s/ Michael D. Cavalier

Name: Michael D. Cavalier

Title: Executive Vice President—General Counsel and Secretary