

OMB APPROVAL	
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**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

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>Regal CineMedia Holdings, LLC</u>  (Last) (First) (Middle) <u>101 EAST BLOUNT AVENUE</u>  (Street) <u>KNOXVILLE TN 37920</u>  (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) <u>12/28/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/28/2022		C		40,683,797	A	(1)	40,683,797 <sup>(3)</sup>	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>

**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)	12/28/2022		C		40,683,797		(1)	(1)	Common Stock of National CineMedia, Inc.	40,683,797	(1)	0 <sup>(2)</sup>	I <sup>(2)</sup>	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
Regal CineMedia Holdings, LLC  
 (Last) (First) (Middle)  
101 EAST BLOUNT AVENUE  
 (Street)  
KNOXVILLE TN 37920  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
REGAL CINEMAS INC  
 (Last) (First) (Middle)  
101 EAST BLOUNT AVENUE  
 (Street)  
KNOXVILLE TN 37920  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Regal CineMedia CORP  
 (Last) (First) (Middle)  
101 EAST BLOUNT AVENUE  
 (Street)  
KNOXVILLE TN 37920  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
REGAL CINEMAS CORP

(Last)	(First)	(Middle)
101 EAST BLOUNT AVENUE		
(Street)		
KNOXVILLE	TN	37920
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Regal Entertainment Holdings, Inc.</a>		
(Last)	(First)	(Middle)
101 EAST BLOUNT AVENUE		
(Street)		
KNOXVILLE	TN	37920
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">REGAL ENTERTAINMENT GROUP</a>		
(Last)	(First)	(Middle)
101 EAST BLOUNT AVENUE		
(Street)		
KNOXVILLE	TN	37920
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Cineworld Group plc</a>		
(Last)	(First)	(Middle)
8TH FLOOR VANTAGE LONDON GREAT WEST ROAD		
(Street)		
BRENTFORD	X0	TW8 9AG
(City)	(State)	(Zip)

**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.
- As adjusted on a net basis, from time to time, in respect of Common Units transferred pursuant to the Common Unit Adjustment Agreement between the issuer and certain of the Reporting Persons.
- The reported securities are owned directly by Regal CineMedia Holdings, LLC and Regal Cinemas, Inc. and may be deemed to be indirectly held by Regal CineMedia Corporation, Regal Cinemas Corporation, Regal Entertainment Holdings, Inc., Regal Entertainment Group, Crown Finance US, Inc., Crown Intermediate Holdco, Inc., Crown UK Holdco Limited and Cineworld Group plc. Each of the foregoing disclaims beneficial ownership except to the extent of its pecuniary interest therein and the filing of this statement shall not be deemed an admission that such person is, for purposes of Section 16 of the 1934 Act or otherwise, the beneficial owner of any of the reported securities.

[REGAL CINEMEDIA HOLDINGS, LLC](#) By: [/s/ Nisan Cohen](#) Name: [Nisan Cohen](#) Title: [12/30/2022](#)  
[President and Chief Executive Officer](#)

[REGAL CINEMAS, INC.](#) By: [/s/ Tal Soudry](#) Name: [Tal Soudry](#) Title: [Chief Financial Officer and Treasurer](#) [12/30/2022](#)

[REGAL CINEMEDIA CORPORATION](#) By: [/s/ Nisan Cohen](#) Name: [Nisan Cohen](#) Title: [12/30/2022](#)  
[President and Chief Executive Officer](#)

[REGAL CINEMAS CORPORATION](#) By: [/s/ Nisan Cohen](#) Name: [Nisan Cohen](#) Title: [12/30/2022](#)  
[President and Chief Executive Officer](#)

[REGAL ENTERTAINMENT HOLDINGS, INC.](#) By: [/s/ Nisan Cohen](#) Name: [Nisan Cohen](#) Title: [12/30/2022](#)  
[President and Chief Executive Officer](#)

[REGAL ENTERTAINMENT GROUP](#) By: [/s/ Nisan Cohen](#) Name: [Nisan Cohen](#) Title: [12/30/2022](#)  
[President and Chief Executive Officer](#)

[CINEWORLD GROUP PLC](#) By: [12/30/2022](#)  
[/s/ Nisan Cohen](#) Name: [Nisan](#)

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.**