
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

National CineMedia, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

(CUSIP Number)

**Kara Bingham Regan
125 Park Avenue, Floor 25, Suite 2507,
New York, NY, 10017
(332) 266-2138**

**Frank G. Zarb
Proskauer Rose, LLP, 1001 Pennsylvania Ave. NW, Suite 600 S
Washington, DC, 20004
(202) 416-6800**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
04/02/2026

(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 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 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).

SCHEDULE 13D

CUSIP No.

Name of reporting person

Blantyre Capital II Limited

2	Check the appropriate box if a member of a Group (See Instructions)	
	☐	(a)
	☐	(b)
3	SEC use only	
4	Source of funds (See Instructions)	
	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	☐	
6	Citizenship or place of organization	
	UNITED ARAB EMIRATES	
	Sole Voting Power	
7	0.00	
Number of	Shared Voting Power	
Shares		
Beneficially	8	27,141,507.00
Owned by	Sole Dispositive Power	
Each	9	0.00
Reporting	Shared Dispositive Power	
Person	10	27,141,507.00
With:	Aggregate amount beneficially owned by each reporting person	
	11	27,141,507.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	
12	☐	
	Percent of class represented by amount in Row (11)	
13	28.9 %	
	Type of Reporting Person (See Instructions)	
14	IA	

SCHEDULE 13D

Item 1.	Security and Issuer
	Title of Class of Securities:
(a)	Common Stock, par value \$0.01 per share
	Name of Issuer:
(b)	National CineMedia, Inc.
	Address of Issuer's Principal Executive Offices:
(c)	6300 S. Syracuse Way, Suite 300, Centennial, COLORADO , 80111.
Item 2.	Identity and Background
	The name of the entity filing this Schedule 13D is Blantyre Capital II Limited (the "Reporting Person"). This Schedule 13D relates to shares of Common Stock, par value \$0.01 per share (the "Common Stock") of National CineMedia, Inc. (the "Issuer"). On April 2, 2026 and April 9, 2026, the Reporting Person was appointed as a sub-adviser to certain of the Reporting Persons listed on the Schedule 13D filed by Blantyre Capital Ltd. on August 16, 2023, as amended by Amendment No. 1 thereto filed on November 20, 2024, Amendment No. 2 thereto filed on March 12, 2025, and Amendment No. 3 thereto filed on September 29, 2025 (as amended, the "Blantyre 13D"). As such, the Reporting Person may be deemed to share beneficial ownership of the shares reported on the Blantyre 13D.
(a)	
(b)	The address of the principal business office of the Reporting Person is External Office 113 / Office 2201, Floor 22,

Sky Tower, Shams Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates.

- (c) The principal business of the Reporting Person is managing assets of private funds in connection with purchasing, holding and selling securities for investment purposes.
- (d) During the last five years, neither the Reporting Person nor, to the Reporting Person's knowledge, any of the persons listed on Schedule A to this Schedule 13D has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, neither the Reporting Person nor, to the Reporting Person's knowledge, any of the persons listed on Schedule A to this Schedule 13D has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Person is a company incorporated under the laws of the Abu Dhabi Global Market.
- Item 3. Source and Amount of Funds or Other Consideration
The information set forth in Item 3 of the Blantyre 13D is incorporated herein by reference. The Reporting Person is a sub-adviser of certain of the Reporting Persons listed on the Blantyre 13D.
- Item 4. Purpose of Transaction
The information set forth in Item 4 of the Blantyre 13D is incorporated herein by reference. On May 7, 2026, the Board of Directors of the Issuer (the "Board") elected Mark Sardi as a member of the Board. Mr. Sardi was appointed in accordance with the Director Designation Agreement, dated August 7, 2023 (the "Designation Agreement"), by and among the Issuer, the Consenting Creditor Designation Committee (as defined in the Designation Agreement), and Blantyre Capital Limited, as previously described in the Blantyre 13D.
- Item 5. Interest in Securities of the Issuer
The Reporting Person beneficially owns an aggregate of 27,141,507 shares of the Issuer's Common Stock which constitutes 28.9% of the class outstanding. The percentage set forth herein is based on an aggregate of 94,070,443 shares of Common Stock outstanding as of August 6, 2026, as disclosed by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 11, 2026. In Amendment No. 3 to the Blantyre 13D, the Reporting Persons disclosed beneficial ownership of 27,144,639 shares of Common Stock. A transaction executed in 2023 settled in Q3 2026, which has resulted in the Reporting Persons on the Blantyre 13D, and the Reporting Person, beneficially owning 27,141,507 shares of Common Stock. The change in the number of shares being reported resulted from automatic calculation adjustments upon settlement in Q3 2026 of the 2023 transaction, and did not result from a transaction in the Issuer's securities during Q3 2026.
- (b) The information set forth in rows 7 through 10 of the cover page to this Schedule 13D is incorporated by reference.
- (c) The information set forth in Item 5(a) is incorporated herein by reference. The Reporting Person has not engaged in any transactions involving Common Stock during the past sixty days.
- (d) Not applicable.
- (e) Not applicable.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
The information set forth in Item 6 of the Blantyre 13D is incorporated herein by reference.
- Item 7. Material to be Filed as Exhibits.
The information set forth in Item 7 of the Blantyre 13D is incorporated herein by reference. Exhibit 99.1 - Schedule A

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.

Blantyre Capital II Limited

Signature: /s/ Nicholas Blaise Tappin

Name/Title: Nicholas Blaise Tappin, Director

Date: 10/09/2026

SCHEDULE A

BLANTYRE CAPITAL II LIMITED

Name	Principal Business Address	Principal Occupation or Employment	Name and Description of Principal Business of Employer	Citizenship
Nicholas Blaise Tappin	External Office 113 / Office 2201 Floor 22, Sky Tower, Shams Abu Dhabi Al Reem Island, Abu Dhabi United Arab Emirates	Director	N/A	Swiss and British
Joseph Salegna ¹	External Office 113 / Office 2201 Floor 22, Sky Tower, Shams Abu Dhabi Al Reem Island, Abu Dhabi United Arab Emirates	Director	Blantyre Capital US LLC; Subsidiary of Blantyre Capital Limited and affiliate of Blantyre Capital II Limited	United States

¹ Mr. Salegna is an employee of Blantyre Capital US LLC, a subsidiary of Blantyre Capital Limited. He serves as Chief Financial Officer of Blantyre Capital Limited and Finance Officer (in addition to being a director) of Blantyre Capital II Limited.
