SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person*
 Standard General L.P.

 (Last)   (First)   (Middle)
 767 FIFTH AVENUE
 12TH FLOOR
 (Street)
 NEW YORK   **NY**   **10153**
 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 National CineMedia, Inc. [NCMI]

 3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2018

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director X   10% Owner
 Officer (give title below)   Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 X   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, par value $0.01 ("Common Stock")	06/07/2018		P		223,600	A	$7.33	14,610,713	I	See Footnotes[1][2]
Common Stock	06/07/2018		P		74,000	A	$7.2871	14,684,713	I	See Footnotes[1][2]

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	Amount or Number of Shares				

1. Name and Address of Reporting Person*   **Standard General L.P.**   (Last)   (First)   (Middle)   **767 FIFTH AVENUE**   **12TH FLOOR**   (Street)   **NEW YORK**   **NY**   **10153**   (City)   (State)   (Zip)
1. Name and Address of Reporting Person*   **Kim Soohyung**   (Last)   (First)   (Middle)   **767 FIFTH AVENUE**   **12TH FLOOR**   (Street)   **NEW YORK**   **NY**   **10153**   (City)   (State)   (Zip)

Explanation of Responses:

1. The securities reported herein are beneficially owned by Standard General L.P. ("Standard General") in its capacity as investment manager to private investment vehicles. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein.

2. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

/s/ Standard General L.P. by Joseph Mause, Chief Financial Officer	06/11/2018
/s/ Soohyung Kim	06/11/2018
** 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 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.