

National CineMedia, Inc.

Form 4

March 20, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REGAL CINEMAS INC

2. Issuer Name **and** Ticker or Trading
Symbol

National CineMedia, Inc. [NCMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

7132 REGAL LANE

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

03/16/2017

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person☒ Form filed by More than One Reporting Person

KNOXVILLE, TN 37918

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Units of National CineMedia, LLC	\$ 0	03/16/2017	A		501,919		(1)	(1)	Common Stock of National CineMedia, Inc.	501,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGAL CINEMAS INC 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal Entertainment Holdings, Inc. 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
REGAL CINEMAS CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal CineMedia CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
Regal CineMedia Holdings, LLC 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
ANSCHUTZ Corp 555 17TH STREET, SUITE 2400 DENVER, CO 80202		X		
ANSCHUTZ PHILIP F 555 17TH STREET, SUITE 2400 DENVER, CO 80202		X		

Signatures

/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas, Inc.)

03/20/2017

__Signature of Reporting Person

Date

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/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)	03/20/2017
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.)	03/20/2017
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)	03/20/2017
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)	03/20/2017
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)	03/20/2017
__Signature of Reporting Person	Date
/s/ Robert M. Swysgood by Power of Attorney (on behalf of The Anschutz Corporation)	03/20/2017
__Signature of Reporting Person	Date
/s/ Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)	03/20/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Common Units of National CineMedia, LLC ("Common Units") 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.
- (2) The reported securities are owned indirectly by Regal Cinemas, Inc., Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal CineMedia Corporation, Regal CineMedia Holdings, LLC, The Anschutz Corporation (formerly known as Anschutz Company) and Philip F. Anschutz. The Anschutz Corporation and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.