Cinemark Holdings, Inc. Form 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

June 20, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Cinemark Holdings, Inc.

2. Issuer Name and Ticker or Trading

Symbol

National CineMedia, Inc. [NCMI]

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 06/18/2018

3900 DALLAS PARKWAY, SUITE

500

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

X_ Director

Officer (give title

PLANO, TX 75093

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership (Instr. 4) (Instr. 4) Following

> Reported (A) Transaction(s) or (Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securitie Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Common Units of National CineMedia, LLC	\$ 0 (1)	06/18/2018		A		10,738,740		<u>(1)</u>	<u>(1)</u>	Common Stock of National CineMedia, Inc.	10

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Cinemark Holdings, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X					
CINEMARK USA INC /TX 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X					
Cinemark Media, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X					

Signatures

/s/ Michael Cavalier, Executive Vice Presidentdent-General Counsel, Cinemark Holdings, Inc.					
**Signature of Reporting Person	Date				
/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark USA, Inc.					
**Signature of Reporting Person	Date				
/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark Media, Inc.	06/20/2018				
**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 may be converted at any time into common stock of National CineMedia, Inc.on a one-for-one basis and have no expiration date.
- The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc.
- (2) Cinemark Media, Inc. is a wholly-owned subsidiary of Cinemark USA, Inc. and Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc. which is the ultimate parent company of each joint filer of this report.

Reporting Owners 2

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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.