

National CineMedia, Inc.

Form 4

March 19, 2015

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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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 \*  
Cinemark Holdings, 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)

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

03/17/2015

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)3900 DALLAS PARKWAY, SUITE  
500

(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

PLANO, TX 75093

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Amount                                                                                        |                                                          |                                              |
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                              |

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

**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 control  
number.**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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3)                                          | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |                         |     |                     |                    |                                                      |  |                           |  |
|-----------------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------|-------------------------|-----|---------------------|--------------------|------------------------------------------------------|--|---------------------------|--|
|                                                     |                                    |                  | Code       | V                                                          | (A)                     | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                                |  | Amount<br>Number<br>Share |  |
| Common<br>Units of<br>National<br>CineMedia,<br>LLC | \$ 0 <u>(1)</u>                    | 03/17/2015       | A          |                                                            | 1,074,910<br><u>(2)</u> |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock of<br>National<br>CineMedia,<br>Inc. |  | 1,074,910                 |  |

## Reporting Owners

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

## Signatures

/s/ Michael Cavalier, Executive Vice President and General Counsel, Cinemark Holdings, Inc. 03/19/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark USA, Inc. 03/19/2015

Signature of Reporting Person

Date \_\_\_\_\_

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark Media, Inc. 03/19/2015

          \*\*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.
- (2) Common Units were transferred effective March 17, 2015, pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National CineMedia, LLC and Cinemark Media, Inc.

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The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc.

- (3) 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.

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.