

REGAL ENTERTAINMENT GROUP  
Form 4  
April 01, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 ENTERTAINMENT GROUP

(Last) (First) (Middle)

101 EAST BLOUNT AVENUE

(Street)

KNOXVILLE, TN 37920

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership Indirect Beneficial 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 | Disposed of (D) |     | Date Exercisable | Expiration Date | Title                                    | Amount Number Shares |
|---|------|---|-----------------|-----|------------------|-----------------|--|----------------------|
|   |      |   | (A)             | (D) |                  |                 |  |                      |
| Common Units of National CineMedia, LLC | A    |   | 628,491         |     | (1)              | (1)             | Common Stock of National CineMedia, Inc. | 628,491              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| REGAL ENTERTAINMENT GROUP<br>101 EAST BLOUNT AVENUE<br>KNOXVILLE, TN 37920 | X             | X         |         |       |
| Regal CineMedia CORP<br>101 EAST BLOUNT AVENUE<br>KNOXVILLE, TN 37920      | X             | X         |         |       |
| REGAL CINEMAS INC<br>101 EAST BLOUNT AVENUE<br>KNOXVILLE, TN 37920         | X             | X         |         |       |
| Cineworld Group plc<br>101 EAST BLOUNT AVENUE<br>KNOXVILLE, TN 37920       | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| REGAL ENTERTAINMENT GROUP By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer     | 04/01/2019 |
| Signature of Reporting Person   | Date       |
| REGAL CINEMEDIA HOLDINGS, LLC By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer | 04/01/2019 |
| Signature of Reporting Person   | Date       |
| REGAL CINEMEDIA CORPORATION By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer   | 04/01/2019 |
| Signature of Reporting Person   | Date       |
| REGAL CINEMAS, INC. By: Name: Vincent Fusco Title: President, Chief Financial Officer and Treasurer                       | 04/01/2019 |
| Signature of Reporting Person   | Date       |
| REGAL CINEMAS CORPORATION By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer     | 04/01/2019 |

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| <u>Signature of Reporting Person</u>   | Date       |
|--|------------|
| REGAL ENTERTAINMENT HOLDINGS, INC. By: Name: Vincent Fusco Title: Senior Vice President, Chief Financial Officer and Treasurer | 04/01/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| CROWN INTERMEDIATE HOLDCO, INC. By: Name: Nisan Cohen Title: Board Director  | 04/01/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| CROWN UK HOLDCO LIMITED By: Name: Nisan Cohen Title: Board Director  | 04/01/2019 |
| <u>Signature of Reporting Person</u>   | Date       |
| CINEWORLD GROUP PLC By: Name: Nisan Cohen Title: Board Director & Chief Financial Officer                                      | 04/01/2019 |
| <u>Signature of Reporting Person</u>   | 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.  
The reported securities are owned directly by Regal Cinemas, Inc. and Regal CineMedia Holdings, LLC and indirectly by Regal
- (2) CineMedia Corporation, Regal Cinemas Corporation, Regal Entertainment Holdings, Inc., Regal Entertainment Group, Crown Intermediate Holdco, Inc., Crown UK Holdco Limited and Cineworld Group plc.

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.