

AMC STARPLEX, LLC

Form 4

March 19, 2018

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMC STARPLEX, LLC

(Last) (First) (Middle)

ONE AMC WAY, 11500 ASH
STREET

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

National CineMedia, Inc. [NCMI]

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

03/15/2018

4. If Amendment, Date 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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
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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	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 Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Common Units of National Cinemedia, LLC	\$ 0	03/15/2018	J ⁽²⁾	915,150	⁽¹⁾	⁽¹⁾	National Cinemedia, Inc. Common Stock	915,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMC STARPLEX, LLC ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		
AMERICAN MULTI-CINEMA, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		
AMC ENTERTAINMENT HOLDINGS, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		

Signatures

/s/ Edwin F. Gladbach, Attorney-In-Fact (AMC Starplex, LLC) 03/19/2018

****Signature of Reporting Person**

Date _____

/s/ Edwin F. Gladbach, Attorney-In-Fact (American Multi-Cinema, Inc.) 03/19/2018

**Signature of Reporting Person

Date _____

/s/ Edwin F. Gladbach, Attorney-In-Fact (AMC Entertainment Holdings, Inc.) 03/19/2018

 **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 ("NCM LLC") may be converted at any time into shares of the Issuer on a one-for-one basis and have no expiration date.
- (2) Common Units were returned to NCM LLC pursuant to the Common Unit Adjustment Agreement, dated as of February 13, 2007, by and among NCM LLC, the Issuer, American Multi-Cinema, Inc. ("AMCI") and other parties thereto (the "CUAA"). The adjustment was

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triggered by the annual adjustment mechanism in the CUAA. AMC Starplex, LLC ("AMCS") was designated by AMCI to return the Common Units.

(3) Of the final reported securities in this Form 4, 8,309,597 Common Units are held directly by AMCS. 13,167,883 Common Units are held directly by AMCI and 8,309,597 Common Units are held indirectly by AMCI through AMCS, a wholly-owned subsidiary. All of the reported Common Units are held indirectly by AMC Entertainment Holdings, Inc. ("AMCEH"), the parent of AMCI.

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.