

National CineMedia, Inc.

Form 4

December 30, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMERICAN MULTI-CINEMA,
INC.

(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)

12/30/2015

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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK OF NATIONAL CINEMEDIA, INC. ⁽¹⁾	12/30/2015		C	200,000 A \$ 0	200,000	D ⁽²⁾	

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

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SEC 1474
(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$ 0	12/30/2015		C	200,000	(3) (3)	COMMON STOCK OF NATIONAL CINEMEDIA, INC.

Reporting Owners

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

Signatures

/S/EDWIN F GLADBACH, VP
LEGAL 12/30/2015

__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).

On December 30, 2015, pursuant to the terms of the Third Amended and Restated Limited Liability Company Operating Agreement of

(1) National CineMedia, LLC, dated as of February 13, 2007, American Multi-Cinema, Inc. redeemed 200,000 Common Units of National CineMedia, LLC, in exchange for 200,000 newly issued shares of Common Stock in National CineMedia, Inc.

(2)

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The 200,000 shares of Common Stock are held directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc. and AMC Entertainment Holdings, Inc. AMC Entertainment Inc. is the parent corporation of American Multi-Cinema, Inc. and AMC Entertainment Holdings, Inc. is the parent corporation of AMC Entertainment Inc.

- (3) Common Units of National CineMedia, LLC 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 date.

- (4) Of the reported securities, 19,463,664 Common Units are owned directly and 4,399,324 Common Units are held indirectly through a subsidiary by American Multi-Cinema, Inc. All of the reported securities are held indirectly by AMC Entertainment Inc. and AMC Entertainment Holdings, Inc. AMC Entertainment Inc. is the parent corporation of American Multi-Cinema, Inc. and AMC Entertainment Holdings, Inc. is the parent corporation of AMC Entertainment Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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