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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>AMERICAN MULTI-CINEMA, INC.</u> (Last) (First) (Middle) ONE AMC WAY 11500 ASH STREET (Street) LEAWOOD KS 66211 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [NCM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	03/16/2017		J ⁽²⁾		18,425,423		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	18,425,423	(2)	42,288,411	D ⁽³⁾	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	03/16/2017		J ⁽⁴⁾		361,892		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	361,892	(4)	42,650,303	D ⁽³⁾	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	03/16/2017		J ⁽⁵⁾		2,850,453		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	2,850,453	(5)	39,799,850	D ⁽³⁾	
COMMON UNITS OF NATIONAL CINEMEDIA, LLC	\$0	03/16/2017		J ⁽⁶⁾		1,807,220		(1)	(1)	NATIONAL CINEMEDIA, INC. COMMON STOCK	1,807,220	(6)	37,992,630	D ⁽³⁾	

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)

1. Name and Address of Reporting Person*
AMC ENTERTAINMENT HOLDINGS, INC.
 (Last) (First) (Middle)
 ONE AMC WAY
 11500 ASH STREET
 (Street)
 LEAWOOD KS 66211
 (City) (State) (Zip)

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)

Explanation of Responses:

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 issued 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 triggered by the acquisition of Carmike Cinemas, Inc. ("Carmike"). Because the Carmike theatres were subject to a pre-existing agreement with a third party and will not receive advertising services from NCM LLC, in exchange for the Common Units AMCI will be obligated to make quarterly payments to NCM LLC reflecting the estimated value of the advertising services at the Carmike theatres as if NCM LLC had provided such services. AMC Starplex, LLC ("AMCS") was designated by AMCI to be the recipient of the Common Units.
3. Of the final reported securities in this Form 4, 23,186,639 Common Units are held directly by AMCS. 14,805,991 Common Units are held directly by AMCI and 23,186,639 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.
4. Common Units were issued pursuant to the CUAA. The adjustment was triggered by the annual adjustment mechanism in the CUAA. The Common Units are issued in exchange for the exclusive advertising rights granted to NCM LLC by AMCI pursuant to the Exhibitor Services Agreement between AMCI and NCM LLC dated February 13, 2007 (the "ESA"). AMCS was designated by AMCI to be the recipient of the Common Units.
5. AMCI reached a Memorandum of Understanding with NCM LLC to implement the requirements of the final judgment entered in connection with the US DOJ approval of the Carmike acquisition (the "MOU"). The final judgment required AMCI to transfer certain theatres to a competitor of NCM LLC for advertising services and AMCI returned Common Units to NCM LLC, calculated under the CUAA as if such transferred theatres had been disposed.
6. Pursuant to the MOU and in addition to the Common Units returned as described in note (5) above, AMCI agreed to return additional Common Units to NCM LLC with an aggregate value of \$25,000,000 in exchange for a waiver of the exclusivity provisions of the ESA as to the transferred theatres.

/s/ Edwin F. Gladbach, Attorney-
In-Fact 03/20/2017

** Signature of Reporting Person Date

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

* 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).

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

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 Number.