

National CineMedia, Inc.  
 Form 4  
 March 20, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 CINEMAS 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)  
**7132 REGAL LANE**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/16/2017**

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

**KNOXVILLE, TN 37918**  
 (City) (State) (Zip)

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

**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                     |      | Date Exercisable | Disposed of (D) (Instr. 3, 4, and 5) |         | Expiration Date | Title | Amount Number Shares                           |
|---|------|------------------|--------------------------------------|---------|-----------------|-------|--|
|   |      |                  | (A)                                  | (D)     |                 |       |  |
| Common Units of National CineMedia, LLC | \$ 0 | 03/16/2017       | A                                    | 501,919 | (1)             | (1)   | Common Stock of National CineMedia, Inc. 501,9 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| REGAL CINEMAS INC<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918                  | X             | X         |         |       |
| REGAL ENTERTAINMENT GROUP<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918          | X             | X         |         |       |
| Regal Entertainment Holdings, Inc.<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918 | X             | X         |         |       |
| REGAL CINEMAS CORP<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918                 | X             | X         |         |       |
| Regal CineMedia CORP<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918               | X             | X         |         |       |
| Regal CineMedia Holdings, LLC<br>7132 REGAL LANE<br>KNOXVILLE, TN 37918      | X             | X         |         |       |
| ANSCHUTZ Corp<br>555 17TH STREET, SUITE 2400<br>DENVER, CO 80202             |               |           | X       |       |
| ANSCHUTZ PHILIP F<br>555 17TH STREET, SUITE 2400<br>DENVER, CO 80202         |               |           | X       |       |

## Signatures

/s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas, Inc.)

03/20/2017

\_\_Signature of Reporting Person

Date

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|  |            |
|--|------------|
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)          | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.) | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)          | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)                                   | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)                                 | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Robert M. Swysgood by Power of Attorney (on behalf of The Anschutz Corporation)                                | 03/20/2017 |
| **Signature of Reporting Person  | Date       |
| /s/ Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)                                     | 03/20/2017 |
| **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 ("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.
- (2) The reported securities are owned indirectly by Regal Cinemas, Inc., Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal CineMedia Corporation, Regal CineMedia Holdings, LLC, The Anschutz Corporation (formerly known as Anschutz Company) and Philip F. Anschutz. The Anschutz Corporation and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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.