

National CineMedia, Inc.
Form SC 13D/A
March 20, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

National CineMedia, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

635309107

Joseph Mause
Standard General L.P.
767 Fifth Avenue, 12th Floor
New York, NY 10153
Tel. No.: 212-257-4701
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 20, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Names of Reporting Persons.

¹ Standard General L.P.

² Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

³ SEC Use Only

Source of Funds (See Instructions):

⁴ AF

⁵ Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

Citizenship or Place of Organization.

⁶ Delaware

| | | |
|--------------|---------------|--------------------------|
| | ⁷ | Sole Voting Power |
| | 0 | |
| Number | ⁸ | Shared Voting Power |
| of Shares | | |
| Beneficially | 14,137,713 | |
| Owned by | | |
| Each | ⁹ | Sole Dispositive Power |
| Reporting | | |
| Person With | 0 | |
| | ¹⁰ | Shared Dispositive Power |
| | 14,137,713 | |

Aggregate Amount Beneficially Owned by Each Reporting Person

¹¹ 14,137,713

¹² Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (11)

¹³ 17.9%

Type of Reporting Person (See Instructions)

¹⁴ IA

Names of Reporting Persons.

¹ Soohyung Kim

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

Source of Funds (See Instructions):

4 AF

⁵ Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

Citizenship or Place of Organization.

⁶ United States

⁷ Sole Voting Power

0

Number ⁸ Shared Voting Power

of Shares

Beneficially 14,137,713

Owned by

Each ⁹ Sole Dispositive Power

Reporting

Person With 0

¹⁰ Shared Dispositive Power

14,137,713

Aggregate Amount Beneficially Owned by Each Reporting Person

¹¹ 14,137,713

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

¹²

Percent of Class Represented by Amount in Row (11)

¹³ 17.9%

Type of Reporting Person (See Instructions)

¹⁴

IN, HC

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 to Schedule 13D (this “Amendment”) relates to Common Stock, par value \$0.01 per share (the “Common Stock”), of National CineMedia Inc., a Delaware corporation (the “Issuer”). This Amendment is being filed by each of the Reporting Persons to amend the Schedule 13D (the “Initial Schedule 13D”) that was originally filed on January 26, 2018 (as amended by this Amendment, the “Schedule 13D”). Unless otherwise indicated, all capitalized terms used therein but not defined herein shall have the same meanings as in the Schedule 13D.

This Amendment is being filed to amend and supplement Item 5 of the Schedule 13D as set forth below.

Item 5. Interest in Securities of the Issuer

(a) and (b) See Items 7-13 of the cover pages.

The percentage calculations herein are based upon the statement in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 19, 2018, that there were 79,134,647 outstanding shares of Common Stock of the Issuer as of March 5, 2018.

(c) The following table lists transactions in the Common Stock effected in the open market by Standard General during the sixty day period prior to the filing of this Schedule 13D.

Date No. Shares Price Per Share

| | | |
|-----------|---------|--------|
| 3/16/2018 | 35,700 | \$5.72 |
| 3/16/2018 | 200,000 | \$5.74 |
| 3/16/2018 | 13,900 | \$5.75 |
| 3/19/2018 | 200,000 | \$5.81 |
| 3/19/2018 | 8,913 | \$5.76 |
| 3/20/2018 | 300,000 | \$5.68 |
| 3/20/2018 | 55,000 | \$5.66 |
| 3/20/2018 | 75,000 | \$5.62 |

(d) Other than the SG Funds, no person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 20, 2018

STANDARD GENERAL L.P.

By: /s/ Joseph Mause

Name: Joseph Mause

Title: Chief Financial Officer

SOOHYUNG KIM

/s/ Soohyung Kim

Soohyung Kim