

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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>Cinemark Holdings, Inc.</u> (Last) (First) (Middle) 3900 DALLAS PARKWAY SUITE 500 (Street) PLANO TX 75093 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2013	
		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					
Common Units of National CineMedia, LLC	\$0 ⁽¹⁾	06/21/2013		A		5,315,837 ⁽²⁾		(1)	(1)	Common Stock of National CineMedia, Inc.	(1)	23,998,505	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Cinemark Holdings, Inc.
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CINEMARK USA INC /TX
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Cinemark Media, Inc.
 (Last) (First) (Middle)
 3900 DALLAS PARKWAY
 SUITE 500
 (Street)
 PLANO TX 75093
 (City) (State) (Zip)

Explanation of Responses:

1. Common Units of National CineMedia, LLC may be converted at any time into common stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.
2. Common Units were transferred for an Extraordinary Attendance Increase pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National CineMedia, LLC and Cinemark Media, Inc. The Extraordinary Attendance Increase was due to the completion of the acquisition of certain Rave theatres by Cinemark USA, Inc. on May 28, 2013.
3. The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc. Cinemark Media, Inc. is a wholly-owned subsidiary of Cinemark USA, Inc. and Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc. which is the ultimate parent company of each joint filer of this report.

/s/ Michael Cavalier, Sr. Vice
President-General Counsel, 06/24/2013
Cinemark Holdings, Inc.

/s/ Michael Cavalier, Sr. Vice
President-General Counsel, 06/24/2013
Cinemark USA, Inc.

/s/ Michael Cavalier, Sr. Vice
President-General Counsel, 06/24/2013
Cinemark Media, Inc.

** 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.