

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>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. [NCMCI]</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) 12/30/2015	
	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			
COMMON STOCK OF NATIONAL CINEMEDIA, INC. ⁽¹⁾	12/30/2015		C		200,000	A	\$0	200,000	D ⁽²⁾	

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	12/30/2015		C		200,000		(3)	(3)	COMMON STOCK OF NATIONAL CINEMEDIA, INC.	200,000	\$0	23,862,988	D ⁽⁴⁾	

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 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)

Explanation of Responses:

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

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

** 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.