

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Blantyre Capital Ltd</u>  (Last) (First) (Middle) <u>52 JERMYN STREET</u>  (Street) <u>LONDON X0 SW1Y 6LX</u>  (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) <u>11/18/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/18/2024		J <sup>(1)</sup>		8,146,376	D	<sup>(1)</sup>	10,077,951	I	See footnotes <sup>(2)(5)</sup>
Common Stock								4,333,751	I	See Footnotes <sup>(3)(5)</sup>
Common Stock								4,106,271	I	See Footnotes <sup>(4)(5)</sup>

**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					

1. Name and Address of Reporting Person\*  
Blantyre Capital Ltd  
 (Last) (First) (Middle)  
52 JERMYN STREET  
 (Street)  
LONDON X0 SW1Y 6LX  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Mukadam Mubashir  
 (Last) (First) (Middle)  
C/O BLANTYRE CAPITAL LIMITED  
52 JERMYN STREET  
 (Street)  
LONDON X0 SW1Y 6LX  
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blantyre Mulanje II GP Ltd](#)

(Last) (First) (Middle)

C/O BLANTYRE CAPITAL LIMITED  
52 JERMYN STREET

(Street)

LONDON X0 SW1Y 6LX

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blantyre Fund II \(GP\) Ltd](#)

(Last) (First) (Middle)

C/O BLANTYRE CAPITAL LIMITED  
52 JERMYN STREET

(Street)

LONDON X0 SW1Y 6LX

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blantyre Fund III \(GP\) Ltd](#)

(Last) (First) (Middle)

C/O BLANTYRE CAPITAL LIMITED  
52 JERMYN STREET

(Street)

LONDON X0 SW1Y 6LX

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blantyre Mulanje II DAC](#)

(Last) (First) (Middle)

55 CHARLEMONT PLACE

(Street)

DUBLIN L2 2

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BSSF II Ireland DAC](#)

(Last) (First) (Middle)

55 CHARLEMONT PLACE

(Street)

DUBLIN L2 2

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BSSF III DAC](#)

(Last) (First) (Middle)

55 CHARLEMONT PLACE

(Street)

DUBLIN L2 2

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents the transfer of 8,146,376 shares by BSSF II Ireland DAC to a sub fund of Blantyre Capital ICAV without any change in the beneficial, economic or other interests of the reporting persons other than to BSSF II Ireland DAC. Blantyre Capital ICAV has filed a Form 3 as of this date, and will report together with the other reporting persons on this Form 4 in future filings.
2. Held directly by BSSF II Ireland DAC. Blantyre Fund II (GP) Limited is the general partner of the fund entity that is the indirect owner of the Issuer's securities that are held by BSSF II Ireland DAC. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest.
3. Held directly by Blantyre Mulanje II DAC. Blantyre Mulanje II GP Limited is the general partner of the fund entity that is an indirect owner of the Issuer's securities that are held by Blantyre Mulanje II DAC. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest.
4. Held directly by BSSF III DAC. Blantyre Fund III (GP) Limited is the general partner of the fund entity that is an indirect owner of the Issuer's securities that are held by BSSF III DAC. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest.
5. Blantyre Capital Limited ("Blantyre Capital") serves as the investment advisor for each of the fund vehicles that directly hold the reported securities, which are Blantyre Mulanje II DAC, BSSF II Ireland DAC, and BSSF III DAC, and it also serves as investment advisor to Blantyre Capital ICAV. Mubashir Mukadam is a director, Managing Partner, and Chief Investment Officer of Blantyre Capital. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest.

/s/ Mubashir Mukadam - for  
Blantyre Capital Limited, By: 11/20/2024  
Mubashir Mukadam, its  
Director

/s/ Russell Burt - for Blantyre  
Mulanje II GP Limited, By: 11/20/2024  
Russell Burt, its Director

/s/ Russell Burt - for Blantyre  
Fund II (GP) Limited, By: 11/20/2024  
Russell Burt, its Director

/s/ Russell Burt - for Blantyre  
Fund III (GP) Limited, By: 11/20/2024  
Russell Burt, its Director

/s/ Mubashir Mukadam - for  
Blantyre Mulanje II DAC, By: 11/20/2024  
Blantyre Capital Limited, its  
Investment Advisor, By:  
Mubashir Mukadam, its  
Director

/s/ Mubashir Mukadam - for  
BSSF II Ireland DAC, By: 11/20/2024  
Blantyre Capital Limited, its  
Investment Advisor, By:  
Mubashir Mukadam, its  
Director

/s/ Mubashir Mukadam - for  
BSSF III DAC, By: Blantyre  
Capital Limited, its 11/20/2024  
Investment Advisor, By:  
Mubashir Mukadam, its  
Director

/s/ Mubashir Mukadam 11/20/2024  
\*\* 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.**