
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 15)**

National CineMedia, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

635309107
(CUSIP Number)

Michael D. Cavalier
Executive Vice President, General Counsel and Secretary
Cinemark Holdings, Inc.
3900 Dallas Parkway
Plano, Texas 75093
(972) 665-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 29, 2023
(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.

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).

| | | |
|---|---|--|
| 1 | Names of Reporting Persons Cinemark Holdings, Inc. | |
| 2 | Check the Appropriate Box if a Member of a Group (<i>see</i> Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (<i>see</i> Instructions) OO | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 48,540,142shares |
| | 8 | Shared Voting Power -0- shares |
| | 9 | Sole Dispositive Power 48,540,142shares |
| | 10 | Shared Dispositive Power -0- shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 48,540,142 shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (<i>see</i> Instructions) <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row 27.4% | |
| 14 | Type of Reporting Person (See Instructions) HC | |

EXPLANATORY NOTE

This Amendment No. 15 (“Amendment No. 15”) amends the Schedule 13D first filed on March 28, 2011, and as amended subsequently (the “Schedule 13D”), by Cinemark Holdings, Inc. (the “Reporting Person”) with respect to the common stock, par value \$0.01 per share of the Issuer (the “Common Stock”). This Amendment No. 15 reflects changes to Items 3, 4 and 5 of the Schedule 13D. Capitalized terms used but not otherwise defined herein shall have their respective meanings under the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following:

On March 29, 2023, pursuant to the Common Unit Adjustment Agreement, the Reporting Person was notified that it would receive on April 12, 2023 (the “Settlement Date”) through its wholly owned subsidiary Cinemark Media, Inc., 4,849,345 newly issued NCM units in accordance with the 2022 Annual Adjustment.

Item 4. Purpose of Transaction

The information set forth in Item 3 above is incorporated herein by reference.

Item 4 is hereby amended to add the following:

The Reporting Person acquired the NCM Units referred to in Item 3 of this Amendment No. 15 in accordance with the 2022 Annual Adjustment, for investment purposes. Except as set forth above, the reporting person has no present plans or proposals which relate to or would result in any of the events listed in Item 4(a) - (j).

Item 5. Interest in Securities of the Issuer

The information set forth in Item 3 above is incorporated herein by reference.

Item 5 is hereby amended as follows:

(a) - (b) Including the Common Stock and the NCM Units to be issued on the Settlement Date referred to in this Amendment No. 15, the Reporting Person, through its wholly-owned subsidiary, Cinemark USA, Inc. and its wholly-owned subsidiary Cinemark Media, Inc., currently may be deemed to beneficially own 48,540,142 shares of Common Stock. Cinemark’s beneficial ownership of 43,690,797 shares of Common Stock and 4,849,345 NCM Units equals approximately 27.40% of the Issuer’s issued and outstanding shares of Common Stock on an as-converted basis as of the filing date based upon 177,178,237 shares of Common Stock issued and outstanding as of November 3, 2022, as reported in the Issuer’s Form 10-Q, as amended, filed on November 9, 2022 (after giving effect to the issuances reported pursuant to the Issuer’s Form 8-K filed on December 2, 2022, the Issuer’s Form 8-K filed on December 30, 2022 and the issuances of the NCM Units to the Reporting Person disclosed herein).

Neither the filing of this Amendment No. 15 nor any of its contents shall be deemed to constitute an admission that any executive officer or director of the Reporting Person or any of its subsidiaries listed on Schedule A hereto, is the beneficial owner of the Common Stock subject of this Amendment No. 15 for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) The information set forth in Item 3 above is incorporated herein by reference.

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 31, 2023

CINEMARK HOLDINGS, INC

By: /s/ Michael D. Cavalier

Name: Michael D. Cavalier

Title: Executive Vice President—General Counsel and Business Affairs
and Secretary