

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>RAMSEY CRAIG R</u>  (Last) (First) (Middle) <u>C/O AMC ENTERTAINMENT INC.</u> <u>920 MAIN ST.</u>  (Street) <u>KANSAS</u> <u>MO</u> <u>64105</u> <u>CITY</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>National CineMedia, Inc. [ NCM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>0</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

/s/ Craig R. Ramsey

05/01/2013

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY FOR SEC FILINGS

The undersigned, Craig R. Ramsey, hereby constitutes and appoints Maria Woods of National CineMedia, Inc. and subsidiaries, and their respective successors in office, and anyone of them, acting singly, as the undersigned's true and lawful attorney-in-fact to prepare, sign and file, on the undersigned's behalf, all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the Securities and Exchange Commission and any stock exchange or similar authority as a result of the undersigned's ownership of, or transactions in, securities of National CineMedia, Inc. and subsidiaries, and to take any other action of any type in connection with the foregoing which, in the opinion of said attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned. The undersigned acknowledges that neither Maria Woods, or successors in office or substitutes of National CineMedia, Inc. is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The authority herein conferred shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of, or transactions in, securities of National CineMedia, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 30th day of April, 2013.

By: /s/ Craig R. Ramsey  
Name: Craig R. Ramsey  
Title: Director