

OMB APPROVAL	
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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).

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. [ NCMCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2014	
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			

**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	Amount or Number of Shares				
Common Units of National CineMedia, LLC	\$0.00 <sup>(1)</sup>	03/13/2014		A		557,631 <sup>(2)</sup>		(1)	(1)	Common Stock of National CineMedia, Inc.	557,631 <sup>(2)</sup>	(1)	24,556,136	I	See Footnote <sup>(3)</sup>

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)

**Explanation of Responses:**

- 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.
- Common Units were transferred to Cinemark USA, Inc. effective March 13, 2014, pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National CineMedia, LLC and Cinemark Media, Inc.
- The reported securities are owned directly by Cinemark USA, Inc. and indirectly by Cinemark Holdings, Inc. Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc.

**Remarks:**

/s/ Michael Cavalier, Executive Vice President-General Counsel, Cinemark Holdings, Inc. 03/17/2014  
/s/ Michael Cavalier, Executive 03/17/2014

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.**