

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>AMC ENTERTAINMENT HOLDINGS, INC.</u> _____ (Last) (First) (Middle) <u>ONE AMC WAY</u> <u>11500 ASH STREET</u> _____ (Street) <u>LEAWOOD KS 66211</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>06/18/2018</u>					
			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			

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	06/18/2018		S		21,477,480		(1)	(1)	National CineMedia, Inc. Common Stock	21,477,480	\$7.3	0	D ⁽²⁾	

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)

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 STARPLEX, LLC

 (Last) (First) (Middle)
ONE AMC WAY
11500 ASH STREET

 (Street)
LEAWOOD KS 66211

 (City) (State) (Zip)

(City) (State) (Zip)

Explanation of Responses:

1. Common Units of National Cinemedia, LLC ("NCM LLC") may be converted at any time into shares of the Issuer on a one-for-one basis and have no expiration date.
2. Of the securities sold, 8,309,597 Common Units were held directly by AMC Starplex, LLC ("AMCS") and 13,167,883 Common Units were held directly by American Multi-Cinema, Inc ("AMCI"). AMCI also indirectly held 8,309,597 Common Units through AMCS, a wholly-owned subsidiary. AMC Entertainment Holdings, Inc, that parent of AMCI, indirectly held all securities sold.

/s/ Edwin F. Gladbach, Vice
President Legal & Asst Secretary, 06/19/2018
AMC Entertainment Holdings,
Inc.

/s/ Edwin F. Gladbach, Vice
President Legal & Asst Secretary, 06/19/2018
American Multi-Cinema, Inc.

/s/ Edwin F. Gladbach, Vice
President Legal & Asst Secretary, 06/19/2018
AMC Starplex, LLC

** 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.