

National CineMedia, Inc.

Form 4

June 24, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cinemark Holdings, Inc.2. Issuer Name and Ticker or Trading
Symbol

National CineMedia, Inc. [NCMI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3900 DALLAS PARKWAY, SUITE
5003. Date of Earliest Transaction
(Month/Day/Year)

06/21/2013

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

PLANO, TX 75093

(City) (State) (Zip)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Common Units of National CineMedia, LLC	\$ 0 ⁽¹⁾	06/21/2013	A	5,315,837 ⁽²⁾					⁽¹⁾	⁽¹⁾	Common Stock of National CineMedia, Inc.	5,315,837

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cinemark Holdings, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
CINEMARK USA INC /TX 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		
Cinemark Media, Inc. 3900 DALLAS PARKWAY SUITE 500 PLANO, TX 75093	X	X		

Signatures

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Holdings, Inc. 06/24/2013

__Signature of Reporting Person

Date

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark USA, Inc. 06/24/2013

__Signature of Reporting Person

Date

/s/ Michael Cavalier, Sr. Vice President-General Counsel, Cinemark Media, Inc. 06/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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.

(2)

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Common Units were transferred for an Extraordinary Attendance Increase pursuant to the Common Unit Adjustment Agreement, dated February 13, 2007 between National CineMedia, LLC and Cinemark Media, Inc. The Extraordinary Attendance Increase was due to the completion of the acquisition of certain Rave theatres by Cinemark USA, Inc. on May 28, 2013.

The reported securities are owned directly by Cinemark Media, Inc. and indirectly by Cinemark USA, Inc. and Cinemark Holdings, Inc.

- (3) Cinemark Media, Inc. is a wholly-owned subsidiary of Cinemark USA, Inc. and Cinemark USA, Inc. is a wholly-owned subsidiary of Cinemark Holdings, Inc. which is the ultimate parent company of each joint filer of this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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