

AMC STARPLEX, LLC
 Form 4
 September 08, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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).

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 *
AMERICAN MULTI-CINEMA, INC.

(Last) (First) (Middle)

ONE AMC WAY, 11500 ASH STREET

(Street)

LEAWOOD, KS 66211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
National CineMedia, Inc. [NCMI]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/07/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 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
Common Stock of National CineMedia, Inc.	09/07/2017		C(2)		14,600,000 (2)	A	(2) 14,800,000
						D (4)	

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)
Common Units of National CineMedia, LLC	(1)	09/07/2017		C(2)	14,600,000	(1) (1)	Common Stock of National CineMedia, Inc. 14

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMERICAN MULTI-CINEMA, INC.
ONE AMC WAY
11500 ASH STREET
LEAWOOD, KS 66211

AMC STARPLEX, LLC
ONE AMC WAY
11500 ASH STREET
LEAWOOD, KS 66211

AMC ENTERTAINMENT HOLDINGS, INC.
ONE AMC WAY
11500 ASH STREET
LEAWOOD, KS 66211

Signatures

See Signatures attached as Exhibit 99.1

09/08/2017

**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 ("Common Units") may be redeemed at any time and converted into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.

(2) On September 7, 2017, American Multi-Cinema, Inc. ("AMC") redeemed 2,000,000 Common Units which were converted into a like number of shares of Common Stock, and AMC Starplex, LLC ("AMCS"), a wholly owned subsidiary of AMC, redeemed 12,600,000 Common Units which were converted into a like number of shares of Common Stock.

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(3) Of the final reported securities: 10,224,747 Common Units are held directly by AMCS; 13,167,883 Common Units are held directly by AMC; and 10,224,747 Common Units are held indirectly by AMC through AMCS, a wholly-owned subsidiary. All of the reported Common Units are held indirectly by AMC Entertainment Holdings, Inc. ("AMCEH"), the parent of AMC.

(4) Of the final reported securities: 12,600,000 shares of Common Stock are held directly by AMCS; 2,200,000 shares of Common Stock are held directly by AMC; and 12,600,000 shares of Common Stock are held indirectly by AMC through AMCS, a wholly-owned subsidiary. All of the reported shares of Common Stock are held indirectly by AMCEH, the parent of AMC.

(5) Not applicable.

Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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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