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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**

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>Cinemark Holdings, Inc.</u>  (Last) (First) (Middle) 3900 DALLAS PARKWAY  (Street) PLANO TX 75093  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2023		
	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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	(1)(2)	06/27/2023		J	(1)(2)	4,849,345	(1)(2)	(1)(2)	(1)(2)	Common Stock of National CineMedia, Inc.	4,849,345	(1)(2)	0	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>

1. Name and Address of Reporting Person * <u>Cinemark Holdings, Inc.</u>  (Last) (First) (Middle) 3900 DALLAS PARKWAY  (Street) PLANO TX 75093  (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>CINEMARK USA INC /TX</u>  (Last) (First) (Middle) 3900 DALLAS PARKWAY  (Street) PLANO TX 75093  (City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Cinemark Media, Inc.](#)

(Last) (First) (Middle)

3900 DALLAS PARKWAY

(Street)

PLANO TX 75093

(City) (State) (Zip)

**Explanation of Responses:**

1. On April 11, 2023, National CineMedia, LLC, the operating company for the Issuer, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") seeking relief under Chapter 11 of Title 11 of the Bankruptcy Code. On June 27, 2023, the Bankruptcy Court entered an order (the "Order") confirming the Modified First Amended Plan of Reorganization of National CineMedia, LLC Pursuant to Chapter 11 of the Bankruptcy Code (as may be amended, supplemented, or otherwise modified from time to time, and including all exhibits and supplements thereto, the "Plan").

2. (continued from footnote 1) Pursuant to the Order, the Common Units that were purportedly issued pursuant to the March 29, 2023 Notice of Determination under the Common Unit Adjustment Agreement, dated February 13, 2007, between the Issuer and Cinemark Media, Inc. were never issued by the Issuer and shall not be issued by the Issuer under or in connection with the Plan.

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

[/s/ Michael Cavalier, Executive](#)  
[Vice President-General Counsel,](#) [06/29/2023](#)  
[Cinemark Holdings, Inc.](#)

[/s/ Michael Cavalier, Executive](#)  
[Vice President-General Counsel,](#) [06/29/2023](#)  
[Cinemark USA, Inc.](#)

[/s/ Michael Cavalier, Executive](#)  
[Vice President-General Counsel,](#) [06/29/2023](#)  
[Cinemark Media, Inc.](#)

\*\* 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.