

AMC ENTERTAINMENT HOLDINGS, INC.

Form 4

June 19, 2018

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

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).

**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 *
**AMC ENTERTAINMENT
 HOLDINGS, 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)
06/18/2018

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____ Form filed by One Reporting Person
 ____X____ 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 (D) Price			

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

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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 Acquired	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) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Units of National Cinemia, LLC	\$ 0	06/18/2018	S	21,477,480	<u>(1)</u>	<u>(1)</u>	National Cinemia, Inc. Common Stock	21,477,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMC ENTERTAINMENT HOLDINGS, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		
AMERICAN MULTI-CINEMA, INC. ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		
AMC STARPLEX, LLC ONE AMC WAY 11500 ASH STREET LEAWOOD, KS 66211		X		

Signatures

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

 **Signature of Reporting Person

Date _____

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

Signature of Reporting Person

Date _____

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

 **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 ("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.

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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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