

Cineworld Group plc
Form 3
June 20, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Cineworld Group plc

(Last) (First) (Middle)

8TH FLOOR VANTAGE
LONDON,Â GREAT WEST
ROAD

(Street)

BRENTFORD,Â X0Â TW8 9AG

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/28/2018

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date Expiration Title Amount or
Exercisable Date Number of

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			Shares		or Indirect (I) (Instr. 5)	
Common Units of National CineMedia, LLC	Â (1)	Â (1)	Common Stock of National CineMedia, Inc.	27,574,620 \$ (1)	I	See Footnotes (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cineworld Group plc 8TH FLOOR VANTAGE LONDON GREAT WEST ROAD BRENTFORD,Â X0Â TW8 9AG	Â X	Â X	Â	Â
CROWN INTERMEDIATE HOLDCO, INC. By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director				06/20/2018
	**Signature of Reporting Person			Date
CROWN UK HOLDCO LIMITED By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director				06/20/2018
	**Signature of Reporting Person			Date
CINEWORLD GROUP PLC By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director & Chief Financial Officer				06/20/2018
	**Signature of Reporting Person			Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration date.
- On February 28, 2018, Regal Entertainment Group ("Regal"), the former ultimate parent of Regal CineMedia Holdings, LLC ("Regal CineMedia Holdings") and Regal Cinemas, Inc. ("Regal Cinemas"), consummated the merger transaction (the "Merger") contemplated
- (2) by that Agreement and Plan of Merger, among Regal, Cineworld Group plc ("Cineworld"), Crown Intermediate Holdco, Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Cineworld ("Crown Intermediate") and Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Crown Intermediate.
- As a result of the Merger, (i) each of Regal, Regal Cinemas and Regal CineMedia Holdings became indirect, wholly owned subsidiaries of Cineworld and (ii) the reported securities are owned indirectly by Cineworld through Regal Cinemas and Regal
- (3) CineMedia Holdings. Cineworld holds Regal Cinemas and Regal CineMedia Holdings through its subsidiaries: Crown UK Holdco Limited, Crown Intermediate, Regal, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation and Regal CineMedia Corporation, Inc.

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Remarks:

ThisÂ reportÂ isÂ filedÂ jointlyÂ byÂ CineworldÂ GroupÂ plc,Â CrownÂ UKÂ HoldcoÂ LimitedÂ andÂ CrownÂ Interme

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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