

Kim Soohyung
Form 4
March 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
Standard General L.P.

(Last) (First) (Middle)

767 FIFTH AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2018

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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 ("Common Stock") | 03/16/2018 | | P | | 35,700 | A | \$ 5.72 | 13,284,900 | I | See Footnotes (1) (2) |
| Common Stock | 03/16/2018 | | P | | 200,000 | A | \$ 5.74 | 13,484,900 | I | See Footnotes (1) (2) |
| Common Stock | 03/16/2018 | | P | | 13,900 | A | \$ 5.75 | 13,498,800 | I | See Footnotes (1) (2) |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------|------------|---|-----------------------|
| Common Stock | 03/19/2018 | P | 200,000 | A | \$ 5.81 | 13,698,800 | I | See Footnotes (1) (2) |
| Common Stock | 03/19/2018 | P | 8,913 | A | \$ 5.76 | 13,707,713 | I | See Footnotes (1) (2) |
| Common Stock | 03/20/2018 | P | 300,000 | A | \$ 5.68 | 14,007,713 | I | See Footnotes (1) (2) |
| Common Stock | 03/20/2018 | P | 55,000 | A | \$ 5.66 | 14,062,713 | I | See Footnotes (1) (2) |
| Common Stock | 03/20/2018 | P | 75,000 | A | \$ 5.62 | 14,137,713 | I | See Footnotes (1) (2) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Standard General L.P. 767 FIFTH AVENUE 12TH FLOOR | | X | | |

NEW YORK, NY 10153

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767 FIFTH AVENUE
12TH FLOOR
NEW YORK, NY 10153

X X See Footnote 3

Signatures

/s/ Standard General L.P. by Joseph Mause, Chief Financial Officer

03/20/2018

__Signature of Reporting Person

Date

/s/ Soohyung Kim

03/20/2018

__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).
The securities reported herein are beneficially owned by Standard General L.P. ("Standard General") in its capacity as investment manager to private investment vehicles. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein.
- (1) Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.