

REGAL CINEMAS CORP
Form 4
March 18, 2013

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 *
REGAL CINEMAS INC

(Last) (First) (Middle)

7132 REGAL LANE

(Street)

KNOXVILLE, TN 37918

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2013

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|---|---------------------|------------|------|---|-----|------------------|-----------------|--|-----------|
| | | | | (A) | (D) | | | | |
| Common Units of National CineMedia, LLC | \$ 0 | 03/14/2013 | A | 2,219,002 | | (1) | (1) | Common Stock of National CineMedia, Inc. | 2,219,002 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REGAL CINEMAS INC 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| Regal Entertainment Holdings, Inc. 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| REGAL CINEMAS CORP 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| Regal CineMedia Holdings, LLC 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| Regal CineMedia CORP 7132 REGAL LANE KNOXVILLE, TN 37918 | X | X | | |
| ANSCHUTZ CO 555 17TH STREET, SUITE 2400 DENVER, CO 80202 | | X | | |
| ANSCHUTZ PHILIP F 555 17TH STREET, SUITE 2400 DENVER, CO 80202 | | X | | |

Signatures

Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas, Inc.)

03/18/2013

__Signature of Reporting Person

Date

03/18/2013

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Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)

__Signature of Reporting Person

Date

Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.)

03/18/2013

__Signature of Reporting Person

Date

Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)

03/18/2013

__Signature of Reporting Person

Date

Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)

03/18/2013

__Signature of Reporting Person

Date

Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)

03/18/2013

__Signature of Reporting Person

Date

Robert M. Swysgood by Power of Attorney (on behalf of Anschutz Company)

03/18/2013

__Signature of Reporting Person

Date

Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)

03/18/2013

__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 converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration.

2,879,360 of the reported securities are owned directly by Regal Cinemas, Inc. and 21,452,792 of the reported securities are owned directly by Regal CineMedia Holdings, LLC. All of the reported securities are owned indirectly by Regal Cinemas, Inc., (other than the

(2) shares it owns directly), Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Anschutz Company, and Philip F. Anschutz. Anschutz Company and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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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