

REGAL CINEMAS INC  
Form 4  
March 18, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REGAL CINEMAS INC

2. Issuer Name **and** Ticker or Trading  
Symbol

National CineMedia, Inc. [NCMI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

7132 REGAL LANE

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

03/17/2016

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

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

KNOXVILLE, TN 37918

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**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 control  
number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|---|
|   |  |   |   |                                      |   |  |   |

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| Derivative<br>Security                              |      | Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>Number<br>Shares |
|---|------|--|------|---|---------|-----|---------------------|--------------------|--|----------------------------|
|   |      |  |      |   |         |     |                     |                    |  |                            |
| Common<br>Units of<br>National<br>CineMedia,<br>LLC | \$ 0 | 03/17/2016                                 | A    |   | 662,917 |     | (1)                 | (1)                | Common<br>Stock of<br>National<br>CineMedia,<br>Inc. | 662,9                      |

## Reporting Owners

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

## Signatures

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

03/18/2016

\_\_Signature of Reporting Person

Date

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|  |            |
|--|------------|
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Group)          | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Entertainment Holdings, Inc.) | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Executive Vice President, General Counsel and Secretary (Regal Cinemas Corporation)          | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Corporation)                                   | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Peter B. Brandow, Vice President and Secretary (Regal CineMedia Holdings, LLC)                                 | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Robert M. Swysgood by Power of Attorney (on behalf of The Anschutz Corporation)                                | 03/18/2016 |
| __Signature of Reporting Person  | Date       |
| /s/ Robert M. Swysgood, by Power of Attorney (on behalf of Philip F. Anschutz)                                     | 03/18/2016 |
| __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) The reported securities are owned indirectly by Regal Cinemas, Inc., Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal CineMedia Corporation, Regal CineMedia Holdings, LLC, The Anschutz Corporation (formerly known as Anschutz Company) and Philip F. Anschutz. The Anschutz Corporation 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. 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.