

National CineMedia, Inc.

Form 3

January 06, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 Rosabal Alfonso P Jr

(Last) (First) (Middle)

C/O NATIONAL CINEMEDIA,
INC.,Â 9110 E. NICHOLS AVE.,
SUITE 200

(Street)

CENTENNIAL,Â COÂ 80112-3405

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
12/27/20133. Issuer Name **and** Ticker or Trading Symbol
National CineMedia, Inc. [NCMI]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10%
Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, COO & Chief Tech.
Officer6. 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)

Common Stock

74,352 ⁽¹⁾

D Â

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
currently valid OMB control number.****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)
Title4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option (right to buy)	Â (2)	11/04/2020	Common Stock	75,000	\$ 19.17	D	Â
Employee stock option (right to buy)	Â (3)	01/13/2021	Common Stock	26,130	\$ 18.37	D	Â
Employee stock option (right to buy)	Â (4)	01/12/2022	Common Stock	7,742	\$ 13.14	D	Â
Employee stock option (right to buy)	Â (5)	08/02/2022	Common Stock	5,000	\$ 14.1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosabal Alfonso P Jr C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL,Â COÂ 80112-3405	Â	Â	Â EVP, COO & Chief Tech. Officer	Â

Signatures

/s/ Jennifer A. D'Alessandro, as
attorney-in-fact

01/06/2014

__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).

- Includes (a) 8,710 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 26, 2013; (b) 11,614 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2015; (c) 5,807 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a two-year measuring period ending on December 26, 2013; (d) 7,500 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on January 1, 2015; (e) 30,541 shares of restricted stock that will vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 31, 2015; and (f) 10,180 shares of restricted stock that vest in three equal annual installments beginning on January 16, 2014.
- (1) The option vests in three equal annual installments beginning on November 4, 2011.
 - (2) The option vests in three equal annual installments beginning on January 13, 2012.
 - (3) The option vests in three equal annual installments beginning on January 12, 2013.
 - (5) The option vests in three equal annual installments beginning on August 2, 2013.

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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