

National CineMedia, Inc.  
 Form 4  
 February 26, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Marks Clifford E

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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/24/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President of Sales & Marketing

(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

CENTENNIAL, CO 80112-3405

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2014		D		59,064 (1)	D	\$ 0 312,708
Common Stock	02/24/2014		D		16,892 (2)	D	\$ 0 295,816
Common Stock	02/24/2014		F		8,313 (3)	D	\$ 15.6 287,503
Common Stock	02/25/2014		S(4)		14,171	D	\$ 15.7453 273,332 (5)

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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 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	
							Amount or Number of Shares			
							Date Exercisable	Expiration Date	Title	
							Code	V	(A)	(D)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Marks Clifford E  
C/O NATIONAL CINEMEDIA, INC.  
9110 E. NICHOLS AVE., SUITE 200  
CENTENNIAL, CO 80112-3405

Director      10% Owner      Officer      Other

President of  
Sales &  
Marketing

## Signatures

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

02/26/2014

\_\_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) In a Form 4 filed on January 18, 2011, the reporting person reported the grant of 59,064 shares of restricted stock, which would vest based upon achievement of the actual cumulative Free Cash Flow target at the end of a three-year measuring period. On February 24, 2014, the issuer determined that the performance conditions had not been satisfied and, as a result, the shares were forfeited.

(2) In a Form 4 filed on January 17, 2012, the reporting person reported the grant of 98,440 shares of restricted stock, 39,376 of which would vest based upon achievement of specified performance targets at the end of a two-year measuring period. On February 24, 2014, the issuer determined that the performance conditions had been satisfied at 57.1% and, as a result, 16,892 shares were forfeited and 22,484 shares vested pursuant to the terms of the grant.

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- (3) Represents withholding of shares to satisfy tax obligations upon the vesting of restricted stock.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2013.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.64 to \$15.88, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (5) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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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