

National CineMedia, Inc.
Form SC 13G/A
February 16, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

National Cinemedia, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

635309107
(CUSIP Number)

December 31, 2009
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input checked="" type="radio"/> | Rule 13d-1(c) |
| <input type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NO. 635309107

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Advisors LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| | 6. | SHARED VOTING POWER

1,236,061 shares |
| | 7. | SOLE DISPOSITIVE POWER
0 |
| | 8. | SHARED DISPOSITIVE POWER
See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%1
 12. TYPE OF REPORTING PERSON
IA;2 OO; HC

1 The percentages reported in this Schedule 13G/A are based upon 42,119,947 shares of Common Stock outstanding as of November 3, 2009 (according to the Form 10-Q filed by the issuer on November 5, 2009).

2 Citadel Advisors LLC became a registered investment adviser effective as of January 8, 2010.

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Holdings II LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|--------------------------|------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| 6. | SHARED VOTING POWER | 1,236,061 shares |
| 7. | SOLE DISPOSITIVE POWER | 0 |
| 8. | SHARED DISPOSITIVE POWER | See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
PN; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Derivatives Trading Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands company
- | | | |
|--|--------------------------|------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| 6. | SHARED VOTING POWER | 1,236,061 shares |
| 7. | SOLE DISPOSITIVE POWER | 0 |
| 8. | SHARED DISPOSITIVE POWER | See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
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CERTAIN SHARES
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 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
CO

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Equity Fund Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| | 6. | SHARED VOTING POWER

1,236,061 shares |
| | 7. | SOLE DISPOSITIVE POWER
0 |
| | 8. | SHARED DISPOSITIVE POWER
See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
CO

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Securities LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|--------------------------|------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| 6. | SHARED VOTING POWER | 1,236,061 shares |
| 7. | SOLE DISPOSITIVE POWER | 0 |
| 8. | SHARED DISPOSITIVE POWER | See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
BD; OO

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Holdings I LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| | 6. | SHARED VOTING POWER

1,236,061 shares |
| | 7. | SOLE DISPOSITIVE POWER
0 |
| | 8. | SHARED DISPOSITIVE POWER
See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
PN; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group II, L.L.C.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|--------------------------|------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| 6. | SHARED VOTING POWER | 1,236,061 shares |
| 7. | SOLE DISPOSITIVE POWER | 0 |
| 8. | SHARED DISPOSITIVE POWER | See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
OO; HC

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth Griffin
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) o
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen
- | | | |
|--|----|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5. | SOLE VOTING POWER
0 |
| | 6. | SHARED VOTING POWER

1,236,061 shares |
| | 7. | SOLE DISPOSITIVE POWER
0 |
| | 8. | SHARED DISPOSITIVE POWER
See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Row 6 above.
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
 o
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%
 12. TYPE OF REPORTING PERSON
IN; HC

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Item 1(a) Name of Issuer
National Cinemedia, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices
9110 East Nichols Avenue, Suite 200, Centennial, Colorado 80112-3405

Item 2(a) Name of Person Filing
This Schedule 13G/A is being jointly filed by Citadel Advisors LLC (“Citadel Advisors”), Citadel Holdings II LP (“CH-II”), Citadel Derivatives Trading Ltd. (“CDT”), Citadel Equity Fund Ltd. (“CEF”), Citadel Securities LLC (“Citadel Securities”), Citadel Holdings I LP (“CH-I”), Citadel Investment Group II, L.L.C. (“CIG-II”) and Mr. Kenneth Griffin (collectively with Citadel Advisors, CH-II, CDT, CEF, Citadel Securities, CH-I and CIG-II, the “Reporting Persons”) with respect to shares of Common Stock of the above-named issuer (and/or options to purchase such shares) owned by CDT, Citadel Global Equity Master Fund Ltd., a Cayman Islands limited company (“CG”), Citadel Securities and certain segregated accounts.

Citadel Advisors is the investment manager for CEF, CG and certain segregated accounts, and the portfolio manager for CDT. CH-II is the managing member of Citadel Advisors. CH-I is the non-member manager of Citadel Securities. CIG-II is the general partner of CH-I and CH-II. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CIG-II.

Item 2(b) Address of Principal Business Office

The address of the principal business office of each of the Reporting Persons is c/o Citadel Investment Group, L.L.C., 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

Item 2(c) Citizenship

Each of Citadel Advisors, Citadel Securities and CIG-II is organized as a limited liability company under the laws of the State of Delaware. Each of CH-II and CH-I is organized as a limited partnership under the laws of the State of Delaware. Each of CDT and CEF is organized as a limited company under the laws of the Cayman Islands. Mr. Griffin is a U.S. citizen.

Item 2(d) Title of Class of Securities
Common Stock, par value \$0.01

Item 2(e) CUSIP Number
635309107

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;

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- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
_____.

Item 4 Ownership

- (a) The Reporting Persons may be deemed to beneficially own 1,236,061 shares of Common Stock.
- (b) The number of shares the Reporting Persons may be deemed to beneficially own constitutes approximately 2.9% of the Common Stock outstanding.
- (c) Number of shares as to which such person Reporting Persons have:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,236,061
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 1,236,061

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

Item 6 Ownership of More than Five Percent on Behalf of Another Person
Not Applicable

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Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

See Item 2 above

Item 8 Identification and Classification of Members of the Group
Not Applicable

Item 9 Notice of Dissolution of Group
Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 16th day of February, 2010.

CITADEL ADVISORS LLC

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group
II, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL HOLDINGS II LP

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized
Signatory

CITADEL DERIVATIVES TRADING
LTD.

By: Citadel Advisors LLC,
its Portfolio Manager

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group
II, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL EQUITY FUND LTD.

By: Citadel Advisors LLC,
its Investment Manager

By: Citadel Holdings II LP,
its Managing Member

By: Citadel Investment Group II,
L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL SECURITIES LLC

By: Citadel Holdings I LP

its Non-Member Manager

CITADEL HOLDINGS I LP

By: Citadel Investment Group II,
L.L.C.,
its General Partner

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By: Citadel Investment Group
II, L.L.C.,
its General Partner

By: /s/ John C. Nagel

John C. Nagel, Authorized
Signatory

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

CITADEL INVESTMENT GROUP II,
L.L.C.

KENNETH GRIFFIN

By: /s/ John C. Nagel
John C. Nagel, Authorized
Signatory

By: /s/ John C. Nagel
John C. Nagel,
attorney-in-fact*

*John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.
