

National CineMedia, Inc.

Form 3

January 30, 2017

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

OMB APPROVAL

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**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 *
 A House Geri R

(Last) (First) (Middle)

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

(Street)

CENTENNIAL, CO 80112-3405

(City) (State) (Zip)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)
 01/19/2017

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

4. Relationship of Reporting
 Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10%
 Owner

☒ Officer ____ Other
 (give title below) (specify below)
 EVP, People & Organization

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 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

89,901

D A

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

SEC 1473 (7-02)

**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.**

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)
 Title

4. Conversion
 or Exercise
 Price of
 Derivative

5. 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 (1)	11/04/2020	Common Stock	30,977	\$ 18.5653	D	Â
Employee stock option (right to buy)	Â (1)	01/13/2021	Common Stock	13,745	\$ 17.7905	D	Â
Employee stock option (right to buy)	Â (1)	01/12/2022	Common Stock	4,533	\$ 12.7255	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
House Geri R C/O NATIONAL CINEMEDIA, INC. 9110 E. NICHOLS AVE., SUITE 200 CENTENNIAL,Â COÂ 80112-3405	Â	Â	Â EVP, People & Organization	Â

Signatures

/s/ Teri Scott, as
attorney-in-fact

01/30/2017

__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).

(1) This derivative security is fully vested.

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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