

Cineworld Group plc
Form 3
June 20, 2018

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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Cineworld Group plc</p> <p>(Last) (First) (Middle)</p> <p>8TH FLOOR VANTAGE LONDON,Â GREAT WEST ROAD</p> <p>(Street)</p> <p>BRENTFORD,Â X0Â TW8 9AG</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/28/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>National CineMedia, Inc. [NCMI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

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| | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|-------|-------|--|--------|----------------------------------|--------------------------|
| Common Units of National CineMedia, LLC | Â (1) | Â (1) | Common Stock of National CineMedia, Inc. 27,574,620 | \$ (1) | I | See Footnotes (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cineworld Group plc 8TH FLOOR VANTAGE LONDON GREAT WEST ROAD BRENTFORD, X0 TW8 9AG | Â X | Â X | Â | Â |

| | | |
|---|---------------------------------|------------|
| CROWN INTERMEDIATE HOLDCO, INC. By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director | **Signature of Reporting Person | 06/20/2018 |
| CROWN UK HOLDCO LIMITED By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director | **Signature of Reporting Person | 06/20/2018 |
| CINEWORLD GROUP PLC By: /s/ Nisan Cohen Name: Nisan Cohen Title: Board Director & Chief Financial Officer | **Signature of Reporting Person | 06/20/2018 |

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) Common Units of National CineMedia, LLC 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 date.

On February 28, 2018, Regal Entertainment Group ("Regal"), the former ultimate parent of Regal CineMedia Holdings, LLC ("Regal CineMedia Holdings") and Regal Cinemas, Inc. ("Regal Cinemas"), consummated the merger transaction (the "Merger") contemplated
- (2) by that Agreement and Plan of Merger, among Regal, Cineworld Group plc ("Cineworld"), Crown Intermediate Holdco, Inc., a Delaware corporation and an indirect, wholly owned subsidiary of Cineworld ("Crown Intermediate") and Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Crown Intermediate.

As a result of the Merger, (i) each of Regal, Regal Cinemas and Regal CineMedia Holdings became indirect, wholly owned subsidiaries of Cineworld and (ii) the reported securities are owned indirectly by Cineworld through Regal Cinemas and Regal
- (3) CineMedia Holdings. Cineworld holds Regal Cinemas and Regal CineMedia Holdings through its subsidiaries: Crown UK Holdco Limited, Crown Intermediate, Regal, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation and Regal CineMedia Corporation, Inc.

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Remarks:

This report is filed jointly by Cineworld Group plc, Crown UK Holdco Limited and Crown Interme

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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