

National CineMedia, Inc.
Form SC 13D/A
June 28, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

National CineMedia, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

635309107

(CUSIP Number)

Michael D. Cavalier

Senior Vice President, General Counsel and Secretary

Cinemark Holdings, Inc.

3900 Dallas Parkway, Suite 500

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Plano, Texas 75093

(972) 665-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 21, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* 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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CUSIP No. 635309107

1	Names of Reporting Persons Cinemark Holdings, Inc.								
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>								
3	SEC Use Only								
4	Source of Funds (See Instructions) OO								
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>								
6	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Voting Power 23,998,505 shares</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Voting Power -0- shares</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">Sole Dispositive Power 23,998,505 shares</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">Shared Dispositive Power -0- shares</td> </tr> </table>	7	Sole Voting Power 23,998,505 shares	8	Shared Voting Power -0- shares	9	Sole Dispositive Power 23,998,505 shares	10	Shared Dispositive Power -0- shares
7	Sole Voting Power 23,998,505 shares								
8	Shared Voting Power -0- shares								
9	Sole Dispositive Power 23,998,505 shares								
10	Shared Dispositive Power -0- shares								
11	Aggregate Amount Beneficially Owned by Each Reporting Person 23,998,505 shares								
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>								
13	Percent of Class Represented by Amount in Row 30%								
14	Type of Reporting Person (See Instructions) HC								

EXPLANATORY NOTE

This Amendment No. 2 (Amendment No. 2) to the Schedule 13D filed with the Securities and Exchange Commission on March 28, 2011 and amended on March 22, 2013 (as so amended, the Schedule 13D) by Cinemark Holdings, Inc. (the Reporting Person) with respect to the common stock, par value \$0.01 per share of the Issuer (the Common Stock) is being filed by the Reporting Person pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, to reflect the issuance of additional common units of NCM (NCM Units) pursuant to the Common Unit Adjustment Agreement as described in Item 3, increasing the Reporting Person's investment in NCM and amend a disclosure under Item 2 of the Schedule 13D. Capitalized terms used but not otherwise defined herein shall have their respective meanings under the Common Unit Adjustment Agreement or the Schedule 13D, as applicable.

Item 2. Identity and Background

Item 2 is hereby amended as follows:

Valmir Fernandes, the President of Cinemark International, L.L.C and an executive officer of the Reporting Person, is a citizen of Brazil.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following:

On June 21, 2013, pursuant to the Common Unit Adjustment Agreement as more completely described in Item 3 of the Schedule 13D and incorporated by reference to Exhibit 1 thereto, the Reporting Person received, through its wholly-owned subsidiaries, Cinemark USA, Inc. and Cinemark Media, Inc., from NCM, 5,315,837 newly issued NCM Units due to an Extraordinary Attendance Increase. The Extraordinary Attendance Increase was due to the completion of the acquisition of certain Rave theatres by Cinemark USA, Inc. on May 28, 2013. In accordance with the terms of the Common Unit Adjustment Agreement, no payments were made by or on behalf of any party in exchange for the NCM Units received by the Reporting Person pursuant to the Extraordinary Adjustment.

Exhibit A**Directors and Executive Officers**

The name, principal occupation and business address of each director and executive officer of the reporting Person are set forth below. All of the persons listed below are citizens of the United States of America, unless otherwise indicated.

Name	Business Address	Present Principal Occupation and Position(s) with Reporting Person
Vahe A. Dombalagian	Three First National Plaza, Suite 4600 Chicago, IL 60602	<ul style="list-style-type: none"> • Managing Director of Madison Dearborn Partners, LLC • Director of Reporting Person
Peter R. Ezersky	1065 Avenue of the Americas, 34th Floor New York, NY 10018	<ul style="list-style-type: none"> • Managing Principal of Quadrangle Group LLC • Director of Reporting Person
Carlos M. Sepulveda	12770 Merit Dr., Suite 1000 Dallas, TX 75251	<ul style="list-style-type: none"> • President and CEO of Interstate Battery System International, Inc. • Director of Reporting Person
Ben D. Chereskin	400 N. Michigan Ave., Suite 620 Chicago, IL 60611	<ul style="list-style-type: none"> • President of Profile Management LLC • Director of Reporting Person
Raymond W. Syufy	150 Pelican Way San Rafael, CA 94901	<ul style="list-style-type: none"> • CEO of Syufy Enterprises • Director of Reporting Person
Steven P. Rosenberg	1480 Justin Rd. Rockwall, TX 75087	<ul style="list-style-type: none"> • President of SPR Ventures Inc. • Director of Reporting Person
Enrique F. Senior	711 Fifth Avenue New York, NY 10022	<ul style="list-style-type: none"> • Managing Director of Allen & Company LLC • Director of Reporting Person
Donald G. Soderquist	201 S. 19th Street, Suite P Rogers, AR 72758	<ul style="list-style-type: none"> • Motivational Speaker and Business Counselor for OnCourse, LLC • Director of Reporting Person
Roger T. Staubach	8343 Douglas Avenue #100 Dallas, TX 75225	<ul style="list-style-type: none"> • Executive Chairman of Jones Lang LaSalle • Director of Reporting Person

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Lee Roy Mitchell	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Executive Chairman of the Board
Tim Warner	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Chief Executive Officer; President; Chief Operating Officer
Robert Cople	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Chief Financial Officer; Executive Vice President; Treasurer; Assistant Secretary
Valmir Fernandes	3900 Dallas Parkway, Suite 500 Plano, TX 75093	President - Cinemark International, L.L.C Citizen of Brazil
Michael Cavalier	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Senior Vice President General Counsel; Secretary
Tom Owens	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Senior Vice President Real Estate
Steve Bunnell	3900 Dallas Parkway, Suite 500 Plano, TX 75093	Senior Vice President Global Content Programming

SIGNATURE

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

Date: June 28, 2013

CINEMARK HOLDINGS, INC

By:	/s/ Michael D. Cavalier
Name:	Michael D. Cavalier
Title:	Senior Vice President - General Counsel and Secretary