

National CineMedia, Inc.  
Form SC 13D/A  
April 07, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 13D  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)  
(Amendment No. 1)\*  
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  
Plano, Texas 75093  
(972) 665-1000**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)  
**March 17, 2009**

(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).

CUSIP No. 635309107

NAMES OF REPORTING PERSONS

1

Cinemark Holdings, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 15,188,955 shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

-0- shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 15,188,955 shares

WITH SHARED DISPOSITIVE POWER

**10**

-0- shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

15,188,955 shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

**13**

26.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14**

HC

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### EXPLANATORY NOTE

This Amendment No. 1 ( *Amendment No. 1* ) to the Schedule 13D filed with the Securities and Exchange Commission (the *SEC* ) on March 27, 2009 (the *Schedule 13D* ) with respect to the common stock of National CineMedia, Inc. ( *Common Stock* ), is being filed to report additional information under Item 5(c). Capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Schedule 13D.

#### **Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended to replace Item 5(c) in the Schedule 13D with the following:

(c) Except as described in this Schedule 13D, Cinemark nor any of its subsidiaries has entered into any transaction involving the securities subject of this Schedule 13D within the past sixty days.

None of the executive officers or directors of Cinemark or its wholly-owned subsidiaries has effected during the past sixty days any transaction in the Common Stock, except as described below:

- (i) Robert Carmony, Senior Vice-President, New Technology and Training, sold 1,000 shares of Common Stock on March 11, 2009 through a personal online trading account at a price of \$13.65 per share. Mr. Carmony had purchased the shares for investment purposes with his own funds.

Mr. Carmony sold 450 shares of Common Stock on February 6, 2009 through a personal online trading account at a price of \$12.23 per share. Mr. Carmony had purchased the shares for investment purposes with his own funds.

- (ii) Walter Hebert, III, Senior Vice-President, Purchasing, sold 6,000 shares of Common Stock on February 2, 2009 through a personal brokerage account at a price of \$10.50 per share. Mr. Hebert had purchased the shares for investment purposes with his own funds.

Mr. Hebert, jointly with his wife, sold 1,500 shares of Common Stock on February 5, 2009 through a personal brokerage account at an average price of \$10.59 per share. Mr. and Mrs. Hebert had purchased the shares for investment purposes with their own funds.

- (iii) Carlos M. Sepulveda, a director and Chairman of the Audit Committee, sold 1,000 shares of Common Stock on January 30, 2009 through a personal brokerage account at an average price of \$10.25 per share.

Mr. Sepulveda had purchased the shares for investment purposes with his own funds.

Cinemark and each of its wholly-owned subsidiaries expressly disclaims any beneficial ownership or receipt of proceeds from the sale of Common Stock as reported in this Item 5(c).

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**Schedule A**

## Directors and Executive Officers

The name, principal occupation and business address of each director and executive officer of Cinemark as reported in Item 5(c) of this Amendment No. 1 are set forth below. Except for Mr. Valmir Fernandes, all the persons listed below are citizens of the United States of America.

<b>Name</b>	<b>Business Address</b>	<b>Position and Present Principal Occupation</b>
Lee Roy Mitchell	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Chairman of the Board
Benjamin D. Chereskin	Three First National Plaza, Suite 4600 Chicago, IL 60602	Director
Vahe A. Dombalagian	Three First National Plaza, Suite 4600 Chicago, IL 60602	Director
Carlos M. Sepulveda	12770 Merit Dr, Suite 400, Dallas, TX 75251	Director
Peter R. Ezersky	375 Park Avenue, New York, NY 10152	Director
Raymond W. Syufy	150 Pelican Way, San Rafael, CA 94901	Director
Donald G. Soderquist	201 S. 19 <sup>th</sup> Street, Suite P, Rogers, AR 72758	Director
Roger T. Staubach	15601 Dallas Parkway, Suite 400 Addison, TX 75001	Director
Steven P. Rosenberg	1480 Justin Road, Rockwall, TX 75087	Director
Enrique F. Senior	711 Fifth Avenue New York, NY 10022	Director
Alan W. Stock	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Chief Executive Officer
Timothy Warner	3900 Dallas Parkway, Suite 500, Plano, TX 75093	President, Chief Operating Officer
Robert D. Coppel	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Executive Vice President; Treasurer, Chief Financial Officer; Assistant

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		Secretary
Michael D. Cavalier	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Senior Vice-President    General Counsel, Secretary
Robert Carmony	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Senior Vice-President    New Technology and Training
Walter Hebert, III	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Senior Vice-President    Purchasing
Tom Owens	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Senior Vice-President    Real Estate
John Lundin	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Vice-President    Film Licensing
Don Harton	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Vice-President    Construction
James Meredith	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Vice-President    Marketing and Communications
Steve Zuehlke	3900 Dallas Parkway, Suite 500, Plano, TX 75093	Vice-President    Director of Theatre Operations
Valmir Fernandes	3900 Dallas Parkway, Suite 500, Plano, TX 75093	President    Cinemark International, L.L.C.

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**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: April 7, 2009

CINEMARK HOLDINGS, INC

By: /s/ Michael D. Cavalier

Name:

Michael D. Cavalier

Title: Senior Vice President    General Counsel  
and Secretary