



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

June 13, 2022

Maria Woods  
Executive Vice President and General Counsel  
National CineMedia, Inc.  
6300 S. Syracuse Way, Suite 300  
Centennial, Colorado 80111

**Re: National CineMedia, Inc.**  
**Registration Statement on Form S-3**  
**Filed on June 3, 2022**  
**File No. 333-265417**

Dear Ms. Woods:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Janice Adeloyle at 202-551-3034 or Cara Wirth at 202-551-7127 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services