

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

National CineMedia, Inc.

CIK: **1377630** | IRS No.: **205665602** | State of Incorpor.: **DE** | Fiscal Year End: **1228**
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SIC: **7310** Advertising

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 9, 2013

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-33296
**(Commission
File Number)**

20-5665602
**(IRS Employer
Identification No.)**

**9110 E. Nichols Ave., Suite 200
Centennial, Colorado 80112-3405**
(Address of principal executive offices, including zip code)

(303) 792-3600
(Registrant' s telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 9, 2013, Gary W. Ferrera notified National CineMedia, Inc. (the “Company”) of his intention to resign as Executive Vice President and Chief Financial Officer, effective March 1, 2013.

A copy of the press release announcing Mr. Ferrera’ s resignation is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 99.1 | Press Release of the Company dated January 11, 2013. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL CINEMEDIA, INC.

Dated: January 11, 2013

By: /s/ Ralph E. Hardy

Ralph E. Hardy

Executive Vice President, General Counsel and Secretary

National CineMedia, Inc. Executive Vice President and CFO Leaving Company

Centennial, CO - January 11, 2013 - National CineMedia, Inc. (NASDAQ: NCMI) (the “Company”), the managing member and owner of 48.6% of National CineMedia, LLC, announced today that its Executive Vice President and Chief Financial Officer, Gary Ferrera, is leaving the Company to pursue another opportunity in an industry unrelated to the business of the Company.

Mr. Ferrera’s resignation will be effective March 1, 2013, subsequent to filing of the Company’s Form 10-K for its 2012 fiscal year. The Company is initiating a search for Mr. Ferrera’s replacement immediately and expects to have a new chief financial officer in place prior to or shortly after Mr. Ferrera’s departure.

Kurt Hall, the Company’s chairman, president and chief executive officer, said “Gary has played a key leadership role within the Company since just prior to our initial public offering in 2007.” Mr. Hall went on to say, “Gary has created a strong financial team and was instrumental in transitioning our capital structure to one that will serve our Company very well for many years to come. On behalf of the Company’s Board of Directors and the management team and Company staff, I would like to thank Gary for all of his hard work, friendship and many contributions to the Company, and to wish him continued business and personal success in the future.”

“It has been an honor and a privilege to work with the outstanding team at NCM,” said Mr. Ferrera. “Though I have decided that now is the time for me to take on a new challenge, I could not be more confident in the team I leave behind and the opportunities that lie ahead for NCM.”

About National CineMedia (NCM)

NCM operates NCM Media Networks, a leading integrated media company reaching U.S. consumers in movie theaters, online and through mobile technology. The NCM Cinema Network and NCM Fathom Events present cinema advertising and events across the nation’s largest digital in-theater network, comprised of theaters owned by AMC Entertainment Inc., Cinemark Holdings, Inc. (NYSE: CNK), Regal Entertainment Group (NYSE: RGC) and other leading regional theater circuits. NCM’s theater advertising network covers 183 Designated Market Areas® (49 of the top 50) and includes over 19,300 screens (over 18,400 digital). During 2011, approximately 680 million patrons (on an annualized basis) attended movies shown in theaters in which NCM currently has exclusive, cinema advertising agreements in place. The NCM Fathom Events live digital broadcast network (“DBN”) is comprised of over 720 locations in 170 Designated Market Areas® (including all of the top 50). The NCM Interactive Network offers 360-degree integrated marketing opportunities in combination with cinema, encompassing 41 entertainment-related websites, online widgets and mobile applications. National CineMedia, Inc. (NASDAQ: NCMI) owns a 48.6% interest in and is the managing member of National CineMedia LLC. For more information, visit www.ncm.com or www.FathomEvents.com.

Forward Looking Statements

This press release contains various forward-looking statements that reflect management’s current expectations or beliefs regarding future events. Investors are cautioned that reliance on these forward-looking statements involves risks and uncertainties. Although the Company believes that the assumptions used in the forward looking statements are reasonable, any of these assumptions could prove to be inaccurate and, as a result, actual results could differ materially from those expressed or implied in the forward looking statements.

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