
**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): April 15, 2015 (April 9, 2015)

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 210.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 9, 2015, Amy E. Miles resigned from the board of directors of National CineMedia, Inc. (the “Company”), effective April 14, 2015. On April 14, 2015, Peter B. Brandow was appointed to the board of directors of the Company to replace Ms. Miles. Mr. Brandow, the Executive Vice President, General Counsel and Secretary of Regal Entertainment Group was designated to the board of directors by Regal CineMedia Holdings, LLC and its affiliates (“Regal”) pursuant to the Director Designation Agreement, dated as of February 13, 2007, between the Company and its founding members, Cinemark Media, Inc. and its affiliates, American Multi-Cinema Inc. and its affiliates and Regal (the “Director Designation Agreement”). The Director Designation Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

The Company issued a press release announcing Mr. Brandow’s appointment as a director on April 15, 2015. A copy of the press release is furnished as Exhibit 99.1 to this report.

Also on April 14, 2015, the Company entered into an Indemnification Agreement with Mr. Brandow, in substantially similar form to the indemnification agreements entered into by the Company with its other directors and officers. The Indemnification Agreement requires the Company to indemnify Mr. Brandow against liabilities that may arise by reason of his status or service as a director. It also requires the Company to advance any expenses incurred by Mr. Brandow as a result of any proceeding against him as to which he could be indemnified and to obtain directors’ and officers’ insurance, if available on reasonable terms.

A form of the Indemnification Agreement is filed as Exhibit 10.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Reference</u>	<u>Description</u>
10.1	(1)	Director Designation Agreement.
10.2	(2)	Form of Indemnification Agreement.
99.1		Press Release of National CineMedia, Inc. dated April 15, 2015.

-
- (1) Incorporated by reference to Exhibit 10.10 from the Registrant’s Current Report on Form 8-K (File No. 001-33296) filed on February 16, 2007.
(2) Incorporated by reference to Exhibit 10.1 from the Registrant’s Current Report on Form 8-K (File No. 001-33296) filed on February 13, 2007.

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: April 15, 2015

By: /s/ Ralph E. Hardy
Ralph E. Hardy
Executive Vice President, General Counsel
and Secretary



National CineMedia, Inc. Appoints Peter Brandow to its Board of Directors

Centennial, CO – April 15, 2015 – National CineMedia, Inc. (NASDAQ: NCMI) (“the Company” or “NCM”), the managing member and owner of 45.1% of National CineMedia, LLC (“NCM LLC”), the operator of the largest in-theatre digital media network in North America, today announced that Peter Brandow has been appointed to its board of directors. Mr. Brandow replaces Amy Miles, who resigned from the board effective April 14, 2015. Ms. Miles had served on the Company’s board of directors since June 2011.

Mr. Brandow has served as Executive Vice President, General Counsel and Secretary of Regal Entertainment Group since March 2002. Mr. Brandow has served as the Executive Vice President, General Counsel and Secretary of Regal Cinemas, Inc. since July 2001, and prior to that time he served as Senior Vice President, General Counsel and Secretary of Regal Cinemas, Inc. since February 2000. Prior thereto, Mr. Brandow served as Vice President, General Counsel and Secretary from February 1999 when he joined Regal Cinemas, Inc. From September 1989 to January 1999, Mr. Brandow was an associate with the law firm Simpson Thacher & Bartlett LLP. Mr. Brandow is also a member of the board of directors of AC JV, LLC, of which NCM LLC has a 4% ownership interest.

Commenting on the director change, Kurt Hall, NCM’s Chairman and CEO said, “I would like to thank Amy for all her great work as a NCM director and as an executive of one of our founding members since our formation. Her deep knowledge of the cinema business and capital markets and finance expertise will be missed.” Mr. Hall continued, “Fortunately no continuity will be lost as Peter understands the cinema industry and our business very well as he has been closely involved with NCM since the formation of our predecessor Regal CineMedia in 2002.”

About National CineMedia, Inc.

National CineMedia (NCM) is the #1 weekend network in America and the largest cinema advertising network reaching moviegoers on-screen, on-site, online and on mobile devices. NCM offers captivating entertainment content, national reach and unparalleled audience engagement across its digital in-theater network of over 20,100 screens in approximately 1,600 theaters in 183 Designated Market Areas® (49 of the top 50). During 2014, over 700 million moviegoers attended theaters that exclusively present NCM’s FirstLook pre-show program, including AMC Entertainment Inc. (NYSE:AMC), Cinemark Holdings, Inc. (NYSE:CNK), Regal Entertainment Group (NYSE: RGC), and over 40 other leading regional theater circuit affiliates. National CineMedia, Inc. (NASDAQ:NCMI) owns a 45.1% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com. (NCMI-F)

INVESTOR CONTACT:

David Oddo
800-844-0935
investors@ncm.com

MEDIA CONTACT:

Amy Jane Finnerty
212-931-8117
amy.finnerty@ncm.com