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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Earliest Event Reported: August 13, 2010**

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**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))
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**Item 8.01 Other Events**

On August 13, 2010, National CineMedia, Inc. issued a press release announcing the pricing at a price to the public of \$16.00 per share of the previously announced offering of common stock by AMC Entertainment Inc. and its affiliates and Regal Entertainment Group and its affiliates. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of National CineMedia, Inc. dated August 13, 2010.

**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.

Dated: August 13, 2010

NATIONAL CINEMEDIA, INC.

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



**National CineMedia, Inc.  
Announces Pricing of Common Stock Offering**

**Centennial, CO – August 13, 2010** – National CineMedia, Inc. (NASDAQ: NCMI) (the “Company”), the managing member and owner of 38.3% (prior to this offering) of National CineMedia, LLC (“NCM LLC”), the operator of the largest digital in-theatre network in North America, today announced the pricing of an underwritten public offering of an aggregate 10,700,000 shares of the Company’s common stock (the “Common Stock”) by two of NCM LLC’s founding members, AMC Entertainment Inc. and its affiliates (“AMC”) and Regal Entertainment Group and its affiliates (“Regal”) (collectively the “Selling Stockholders”), at a price to the public of \$16.00 per share. The Selling Stockholders have granted the underwriters an option for 30 days to purchase up to 1,337,500 additional shares of Common Stock at the offering price to cover over-allotments, if any. These shares of Common Stock will be issued to AMC and Regal upon redemption of a like number of NCM LLC common membership units that were issued to AMC and Regal. Such redemption of NCM LLC common membership units will take place immediately prior to the closing of the underwritten public offering on or about August 18, 2010, subject to specified closing conditions. The Company will not receive any proceeds from the sale of Common Stock by the Selling Stockholders. Giving effect to the offering, the ownership of NCM, Inc. in NCM LLC will increase to between 48% (without over-allotments) and 49% (with over-allotments).

Credit Suisse Securities (USA) LLC, Citi and Morgan Stanley & Co. Incorporated are acting as joint book-runners for the common stock offering.

The offering is being made solely by means of a prospectus supplement and accompanying prospectus. Copies of the prospectus supplement and accompanying prospectus for the offering may be obtained from Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, NY 10010, telephone 1-800-221-1037.

The offering is being conducted pursuant to an effective registration statement under the Securities Act of 1933. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Forward-Looking Statements**

*This press release contains various forward-looking statements that reflect management’s current expectations or beliefs regarding future events, including the common stock offering by AMC and Regal. 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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