

**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 Report (Date of Earliest Event Reported): **June 27, 2023**

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**National CineMedia, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>001-33296</b> (Commission File Number)	<b>20-5665602</b> (I.R.S. Employer Identification No.)
<b>6300 S. Syracuse Way</b> (Address of Principal Executive Offices)	<b>Suite 300 Centennial Colorado</b>	<b>80111</b> (Zip Code)
	<b>(303) 792-3600</b> (Registrant's telephone number, including area code)	

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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))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Common Stock, par value \$0.01 per share</b> (Title of each class)	<b>NCMI</b> (Trading symbol)	<b>The Nasdaq Stock Market LLC</b> (Name of each exchange on which registered)
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01**      **Entry into a Material Definitive Agreement**

The information contained in Item 3.02 of this Current Report on Form 8-K is incorporated by reference.

**Item 3.02**      **Unregistered Sales of Equity Securities**

As previously disclosed, on April 11, 2023 (the “Petition Date”), National CineMedia, LLC (“NCM LLC”), the operating company for National CineMedia, Inc. (“NCM, Inc.” or the “Company”), filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) seeking relief under Chapter 11 of Title 11 of the Bankruptcy Code. The Chapter 11 case is being administered under the caption *In re: National CineMedia, LLC*, Case No. 23-90291.

On May 12, 2023, NCM LLC filed the solicitation versions of the *First Amended Plan of Reorganization of National CineMedia, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 249] and the *Amended Disclosure Statement for First Amended Chapter 11 Plan of Reorganization of National CineMedia, LLC* [Docket No. 250] (the “Disclosure Statement”). On June 25, 2023, NCM LLC filed the *Modified First Amended Plan of Reorganization of National CineMedia, LLC Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 428] (as may be amended, supplemented, or otherwise modified from time to time, and including all exhibits and supplements thereto, the “Plan”). A copy of the Plan is attached as Exhibit 99.1 to the Current Report on Form 8-K of the Company filed June 27, 2023 and is incorporated by reference. Capitalized terms used but not otherwise defined in this Current Report on Form 8-K have the meanings given to them in the Plan.

In connection with the completion of NCM LLC’s restructuring and emergence from Chapter 11, the Company must increase the number of available shares of NCM, Inc.’s Common Stock (whether through an increase in authorized shares, a reverse stock split, or otherwise), and the Plan contemplates that such increase will be authorized by a vote of the Company’s common stockholders (the “Increased Share Authorization Event”). On or after the Confirmation Date, NCM, Inc. was required to issue a number of shares of NCM, Inc. Series A Preferred stock (the “Preferred Shares”) to Omni Agent Solutions, Inc., in its capacity as Nominee (as such term as defined in the Nominee Agreement Order, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference), which Preferred Shares, following the entry of the Confirmation Order, shall entitle such holders of the Preferred Shares to exercise voting rights equal to the number of votes attributable to the New NCM Common Units that will be issued to the holders of Secured Debt Claims upon the Effective Date of the Plan (as if such units were exchanged for shares of NCM, Inc. Common Stock on a one-to-one basis), based on such Holders’ pro rata portion of the total aggregate Secured Debt Claims (including Secured Debt Claims held by Holders who do not vote in favor of the Plan). On June 28, 2023, NCM, Inc. issued 5,000,000 Preferred Shares to Omni. In accordance with the Plan and the completed ballots returned by holders of Secured Debt Claims, the Nominee is directed to vote the Preferred Shares in favor of the Increased Share Authorization Event based upon the affirmative votes on the Plan received from holders of Secured Debt Claims. At the Effective Date of the Plan, Omni will return the Preferred Shares for cancellation.

The Confirmation Order and Plan provide that the issuance of the Preferred Shares is exempt from the registration requirements of the Securities Act under Section 1145 of the Bankruptcy Code.

**Item 3.03**      **Material Modifications to Rights of Security Holders**

The information contained in Item 3.02 and 5.03 of this Current Report on Form 8-K is incorporated by reference.

**Item 5.03**      **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On June 27, 2023, the Company filed a Certificate of Designation for the Company’s Series A Preferred Stock with the Secretary of State (the “Certificate of Designation”). The following is only a summary of the Certificate of Designation, and is qualified in its entirety by reference to the full text of the Certificate of Designation, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference.

*Designation, Amount, and Par Value.* The number of shares of Series A Preferred Stock designated is 5,000,000. The shares of Series A Preferred Stock have a par value of \$0.01 per share.

*Dividends and Economic Rights.* The Series A Preferred Stock shall not be entitled to receive dividends and shall not be entitled to receive any assets of the Company in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Company.

*Conversion.* The Series A Preferred Stock will not be convertible or exchangeable for Common Stock.

*Voting Rights.* The holders of Series A Preferred Stock shall have the right to vote with the holders of shares of Common Stock, voting together as one class, with a number of votes per share of Series A Preferred Stock equal to 217.47 shares of common stock.

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**Item 9.01**      **Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Designation Series A Preferred Stock, dated June 27, 2023.</u>
10.1	<u>Nominee Agreement Order, dated June 26, 2023.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

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

NATIONAL CINEMEDIA, INC.

Dated: June 28, 2023

By: /s/ Ronnie Y. Ng  
Ronnie Y. Ng  
Chief Financial Officer

**CERTIFICATE OF DESIGNATION OF  
SERIES A NON-CONVERTIBLE PREFERRED STOCK OF  
NATIONAL CINEMEDIA, INC.**

Pursuant to Section 151 of the Delaware General Corporation Law (the “DGCL”), National CineMedia, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Company”), in accordance with the provisions of Section 103 of the DGCL does hereby submit the following:

**WHEREAS**, the Restated Certificate of Incorporation of the Company (as the same may be amended and/or restated from time to time, the “Certificate of Incorporation”), authorizes the issuance of up to 10,000,000 shares of preferred stock, par value \$0.01 per share, of the Company (“Preferred Stock”) in one or more series, and expressly authorizes the Board of Directors of the Company (the “Board”), subject to limitations prescribed by law, to provide, out of the unissued and undesignated shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to establish and fix the number of shares to be included and the designation, rights, preferences, powers, restrictions, and limitations of the shares of such series; and

**WHEREAS**, it is the desire of the Board to establish and fix the number of shares to be included in a new series of Preferred Stock and the designation, rights, preferences, powers, restrictions, and limitations of the shares of such new series.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board does hereby provide for the issuance of a series of Preferred Stock for cash or exchange of other securities, rights or property and does hereby in this certificate of designation (the “Certificate of Designation”) establish and fix and herein state and express the designation, rights, preferences, powers, restrictions, and limitations of such series of Preferred Stock as follows:

1. **Designation.** There shall be a series of Preferred Stock that shall be designated as “Series A Non-Convertible Preferred Stock” (the “Series A Preferred Stock”) and the number of shares so designated shall be 5,000,000. The rights, preferences, powers, restrictions, and limitations of the Series A Preferred Stock shall be as set forth herein.
2. **Defined Terms.** For purposes hereof, the following terms shall have the following meanings:

“**Board**” has the meaning set forth in the Recitals.

“**Certificate of Designation**” has the meaning set forth in the Recitals.

“**Common Stock**” means the common stock, par value \$0.01 per share, of the Company.

“**Company**” has the meaning set forth in the Preamble.

“**Date of Issuance**” means, for any Share, the date on which the Company initially issues such Share (without regard to any subsequent transfer of such Share or reissuance of the certificate representing such Share).

“**Person**” means an individual, corporation, partnership, joint venture, limited liability company, governmental authority, unincorporated organization, trust, association, or other entity.

“**Preferred Stock**” has the meaning set forth in the Recitals.

“**Series A Redemption Notice**” means a written redemption notice that shall state:

- (a) the number of Shares held by the holder of record to which such notice is being delivered to; and
- (b) the date the Series A Preferred Stock shall be redeemed.

“**Share**” means a share of Series A Preferred Stock.

3. Dividends. The Series A Preferred Stock shall not be entitled to receive dividends.
4. No Economic Rights. Holders of Series A Preferred Stock, shall not be entitled to receive any assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation.
5. Voting. Except as otherwise expressly provided by the Company’s Certificate of Incorporation or as required by law, the holders of the Shares shall (i) at all times vote together with the holders of shares of capital stock of the Company who are entitled to vote on such applicable matters (including the holders of Common Stock), as a single class and not as separate series or classes on all matters submitted to a vote of the stockholders of the Company, (ii) be entitled to notice of any stockholders’ meeting in accordance with the Bylaws of the Company (as the same may be amended and/or restated from time to time) and (iii) be entitled to vote upon such matters and in such manner as may be provided by applicable law. Except as otherwise required by applicable law, each holder of outstanding Shares shall have the right to 217.47 votes per Share held of record by such holder.
6. Conversion; Exchange. The Series A Preferred Stock is not convertible into or exchangeable for Common Stock or any other securities of the Company.
7. Notices. All notices, requests, consents, claims, demands, waivers, and other communications hereunder shall be provided to the holders of Shares in accordance with the Bylaws and the Certificate of Incorporation.
8. Amendment and Waiver. No provision of this Certificate of Designation may be amended, modified, or waived except by an instrument in writing duly adopted by the Board, and any such written amendment, modification, or waiver will be binding upon the Company and each holder of Series A Preferred Stock.
9. Effectiveness. This Certificate of Designation shall become effective on June 28, 2023, at 9:00 a.m., Mountain Time.

[SIGNATURE PAGE FOLLOWS]

**IN WITNESS WHEREOF**, this Certificate of Designation is executed on behalf of the Company by its Chief Financial Officer this 27th day of June, 2023.

**NATIONAL CINEMEDIA, INC.**

By: /s/ Ronnie Y. Ng

Name: Ronnie Y. Ng

Title: Chief Financial Officer

**IN THE UNITED STATES  
BANKRUPTCY COURT FOR THE  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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NATIONAL CINEMEDIA, LLC,<sup>1</sup> :

In re:                   : Chapter 11  
                              :                   :  
                              : Case No. 23-90291 (DRJ)  
                              :                   :  
Debtor.                 :                   :  
                              :                   :  
                              :                   :

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**ORDER (I) AUTHORIZING (A) THE  
DEBTOR’S ENTRY INTO THE NOMINEE AGREEMENT AND (B) APPOINTMENT OF OMNI  
AGENT SOLUTIONS INC. AS THE NOMINEE FOR PURPOSES OF VOTING CERTAIN  
SECURITIES ISSUED PURSUANT TO THE  
DEBTOR’S PLAN OF REORGANIZATION AND (II) GRANTING RELATED RELIEF**

**[Related to Docket No. 269]**

Upon the motion (the “Motion”) <sup>2</sup> of the Debtor for entry of an order (this “Order”)

(i) authorizing (a) the appointment of Omni Agent Solutions, Inc. (“Omni”) as the Nominee for the Holders of Secured Debt Claims in Class 3 and (b) consistent with the information set forth on the Ballots cast by the Class 3 Affirmative Voting Creditors, directing the Nominee to vote the Preferred Shares in favor of the Increased Share Authorization Event; and (ii) granting related relief; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334(b); and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and it appearing that proper and adequate

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<sup>1</sup> The Debtor’s address is 6300 South Syracuse Way, Suite 300, Centennial, Colorado 80111. The last four digits of the Debtor’s taxpayer identification number is 2505.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.



notice of the Motion has been given and that no other or further notice is necessary; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interest of the Debtor, its estate, its creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Debtor is authorized to enter into the Nominee Agreement with Omni. The terms of the Nominee Agreement, respectively, are approved in all respects, except as limited or modified herein.

2. Omni is appointed as the Nominee for purposes of voting the Preferred Shares, consistent with the terms and conditions of the Nominee Agreement.

3. In accordance with the Plan and the completed Ballots returned by Holders of Secured Debt Claims, Omni is directed to vote the Preferred Shares in favor of the Increased Share Authorization Event based upon the affirmative votes on the Plan received from the Class 3 Affirmative Voting Creditors.

4. The Nominee shall not vote the Preferred Shares for which it has not received affirmative votes on the Plan from Holders of Class 3 Secured Debt Claims.

5. Omni shall be entitled to receive the compensation, expense reimbursement and indemnifications provided in the Nominee Agreement.

6. Omni shall not be required to file a fee application to receive the compensation and expense reimbursement provided for under the Nominee Agreement.

7. The Court finds that Omni's service as Nominee does not constitute a conflict with its other roles in the Chapter 11 Case.

8. Notice of the Motion as provided therein is hereby deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. This Court retains exclusive jurisdiction to hear all disputes arising from or related to the implementation, interpretation and/or enforcement of this Order.

**Signed: June 26, 2023**

/s/ David R. Jones

**DAVID R. JONES**

**UNITED STATES BANKRUPTCY JUDGE**