

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NATIONAL CINEMEDIA, INC.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1 Title of each class of securities to which transaction applies:

2 Aggregate number of securities to which transaction applies:

3 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4 Proposed maximum aggregate value of transaction:

5 Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1 Amount Previously Paid:

2 Form, Schedule or Registration Statement No.:

3 Filing Party:

4 Date Filed:



Your **Vote** Counts!

NATIONAL CINEMEDIA, INC.

2021 Annual Meeting

Vote by May 04, 2021

11:59 PM ET



Hextone, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717



1 OF 2
322,224
148,294

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You invested in NATIONAL CINEMEDIA, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 05, 2021.**

Get informed before you vote

View the Annual Report, Notice & Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 21, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

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Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 05, 2021
9:00 AM MDT

National CineMedia, Inc.
6300 South Syracuse Way
Suite 300
Centennial, CO 80111

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

NATIONAL CINEMEDIA, INC.
 2021 Annual Meeting
 Vote by May 04, 2021
 11:59 PM ET

| Voting Items | Board Recommends |
|--|--|
| 1. Election of Directors Nominees: 01 Mark B. Segall 04 Kurt C. Hall 07 Donna Reisman 02 David E. Glazek 05 Juliana F. Hill 08 Renana Teperberg 03 Lawrence A. Goodman 06 Thomas F. Lesinski 09 Mark Zoradi | <input checked="" type="checkbox"/> For |
| 2 To approve, on an advisory basis, our executive compensation. | <input checked="" type="checkbox"/> For |
| 3 To ratify the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 30, 2021. | <input checked="" type="checkbox"/> For |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**



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MR A SAMPLE
DESIGNATION (IF ANY)
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ADD 2
ADD 3
ADD 4
ADD 5
ADD 6



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Online



Go to www.envisionreports.com/NCMI or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 1:00 a.m., (Mountain Time), on May 5, 2021.

Stockholder Meeting Notice

1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the National CineMedia, Inc. Stockholder Meeting to be held on May 5, 2021

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and Annual Report for the fiscal year ended December 31, 2020 to stockholders are available at:

www.envisionreports.com/NCMI



Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/NCMI.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before April 21, 2021 to facilitate timely delivery.



2 N O T

C O Y



Stockholder Meeting Notice

You are cordially invited to attend the Annual Meeting of Stockholders of National CineMedia, Inc., which will be held at 6300 South Syracuse Way, Suite 300, Centennial, Colorado 80111 on May 5, 2021 at 9:00 a.m., Mountain Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2 and 3:

1. Election of Directors:

| | | |
|-------------------------------|-----------------------|--------------------------|
| Nominees: 01 - Mark B. Segall | 02 - David E. Glazek | 03 - Lawrence A. Goodman |
| 04 - Kurt C. Hall | 05 - Juliana F. Hill | 06 - Thomas F. Lesinski |
| 07 - Donna Reisman | 08 - Renana Teperberg | 09 - Mark Zoradi |

2. To approve, on an advisory basis, our executive compensation.

3. To ratify the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 30, 2021.

In their discretion, the named proxies are authorized to vote upon such other matters as may properly come before the meeting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/NCMI. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials National CineMedia, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by April 21, 2021.