

**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): **March 13, 2018**

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))

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

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.

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

As previously disclosed, two members resigned from the board of directors of National CineMedia Inc. (the “Company”) on February 28, 2018. These two directors were designated to the board of directors by Regal CineMedia Holdings, LLC (“Regal”) pursuant to the Director Designation Agreement, dated as of February 13, 2007, among the Company and its founding members, American Multi-Cinema, Inc., Cinemark Media, Inc., and Regal (the “Director Designation Agreement”). To fill these two vacancies Regal has designated Mark Segall and Renana Teperberg pursuant to the Director Designation Agreement. On March 13, 2018, the Company’s board of directors elected Mr. Segall and Ms. Teperberg as directors, effective immediately. Mr. Segall and Ms. Teperberg have not been appointed to serve on any committees of the board of directors at this time.

In accordance with Section 2.2 of the Director Designation Agreement, Mr. Segall is an independent director as determined by the rules of the Nasdaq Stock Market. Ms. Teperberg serves as the Chief Commercial Officer of Cineworld Group plc, which indirectly owns Regal.

There are no family relationships between either of Mr. Segall or Ms. Teperberg and any director or executive officer of the Company.

As an independent director of the Company, Mr. Segall was awarded, effective upon his election, 17,628 restricted stock units under the Company’s 2016 Equity Incentive Plan. Mr. Segall will be eligible to receive compensation in accordance with the Company’s standard arrangements for independent directors, as described under “Non-Employee Independent Director Compensation” in the Company’s definitive proxy statement filed on March 15, 2017.

Item 7.01 Regulation FD Disclosure.

On March 14, 2018, the Company issued a press release announcing the appointment of Mr. Segall and Ms. Teperberg to the Company’s board of directors. 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	<u>Press release issued by National CineMedia, Inc. on March 14, 2018</u>

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: March 14, 2018

By: /s/ Sarah Kinnick Hilty
Sarah Kinnick Hilty
Senior Vice President, General Counsel and
Secretary

National CineMedia, Inc. Appoints Mark Segall and Renana Teperberg To Its Board of Directors

CENTENNIAL, Colo. – (March 14, 2018) – National CineMedia, Inc. (NASDAQ: NCMI) (“the Company” or “NCM”), the managing member and owner of 49.5% of National CineMedia, LLC (NCM LLC), the operator of the largest in-theater digital media network in North America, today announced that Mark Segall and Renana Teperberg have been appointed to its board of directors.

Mark Segall and Renana Teperberg were nominated by Regal CineMedia Holdings, LLC (“Regal”) pursuant to the Director Designation Agreement, dated as of February 13, 2007, among the Company and its founding members, American Multi-Cinema, Inc., Cinemark Media, Inc., and Regal.

Mark Segall, is the owner and Managing Director of Kidron Corporate Advisors, LLC, a New York based mergers and acquisitions corporate advisory boutique founded in 2003, and is the CEO of Kidron Capital Advisors LLC since 2009. Previously, he served as the Co-Chief Executive Officer of Investec, Inc. from 2001 to 2003, following his role as Investec Inc.’s head of investment banking and general counsel. Prior to that, he was a partner at the law firm of Kramer, Levin, Naftalis & Frankel LLP, specializing in cross-border mergers and acquisitions and capital markets activities. Mr. Segall has over two decades of board leadership experience at both public and private companies, giving him the ability to offer guidance to NCM and its operations.

Renana Teperberg has served as Chief Commercial Officer of Cineworld Group plc since 2016 and Senior VP Commercial from 2014 to 2015. Prior to that time, she served as Head of Programming and Marketing for Cinema City International from 2002 to 2013. On February 28, 2018, Cineworld Group plc acquired the parent corporation of Regal. Ms. Teperberg has extensive experience in the cinema industry which enables her to share with the board suggestions about how similarly situated companies effectively assess and undertake business considerations and opportunities.

Commenting on the director change, NCM CEO Andy England said, “I welcome our new directors designated as a result of Cineworld’s acquisition of Regal Entertainment Group. Mark and Renana have tremendous board and cinema industry experience, and I look forward to working together with them and benefitting from the fresh perspectives on exhibition and cinema advertising that they bring to the table.”

About National CineMedia, Inc.

National CineMedia (NCM) is America’s Movie Network. As the #1 Millennial weekend network in the U.S., NCM is the connector between brands and movie audiences. According to Nielsen, more than 700 million moviegoers annually attend theaters that are currently under contract to present NCM’s pre-show in 54 leading national and regional theater circuits including AMC Entertainment Inc. (NYSE:AMC), Cinemark Holdings, Inc. (NYSE:CNK) and Regal Entertainment Group. NCM’s cinema advertising network offers broad reach and unparalleled audience engagement with over 20,800 screens in over 1,650 theaters in 187 Designated Market Areas® (all of the top 50). NCM Digital goes beyond the big screen, extending in-theater campaigns into

Exhibit 99.1

online and mobile marketing programs to reach entertainment audiences. National CineMedia, Inc. (NASDAQ:NCMI) owns a 49.5% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com.

Contact:

INVESTOR CONTACT:

Ted Watson, 800-844-0935

investors@ncm.com

or

MEDIA CONTACT:

Amy Jane Finnerty, 212-931-8117

amy.finnerty@ncm.com