

**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): August 19, 2020

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

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

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

Common Stock, par value \$0.01 per share (Title of each class)	NCMI (Trading symbol)	The Nasdaq Stock Market LLC (Name of each exchange on which registered)
--	---------------------------------	---

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**

On August 19, 2020, the Board of Directors (the “Board”) of National CineMedia, Inc. (the “Company”) elected Juliana F. Hill as a member of the Board. Ms. Hill was appointed to fill the vacancy created by the unexpected death of Mr. David R. Haas on March 28, 2020. The Board also confirmed the appointment of Ms. Hill to the Audit Committee. Following Ms. Hill’s appointment, the Audit Committee is composed of Mark B. Segall, as interim chairperson, Lawrence A. Goodman, and Ms. Hill.

Ms. Hill is the owner of JFH Consulting, which she founded in 2013 to provide financial and strategic advisory services. From 2013 to 2019, Ms. Hill worked at iHeartMedia, Inc., formerly Clear Channel Communications, Inc., as the Senior Vice President of Liquidity and Asset Management, and also led a steering committee for the separation of iHeartMedia’s subsidiary, Clear Channel Outdoor Holdings. From 2000 to 2010, she worked as iHeartMedia’s Senior Vice President of Finance where she created and managed the finance, corporate development and treasury functions during a period of high growth, including the company’s mergers with AMFM, Inc. and SFX Entertainment. Prior to joining iHeartMedia, Ms. Hill was an associate in US West Communications, Inc.’s executive development program and an audit manager at Ernst & Young LLP. She holds a B.S. in accounting from Trinity University, an M.B.A. from the Kellogg School of Management, Northwestern University, and is a certified public accountant.

The Board has determined that Ms. Hill is an independent director as determined by the rules of the Nasdaq Stock Market. There are no family relationships between Ms. Hill and any director or executive officer of the Company.

Ms. Hill will be eligible to receive compensation in accordance with the Company’s standard arrangements for non-employee directors, as described under “Non-Employee Director Compensation” in the Company’s definitive proxy statement filed on March 13, 2020. Ms. Hill was awarded, effective upon her election, 12,693 restricted stock units under the Company’s 2020 Omnibus Incentive Plan.

Item 7.01 **Regulation FD Disclosure**

On August 21, 2020, the Company issued a press release announcing the appointment of Ms. Hill to the Company’s Board. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Item 7.01, including the press release, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by reference to such filing.

Item 9.01 **Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of National CineMedia, Inc. dated August 21, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: August 21, 2020

By: /s/ Sarah Kinnick Hilty

Sarah Kinnick Hilty

Executive Vice President, General Counsel and
Secretary



National CineMedia, Inc. Appoints Juliana F. Hill To Its Board of Directors

CENTENNIAL, Colo. - August 21, 2020 - National CineMedia, Inc. (NASDAQ: NCMI), the managing member and owner of 48.0% of National CineMedia, LLC (NCM LLC), the largest cinema advertising network in the U.S., today announced that Juliana F. Hill has been appointed to its Board of Directors. She has also been appointed by the Board to serve as a member of the Audit Committee.

Hill brings her extensive financial, media industry, and outdoor advertising expertise to NCM, following a long career in finance with iHeartMedia, Inc. (formerly Clear Channel Communications, Inc.), the #1 audio company in the United States. From 2013 to 2019, Hill served as iHeartMedia's Senior Vice President of Liquidity and Asset Management, and also led a steering committee for the separation of iHeart's subsidiary, Clear Channel Outdoor Holdings. From 2000 to 2010, she worked as iHeartMedia's Senior Vice President of Finance, where she created and managed the finance, corporate development and treasury functions during a period of high growth, including the company's mergers with AMFM, Inc. and SFX Entertainment. Hill joined the company in 1999 as Vice President of Finance/Strategic Development. Prior to joining iHeartMedia, Hill was an associate in US West Communications, Inc.'s executive development program, and an audit manager at Ernst & Young LLP. Hill is currently the owner of JFH Consulting, which provides financial and strategic advisory services. She holds a B.S. in accounting from Trinity University, an M.B.A. from the Kellogg School of Management, Northwestern University, and is a certified public accountant.

Hill was appointed to the National CineMedia, Inc. Board of Directors to fill the vacancy created by the death of Mr. David R. Haas, and is an independent director.

Commenting on Hill's appointment, National CineMedia, Inc. Board Chairman Mark B. Segall said, "Julie's extensive financial career experience and her perspective on the media industry make her a very valuable addition to our NCM Board. She saw Clear Channel and iHeartMedia through many stages in the company's growth, and I look forward to working together with her in NCM's evolution and growth, particularly as America is poised to return to the big screen and we get back to the business of uniting brands with the power of movies."

About National CineMedia, Inc.

National CineMedia (NCM) is America's Movie Network. As the largest cinema advertising network in the U.S., we unite brands with the power of movies and engage movie fans anytime and anywhere. NCM's *Noovie* pre-show is presented exclusively in 56 leading national and regional theater circuits including AMC Entertainment Inc. (NYSE:AMC), Cinemark Holdings, Inc. (NYSE:CNK) and Regal Entertainment Group (a subsidiary of Cineworld Group PLC, LON: CINE). NCM's cinema advertising network offers broad reach and unparalleled audience engagement with over 20,900 screens in over 1,700 theaters in 190 Designated Market Areas® (all of the top 50). NCM Digital goes beyond the big screen, extending in-theater campaigns into online and mobile marketing programs to reach entertainment audiences. National CineMedia, Inc. (NASDAQ:NCMI) owns a 48.0% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com and www.noovie.com.

Contact:

INVESTOR CONTACT:

Ted Watson

800-844-0935

investors@ncm.com

MEDIA CONTACT:

Amy Jane Finnerty

212-931-8117

amy.finnerty@ncm.com