

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
Registration Statement
Under
the Securities Act of 1933**

National CineMedia, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5665602
(I.R.S. Employer
Identification No.)

**6300 S. Syracuse Way, Suite 300
Centennial, Colorado 80111**
(Address, including zip code of principal executive offices)

National CineMedia, Inc. 2020 Omnibus Incentive Plan
(Full Title of Plan)

Maria V. Woods, Esq.
Executive Vice President and General Counsel
National CineMedia, Inc.
6300 S. Syracuse Way, Suite 300
Centennial, Colorado 80111
(Name and address of agent for service)

(303) 792-3600
(Telephone number, including area code, of agent for service)

With a copy to:
Kevin K. Greenslade, Esq.
Brandon Kinnard, Esq.
Hogan Lovells US LLP
8350 Broad St., 17th Floor
Tysons, Virginia 22102
(703) 610-6100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

National CineMedia, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) to register 12,000,000 additional shares of common stock, \$0.01 par value per share, reserved for issuance under the National CineMedia, Inc. 2020 Omnibus Incentive Plan (as amended, the “2020 Plan”). Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements on Form S-8 (File Nos. 333-266717 and 333-238733), filed by the Registrant with the Commission on August 9, 2022 and May 27, 2020, respectively, relating to the 2020 Plan, except to the extent superseded hereby.

PART I

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- The Registrant’s Annual Report on Form 10-K for the year ended December 28, 2023, filed with the Commission on March 18, 2024;
- The information in Part III of the Registrant’s Annual Report on Form 10-K for the year ended December 29, 2022, filed with the Commission on April 13, 2023;
- The information set forth under the captions “Proposal No.1 Election of Directors”, “Voting Securities and Principal Holders” and “Certain Relationships and Related Party Transactions” in the Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on September 18, 2023;
- The Registrant’s Current Reports on Form 8-Ks, filed with the Commission on February 2, 2024, March 18, 2024 and March 18, 2024 (other than information furnished under Item 2.02 or Item 7.01 of Form 8-K and all exhibits related to such items); and
- The description of the Registrant’s common stock that is contained in its Registration Statement on Form 8-A filed with the Commission on February 5, 2007, as updated by Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 28, 2023, including any amendment or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or

replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are submitted herewith or incorporated by reference herein.

<u>Exhibit</u>	<u>Reference</u>	<u>Description</u>
4.1		National CineMedia, Inc. 2020 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.2 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on May 1, 2020).
4.2		First Amendment to the National CineMedia, Inc. 2020 Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on May 9, 2022).
4.3		Second Amendment to the National CineMedia, Inc. 2020 Omnibus Incentive Plan effective as of November 2, 2023 (Incorporated by reference to Exhibit 10.1 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on November 7, 2023).
4.4		Second Amended and Restated Certificate of Incorporation, as amended (Incorporated by reference to Exhibit 3.1 from the Registrant's Quarterly Report on Form 10-Q (File No. 0001-33296) filed on November 7, 2023).
4.5		The Bylaws, as amended February 2, 2024 (Incorporated by reference to Exhibit 3.1 from the Registrant's Annual Report on Form 10-K File No. 0001-33296) filed on March 18, 2024).
5.1	*	Opinion of Hogan Lovells US LLP.
23.1	*	Consent of Deloitte & Touche LLP.
23.2	*	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1	*	Powers of Attorney of National CineMedia, Inc.
107	*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Centennial, State of Colorado, on March 18, 2024.

National CineMedia, Inc.

By: /s/ Thomas F. Lesinski

Thomas F. Lesinski
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 18, 2024.

Name	Title
_____ /s/ Thomas F. Lesinski Thomas F. Lesinski	Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ Ronnie Y. Ng Ronnie Y. Ng	Chief Financial Officer (Principal Accounting and Financial Officer)
_____ * Lauren Zalaznick	Chair
_____ * Bernadette Aulestia	Director
_____ * Nicholas Bell	Director
_____ * David E. Glazek	Director
_____ * Juliana F. Hill	Director
_____ * Tiago Lourenço	Director
_____ * Jean-Philippe Maheu	Director
_____ * Joseph Marchese	Director
*By: _____ /s/ Maria V. Woods Maria V. Woods	Attorney-in-fact

Calculation of Filing Fee Table

Form S-8

(Form Type)

National CineMedia, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	457(h)	12,000,000	\$3.81	\$45,720,000.00	0.00014760	\$6,748.27
Total Offering Amounts					\$45,720,000.00		\$6,748.27
Total Fee Offsets							\$0
Net Fee Due							\$6,748.27

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of common stock that become issuable under the National CineMedia, Inc. 2020 Omnibus Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low prices of the registrant's common stock on the Nasdaq Global Select Market on March 12, 2024.



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March 18, 2024

Board of Directors
National CineMedia, Inc.
6300 S. Syracuse Way, Suite 300
Centennial, Colorado 80111

To the addressee referred to above:

We are acting as counsel to National CineMedia, Inc., a Delaware corporation (the "**Company**"), in connection with its registration statement on Form S-8 (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**") relating to the proposed offering of up to 12,000,000 newly issued shares of the common stock, par value \$0.01 per share, of the Company (the "**Shares**"), all of which Shares are issuable pursuant to the National CineMedia, Inc. 2020 Omnibus Incentive Plan, as amended (the "**Plan**"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors, or a duly authorized committee thereof, and in the Plan, the Shares that constitute original issuances by the Company will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP
HOGAN LOVELLS US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 18, 2024, relating to the financial statements of National CineMedia, Inc. and subsidiaries appearing in the Annual Report on Form 10-K of National CineMedia, Inc. for the year ended December 28, 2023.

/s/ Deloitte & Touche LLP

Denver, Colorado

March 18, 2024

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, each person whose signature appears below constitutes and appoints Thomas F. Lesinski and Maria V. Woods, and each of them, his or her true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign, execute and file with the Securities and Exchange Commission (or any other governmental or regulatory authority), for him or her and in his or her name in the capacity indicated below, one or more registration statements on Form S-8 relating to the registration of the Corporation's common stock, par value \$0.01 per share, for issuance under the National CineMedia, Inc. 2020 Omnibus Incentive Plan, in each case, with any and all amendments (including pre-effective and post-effective amendments or supplements or any additional registration statement filed pursuant to Rule 462 promulgated under the Securities Act of 1933, as amended) thereto with all exhibits and any and all documents required to be filed with respect thereto, granting unto said attorneys-in-fact and agents and unto each of them, full power and authority to do and to perform each and every act and thing necessary or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he himself or she herself might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Lauren Zalaznick _____ Lauren Zalaznick	Chair _____ (Chair of the Board)	February 1, 2024 _____
/s/ Bernadette Aulestia _____ Bernadette Aulestia	Director _____	February 29, 2024 _____
/s/ Nicholas Bell _____ Nicholas Bell	Director _____	February 1, 2024 _____

/s/ David E. Glazek February 1, 2024

David E. Glazek Director _____

/s/ Juliana F. Hill February 1, 2024

Juliana F. Hill Director _____

/s/ Tiago Lourenço February 1, 2024

Tiago Lourenço Director _____

/s/ Jean-Philippe Maheu February 1, 2024

Jean-Philippe Maheu Director _____

/s/ Joseph Marchese February 1, 2024

Joseph Marchese Director _____