
**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): December 29, 2014 (December 19, 2014)

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

On December 19, 2014, Thomas F. Lesinski was appointed to the board of directors of National CineMedia, Inc. (the “Company”) to fill the vacancy left by James R. Holland, Jr. and serve out the remainder of Mr. Holland’s term. Mr. Lesinski is the Founder and CEO of Energi Entertainment, a multi-media content production company. Mr. Lesinski was designated to the board of directors by Cinemark Media, Inc. (“Cinemark”) pursuant to the Director Designation Agreement, dated as of February 13, 2007, between the Company and its founding members, American Multi-Cinema, Inc. and its affiliates, Cinemark and its affiliates and Regal CineMedia Holdings, LLC and its affiliates (the “Director Designation Agreement”). The Director Designation Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein. Mr. Lesinski has not been appointed to serve on any committees of the board of directors at this time.

The Company issued a press release announcing Mr. Lesinski’s appointment as a director on December 22, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report.

Also on December 19, 2014, the Company entered into an Indemnification Agreement with Mr. Lesinski, in substantially similar form to the indemnification agreements entered into by the Company with its other directors and officers. The Indemnification Agreement requires the Company to indemnify Mr. Lesinski against liabilities that may arise by reason of his status or service as a director. It also requires the Company to advance any expenses incurred by Mr. Lesinski as a result of any proceeding against him as to which he could be indemnified and to obtain directors’ and officers’ insurance, if available on reasonable terms.

A form of the Indemnification Agreement is filed as Exhibit 10.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Reference</u>	<u>Description</u>
10.1	(1)	Director Designation Agreement.
10.2	(2)	Form of Indemnification Agreement.
99.1		Press Release of National CineMedia, Inc. dated December 22, 2014.

- (1) Incorporated by reference to Exhibit 10.10 from the Registrant’s Current Report on Form 8-K (File No. 001-33296) filed on February 16, 2007.
(2) Incorporated by reference to Exhibit 10.1 from the Registrant’s Current Report on Form 8-K (File No. 001-33296) filed on February 13, 2007.

SIGNATURES

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

NATIONAL CINEMEDIA, INC.

Dated: December 29, 2014

By: /s/ Ralph E. Hardy

Ralph E. Hardy

Executive Vice President, General Counsel
and Secretary



National CineMedia, Inc. Appoints Thomas Lesinski to its Board of Directors

Centennial, CO – December 22, 2014 – National CineMedia, Inc. (NASDAQ: NCMI) (the Company), the managing member and owner of 45.8% of National CineMedia, LLC (NCM LLC), the operator of the largest in-theatre digital media network in North America, today announced that Thomas Lesinski has been appointed to its board of directors. Mr. Lesinski replaces James R. Holland, Jr. who resigned from the board effective October 27, 2014. Mr. Holland had served on the Company’s board of directors since its IPO in February 2007.

Mr. Lesinski is the Founder and CEO of Energi Entertainment, a multi-media content production company. From 2013 to 2014, Mr. Lesinski was President of Digital Content and Distribution at Legendary Entertainment, a leading media company dedicated to owning, producing and delivering content to mainstream audiences with a targeted focus on the powerful fandom demographic. Prior to that role, from 2006 to 2013, Mr. Lesinski served as President, Digital Entertainment at Paramount Pictures, a global producer and distributor of filmed entertainment. Mr. Lesinski also served as President of Worldwide Home Entertainment at Paramount Pictures for three years, prior to which, he spent ten years in various leadership positions at Warner Bros. Entertainment and was a Managing Director for an advertising agency.

Commenting on the director change, Kurt Hall NCM’s Chairman and CEO said, “I would like to thank Jim for all of his great work as NCM’s Lead Director and member of our Audit Committee since NCM’s IPO in early 2007. While Jim will be missed, Tom’s addition to our Board is timely as his marketing roots and deep experience in home entertainment and digital media will be invaluable as the media marketplace becomes more competitive with the growth of online and mobile advertising platforms.”

About National CineMedia, Inc.

National CineMedia (NCM) operates NCM Media Networks, a leading integrated media company reaching U.S. consumers in movie theaters, online and through mobile technology. NCM presents cinema advertising across the nation’s largest digital in-theater network, comprised of theaters owned by AMC Entertainment Inc. (NYSE: AMC), Cinemark Holdings, Inc. (NYSE: CNK), Regal Entertainment Group (NYSE: RGC) and other leading regional theater circuits. NCM’s theater advertising network covers 183 Designated Market Areas® (49 of the top 50) and includes over 20,000 screens (approximately 19,200 connected to our Digital Content Network). During 2013, over 710 million patrons (on an annualized basis) attended movies shown in theaters in which NCM currently has exclusive cinema advertising agreements in place. NCM Digital offers 360-degree integrated marketing opportunities in combination with cinema, encompassing 33 entertainment-related websites, online solutions and mobile applications. National CineMedia, Inc. (NASDAQ: NCMI) owns a 45.8% interest in and is the managing member of National CineMedia LLC. For more information, visit www.ncm.com.

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