

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

Post-Effective Amendment No. 1 to

**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.)

**9110 E. Nichols Ave., Suite 200  
Centennial, Colorado 80112-3405  
(303) 792-3600**

(Address, including zip code and telephone number, including area code, of registrant's principal executive office)

**Ralph E. Hardy, Esq.  
Executive Vice President and General Counsel  
National CineMedia, Inc.  
9110 E. Nichols Ave., Suite 200  
Centennial, Colorado 80112-3405  
(303) 792-3600**

(Name, address, including zip code and telephone number, including area code, of agent for service)

**With a copy to:**

**Garth B. Jensen, Esq.  
Sherman & Howard L.L.C.  
633 17<sup>th</sup> Street, Suite 3000  
Denver, CO 80202  
(303) 299-8257**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

---

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large accelerated filer   
filer

Accelerated filer   
Smaller reporting company

Non-accelerated

**Deregistration of Unsold Securities/Termination of Effectiveness.**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement relates to the Registration Statement on Form S-8 (File No. 333-188488), filed with the Securities and Exchange Commission (the "SEC") on May 9, 2013 (the "Registration Statement") by National CineMedia, Inc. (the "Registrant"), relating to the registration of 2,800,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of the Registrant issuable under Registrant's 2007 Equity Incentive Plan, as amended and restated.

In accordance with the Registrant's undertakings in the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all shares of Common Stock registered but remaining unsold as of the date hereof, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

**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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, on this 27<sup>th</sup> day of June 2016.

NATIONAL CINEMEDIA, INC.

By: /S/ ANDREW J. ENGLAND

\_\_\_\_\_  
 Andrew J. England  
 Chief Executive Officer and Director  
 (Principal Executive Officer)

Signatures	Title	Date
_____ /S/ ANDREW J. ENGLAND Andrew J. England	Chief Executive Officer and Director (Principal Executive Officer)	June 27, 201
_____ /S/ DAVID J. ODDO David J. Oddo	Senior Vice President, Finance and Interim Co-Chief Financial Officer (Principal Financial Officer)	June 27, 201
_____ /S/ JEFFREY T. CABOT Jeffrey T. Cabot	Senior Vice President, Controller and Interim Co-Chief Financial Officer (Principal Accounting Officer)	June 27, 201
* _____ Scott N. Schneider	Non-Employee Executive Chairman	June 27, 201
_____ Peter B. Brandow	Director	June 27, 201
* _____ Lawrence A. Goodman	Director	June 27, 201
* _____ David R. Haas	Director	June 27, 201
* _____ Stephen L. Lanning	Director	June 27, 201
_____ Thomas F. Lesinski	Director	June 27, 201
_____ Paula Williams Madison	Director	June 27, 201
* _____ Lee Roy Mitchell	Director	June 27, 201
* _____ Craig R. Ramsey	Director	June 27, 201

\*By: /S/ RALPH E. HARDY

\_\_\_\_\_  
 Ralph E. Hardy  
 Attorney in fact