
**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 7, 2014 (March 3, 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))
-
-

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

Effective March 3, 2014, Edward H. Meyer resigned from the board of directors of National CineMedia, Inc. (the "Company"). Mr. Meyer's resignation did not result from any disagreement with the Company. Mr. Meyer was a member of the Company's Compensation Committee and Nominating and Governance Committee.

Paula Williams Madison was designated to the board of directors to fill Mr. Meyer's vacancy and serve out the remainder of his term, by American Multi-Cinema, Inc. ("AMC") pursuant to the Director Designation Agreement, dated as of February 13, 2007, between the Company and its founding members, AMC and its affiliates, Cinemark Holdings, Inc. 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. Ms. Madison has not been appointed to serve on any committees of the board of directors at this time.

The Company issued a press release announcing Ms. Madison's appointment as a director on March 7, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report.

Also on March 3 2014, the Company entered into an Indemnification Agreement with Ms. Madison, 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 Ms. Madison against liabilities that may arise by reason of her status or service as a director. It also requires the Company to advance any expenses incurred by Ms. Madison as a result of any proceeding against her as to which she 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 March 7, 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: March 7, 2014

By: /s/ Ralph E. Hardy

Ralph E. Hardy

Executive Vice President, General Counsel and Secretary



National CineMedia, Inc. Appoints Paula Williams Madison to its Board of Directors

Centennial, CO – March 7, 2014 – National CineMedia, Inc. (NASDAQ: NCMI) (the Company), the managing member and owner of 46.1% of National CineMedia, LLC (NCM LLC), the operator of the largest in-theatre digital media network in North America, today announced that Paula Williams Madison has been appointed to its board of directors. Ms. Madison replaces Edward H. Meyer who resigned from the board effective March 3, 2014. Mr. Meyer had served on the Company's board of directors since its IPO in February 2007.

Ms. Madison is the Chairman and CEO of Madison Media Management LLC, a limited liability company that invests in emerging media, entertainment and communication businesses. From 2011 to 2014, Ms. Madison was Chief Executive Officer of the Los Angeles Sparks, a WNBA professional women's basketball team. Prior to that role, Ms. Madison served as Executive Vice President of Diversity at NBCUniversal and a Vice President of the General Electric Company. Ms. Madison spent 22 years with NBCUniversal in various leadership positions and prior to that ran several different local affiliate television stations.

Commenting on the director change, Kurt Hall NCM's Chairman and CEO said, "I would like to thank Ed for all his great work as an NCM director and member of our compensation and governance committees. His deep knowledge of the advertising business and quick mind will be missed." Mr. Hall continued, "While Ed is truly one of a kind, we are fortunate to have Paula join our NCM Board as her broad knowledge of media and the advertising business will be invaluable as NCM grows and evolves with the changing media landscape."

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 187 Designated Market Areas® (49 of the top 50) and includes over 19,800 screens (approximately 19,000 digital). During 2013, approximately 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 39 entertainment-related websites, online widgets and mobile applications. National CineMedia, Inc. (NASDAQ: NCMI) owns a 46.1% interest in and is the managing member of National CineMedia LLC. For more information, visit www.ncm.com. (NCMI-F)