► See separate instructions.

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)
NATIONAL CINEMEDIA, INC.			20-5665602
3 Name of contact for additional information	4 Telephone	No. of contact	5 Email address of contact
TOM MORRISON		303-792-8793	TOM.MORRISON@NCM.COM
6 Number and street (or P.O. box if mail is not delivered to street address) of contact			7 City, town, or post office, state, and Zip code of contact
9110 EAST NICHOLS AVENUE, SUITE 200	CENTENNIAL, CO 80112-3451		
8 Date of action	9 Classif	ication and description	
2015 - SEE LINE 14	COMMON	STOCK	
10 CUSIP number 11 Serial number	er(s)	12 Ticker symbol	13 Account number(s)
635309107		NCMI	
Part II Organizational Action Att	ach additional s	statements if needed.	See back of form for additional questions.
14 Describe the organizational action and, i	f applicable, the o	date of the action or the o	date against which shareholders' ownership is measured for
the action MATIONAL CINEMEDIA,	INC. PAYS A QU	ARTERLY DIVIDEND. F	FOR 2015 THE DATES OF RECORD FOR THE DIVIDENDS
ARE MARCH 12, 2015, MAY 26, 2015, AUGU	ST 20, 2015, AN	D NOVEMBER 20, 2015.	. THE DIVIDEND AMOUNT IS \$0.22/SHARE FOR EACH
PAYMENT.			

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► 2007-2014 HISTORICAL PERCENTAGES ARE LISTED BELOW. 2015 INFORMATION WILL BE

UPDATED ONCE THE 2015 PERCENTAGES ARE AVAILABLE IN EARLY 2016.			
TAX YEAR	TAXABLE DIVIDEND	NON-TAXABLE DISTRIBUTION	
2007	80.01%	19.99%	
2008	27.64%	72.36%	
2009	21.69%	78.31%	
2010	33.45%	66.55%	
2011	33.86%	66.14%	
2012	0.00%	100.00%	
2013	31.12%	68.88%	
2014	0.00%	100.00%	

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► THE CHANGE IN THE STOCKHOLDER'S BASIS IS THE PERCENTAGE OF EACH DISTRIBUTION

THAT DOES NOT COME FROM EITHER ACCUMULATED OR CURRENT EARNINGS & PROFITS ("E&P"). THE AMOUNT NOT COMING FROM ACCUMULATED OR CURRENT E&P IS CONSIDERED A NON-TAXABLE DISTRIBUTION.

Form 8937 (R	ev. 12-2011)
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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC 301(c)(2) AND IRC 301(c)(3)

18 Can any resulting loss be recognized? ► <u>THE TAX TREATMENT OF THE NON-TAXABLE DISTRIBUTION NEEDS TO BE DETERMINED</u> BY EACH SHAREHOLDER IN CONSULTATION WITH THEIR TAX ADVISOR.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Sign Here Signature 🕨 Date 🕨 Print your name > Title 🕨 Print/Type preparer's name Preparer's signature Date PTIN Check if Paid self-employed Preparer Firm's EIN ► Firm's name ► **Use Only** Firm's address ► Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054