

**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): **July 19, 2018**

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.)

6300 S. Syracuse Way, Suite 300
Centennial, Colorado 80111
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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

On July 19, 2018, Scott N. Schneider notified National CineMedia, Inc. (“NCM Inc.” or the “Company”) of his resignation as the Chairman and a member of the board of directors of NCM Inc., effective as of July 31, 2018. Mr. Schneider’s resignation was not a result of any disagreement with NCM Inc. on any matter relating to its operations, policies or practices.

Item 7.01 Regulation FD Disclosure

On July 23, 2018, the Company issued a press release announcing Mr. Schneider’s retirement. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Item 7.01, including the press release, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by the Company on July 23, 2018.

SIGNATURES

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

NATIONAL CINEMEDIA, INC.

Dated: July 23, 2018

By: /s/ Sarah Kinnick Hilty
Sarah Kinnick Hilty
Senior Vice President, General
Counsel and Secretary

National CineMedia, Inc. Chairman Of The Board Scott N. Schneider To Retire

CENTENNIAL, Colo. - July 23, 2018 - National CineMedia, Inc. (NASDAQ:NCMI) (“NCM, Inc.”), the managing member and owner of 48.8% of National CineMedia, LLC (“NCM LLC”), the operator of the largest in-theater digital media network in North America, announced today that Chairman of the Board Scott N. Schneider will retire as of July 31, 2018.

Schneider has served as an independent Director of National CineMedia, Inc. since February 2007 with a majority of that time as Lead Director, and has served as Chairman of the Board since January 2016. He also served as a member of the NCM Audit Committee and the Nominating and Governance Committee.

“For more than a decade, it has been a privilege to serve as a company Director. Although I will be retiring from NCM to devote more time to other professional and personal pursuits, I wish the Board, the company, its management and employees continued success,” Schneider said.

NCM CEO and Director Andy England noted, “I have greatly valued Scott’s wisdom, financial acumen and even-handed guidance, and always respected his care and concern for our company, our shareholders and our employees. He led the Board during a time of extraordinary success at NCM, and I thank him for his service and wish him all the best in the future.”

About National CineMedia (NCM), Inc.

National CineMedia (NCM) is America's Movie Network. As the #1 Millennial weekend network in the U.S., NCM is the connector between brands and movie audiences. According to Nielsen, more than 700 million moviegoers annually attend theaters that are currently under contract to present NCM's *Noovie* pre-show in 54 leading national and regional theater circuits including AMC Entertainment Inc. (NYSE:AMC), Cinemark Holdings, Inc. (NYSE:CNK) and Regal Entertainment Group. NCM's cinema advertising network offers broad reach and unparalleled audience engagement with over 20,800 screens in over 1,650 theaters in 187 Designated Market Areas® (all of the top 50). NCM Digital goes beyond the big screen, extending in-theater campaigns into online and mobile marketing programs to reach entertainment audiences. National CineMedia, Inc. (NASDAQ: NCMI) owns a 48.8% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com.

National CineMedia, Inc.

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