

# FINAL

Form **8937**  
(December 2011)  
Department of the Treasury  
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name <u>NATIONAL CINEMEDIA, INC.</u>		2 Issuer's employer identification number (EIN) <u>20-5665602</u>	
3 Name of contact for additional information <u>TOM MORRISON</u>	4 Telephone No. of contact <u>303-792-8793</u>	5 Email address of contact <u>TOM.MORRISON@NCM.COM</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>9110 EAST NICHOLS AVENUE, SUITE 200</u>		7 City, town, or post office, state, and Zip code of contact <u>CENTENNIAL, CO 80112-3451</u>	
8 Date of action <u>2013 - SEE LINE 14</u>		9 Classification and description <u>COMMON STOCK</u>	
10 CUSIP number <u>635309107</u>	11 Serial number(s)	12 Ticker symbol <u>NCMI</u>	13 Account number(s)

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ NATIONAL CINEMEDIA, INC. PAYS A QUARTERLY DIVIDEND. FOR 2013 THE DATES OF RECORD FOR THE DIVIDENDS ARE MARCH 7, 2013, MAY 16, 2013, AUGUST 15, 2013, AND NOVEMBER 13, 2013. 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 ▶ FOR EACH DIVIDEND 31.12% IS A TAXABLE DIVIDEND AND 68.88% IS A NON-DIVIDEND DISTRIBUTION.

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.

**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)

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

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

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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 ▶ \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print your name ▶	Preparer's signature	Title ▶	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	
	Firm's address ▶				