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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Earliest Event Reported: December 26, 2013**

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**National CineMedia, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33296**  
(Commission  
file number)

**20-5665602**  
(IRS employer  
identification no.)

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**National CineMedia, LLC**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-176056**  
(Commission  
file number)

**20-2632505**  
(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)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 26, 2013, National CineMedia, LLC (“NCM LLC”), a Delaware limited liability company (“NCM LLC”) and each of American Multi-Cinema, Inc. (“AMC”), Cinemark USA, Inc. (“Cinemark”) and Regal Cinemas, Inc. (“Regal”) (collectively the “Founding Members”) agreed to amend and restate the Exhibitor Services Agreements (“ESAs”) between NCM LLC and AMC, Cinemark and Regal, respectively. The amended and restated ESAs were modified to remove those provisions addressing the rights and obligations related to digital programming services of the Fathom business unit. These rights and obligations were conveyed to the new entity as part of the Fathom spin-off described below. The amended and restated ESAs address the rights and obligations of NCM LLC and the Founding Members related to advertising services. The Company will file the amended and restated ESAs as exhibits to its Form 10-K for the year ended December 26, 2013.

**Item 8.01 Other Events.**

On December 26, 2013, NCM LLC spun-off its Fathom Events business to a newly formed limited liability company owned 32% by each of the founding members and 4% by NCM LLC. In consideration for the sale, NCM LLC received a total of \$25 million in promissory notes from its founding members (one-third or approximately \$8.33 million from each founding member). The notes bear interest at 5.0% per annum. Interest and principal payments are due annually in six equal installments commencing on the first anniversary of the closing. In connection with the sale, NCM LLC entered into a transition services agreement to provide certain corporate overhead services for a fee and reimbursement for certain facilities services, creative services, technical event services, event management services and other specified costs to the new entity for a period of nine months following the closing. Due to the related party nature of the transaction, NCM LLC formed a committee of independent directors that hired an investment banking firm who advised the committee and rendered an opinion as to the fairness of the transaction. On December 30, 2013, NCM LLC issued a press release announcing the sale. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of National CineMedia, LLC dated December 30, 2013.

**SIGNATURES**

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

Dated: December 31, 2013

NATIONAL CINEMEDIA, INC.

By: /s/ Ralph E. Hardy  
Ralph E. Hardy  
Executive Vice President, General Counsel and Secretary

Dated: December 31, 2013

NATIONAL CINEMEDIA, LLC

By: National CineMedia, Inc., its manager

By: /s/ Ralph E. Hardy  
Ralph E. Hardy  
Executive Vice President, General Counsel and Secretary



## National CineMedia (NCM) Restructures Ownership of Fathom Events

### ***New Stand-Alone Entity To Be Owned By AMC, Cinemark, Regal Entertainment Group and NCM***

Centennial, Colo. – Dec. 30, 2013 – National CineMedia, Inc. (NASDAQ: NCMI), the managing member and owner of 46.0% of National CineMedia, LLC (NCM LLC), has signed a definitive agreement with its founding member circuit partners (AMC Entertainment Inc. (NYSE: AMC), Cinemark Holdings, Inc. (NYSE: CNK) and Regal Entertainment Group (NYSE: RGC) to restructure the ownership of its NCM Fathom Events business.

Under the new corporate structure, Fathom Events will be owned and managed by a newly formed stand-alone limited liability company with 32% ownership by each of the three circuits (AMC, Cinemark and Regal) and four percent ownership by NCM, LLC. In addition to the four percent interest in the new company, NCM, LLC will receive 5% six year notes of equal amount from each of the three circuits aggregating \$25 million. Interest on the notes will be paid annually with principal paid in equal annual installments over six years. Due to the related party nature of the transaction, NCM formed a committee of independent directors that hired an investment banking firm who advised the committee and rendered an opinion as to the fairness of the transaction.

Fathom will continue to be the home of high quality, affordable entertainment events on the big screen under its new ownership structure. Audiences get the best seat in the house — in the comfort and convenience of the local movie theater — for live and pre-recorded concerts, world-class opera, sporting events, comedy acts and original programming featuring the biggest names in radio and television, with many events including exclusive behind-the-scenes content and unique extras, giving audiences unique experiences they can't see at home.

In order to ensure a smooth transition, NCM will continue to provide certain operating, corporate overhead and event sponsorship sales services to the new Fathom entity for up to nine months after closing. This change in corporate structure is not expected to have any impact on Fathom Events' business activities or business relationships with its programming partners or Digital Broadcast Network affiliate theater circuits.

“NCM was always meant to be a launching pad for the Fathom Events business, and with its successful start-up period now complete, this new corporate structure positions Fathom for its next phase of development and growth,” said Kurt Hall, National

CineMedia’s chairman and CEO. “This new ownership structure better aligns Fathom’s industry-leading consumer programming business with the cinema business, and also provides for a stronger alignment of financial interests with our theater circuit partners.”

“The acquisition will allow us to program and promote Fathom events in a more efficient manner on our screens. We feel we can enhance Fathom through the introduction of special premieres and events utilizing content produced and distributed by TV, cable and satellite divisions owned by the major studios,” said Tim Warner, Cinemark’s CEO. “The investments we have made in digital technology, including satellite delivery, digital projection and digital sound will also enhance our ability to utilize Fathom as a platform to introduce content on the big screen.”

“Fathom Events appeal to a variety of interests providing access to world-class performances and special programming. By establishing a dedicated organization focused on developing alternative content, we will be able to offer Regal guests an even greater menu of entertainment choices,” stated Amy Miles, chief executive officer of Regal Entertainment Group.

#### **About National CineMedia (NCM)**

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 183 Designated Market Areas® (49 of the top 50) and includes approximately 19,700 screens (approximately 18,900 digital). During 2012, over 710 million patrons 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 41 entertainment-related websites, online widgets and mobile applications. National CineMedia, Inc. (NASDAQ: NCMI) owns a 46.0% interest in and is the managing member of National CineMedia LLC. For more information, visit [www.ncm.com](http://www.ncm.com). (NCMI-F)

#### **About AC JV, LLC**

Fathom Events will be owned by a newly formed entity called AC JV, LLC. Fathom is the recognized leader in the alternative entertainment industry, offering a variety of one-of-a-kind entertainment events in movie theaters nationwide that include live, high-definition performances of the Metropolitan Opera, the performing arts, major sporting events, music concerts, comedy series, Broadway shows, original programming featuring entertainment’s biggest stars, socially relevant documentaries with audience Q&A and much more. Additionally, Fathom events take audiences behind-the-scenes and offer unique extras – creating the ultimate entertainment experience for fans of all ages. Co-owned by the three largest movie theater circuits in the United States, AMC Entertainment Inc. (NYSE: AMC), Cinemark Holdings, Inc. (NYSE: CNK) and Regal Entertainment Group (NYSE: RGC), Fathom’s live digital broadcast network (“DBN”) is the largest cinema broadcast network in North America, bringing live events to more than 750 locations in 171 Designated Market Areas® (including all of the top 50). For more information, visit [www.fathomevents.com](http://www.fathomevents.com).

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