

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

National CineMedia, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

20-5665602
(I.R.S. employer
identification number)

**9110 E. Nichols Ave., Suite 200
Centennial, Colorado 80112-3405**
(Address, including zip code, of registrant's principal executive offices)

National CineMedia, Inc. 2007 Equity Incentive Plan
(Full title of the plan)

Ralph E. Hardy, Esq.
Executive Vice President and General Counsel
National CineMedia, Inc.
9110 E. Nichols Ave., Suite 200
Centennial, Colorado 80112-3405
(303) 792-3600
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	2,800,000 shares	\$15.82	\$44,296,000	\$6,041.98

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), based on based upon the average of the high and low prices of the registrant's common stock on the Nasdaq Global Select Market on May 2, 2013, which was \$15.82.
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FORM S-8 PURSUANT TO GENERAL INSTRUCTION E

This Form S-8 is filed with the Securities and Exchange Commission (the "Commission") pursuant to General Instruction E to Form S-8 to register an additional 2,800,000 shares of Common Stock that may be issued to participants under the National CineMedia, Inc. 2007 Equity Incentive Plan, as amended and restated (the "Plan"). The contents of the earlier Registration Statements on Form S-8, Registration No. 333-140652, 333-158836 and 333-176054, are hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by National CineMedia, Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended December 27, 2012;
- (b) The Registrant's Quarterly Report on Form 10-Q for its quarter ended March 28, 2013;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission on January 11, 2013, January 22, 2013, March 4, 2013, March 18, 2013, May 2, 2013 (excluding portions furnished under Item 2.02) and May 7, 2013;
- (d) The Registrant's Registration Statements on Form S-8 relating to the Plan, filed with the Commission on February 13, 2007, April 28, 2009 and August 4, 2011; and
- (e) The description of the Registrant's common stock, par value \$0.01 per share, contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on February 5, 2007.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The following exhibits are submitted herewith or incorporated by reference herein.

<u>Exhibit</u>	<u>Reference</u>	<u>Description</u>
4.1	(1)	National CineMedia, Inc. 2007 Equity Incentive Plan, as amended and restated.
4.2	(2)	Form of 2013 Restricted Stock Agreement (Time Based).
4.3	(3)	Form of 2013 Restricted Stock Agreement (Performance Based).
4.4	(4)	Form of Restricted Stock Unit Agreement.
5.1	*	Opinion of Bryan Cave LLP.
23.1	*	Consent of Deloitte & Touche LLP.
23.2	*	Consent of Bryan Cave LLP (included in Exhibit 5.1).
24.1	*	Power of Attorney.

* Filed herewith.

- (1) Incorporated by reference to Exhibit 10.2 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on May 2, 2013.
- (2) Incorporated by reference to Exhibit 10.23.5 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on February 22, 2013.
- (3) Incorporated by reference to Exhibit 10.23.6 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on February 22, 2013.
- (4) Incorporated by reference to Exhibit 10.34 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on March 6, 2009.

SIGNATURES

Pursuant to the requirements of the 1933 Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Centennial, State of Colorado, on the 9th day of May, 2013.

NATIONAL CINEMEDIA, INC.

By: *
Kurt C. Hall
President, Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Kurt C. Hall	President, Chief Executive Officer and Chairman (<i>Principal Executive Officer</i>)	May 9, 2013
* David J. Oddo	Vice President and Interim Co-Chief Financial Officer (<i>Principal Financial Officer</i>)	May 9, 2013
* Jeffrey T. Cabot	Senior Vice President and Interim Co-Chief Financial Officer (<i>Principal Accounting Officer</i>)	May 9, 2013
* Lawrence A. Goodman	Director	May 9, 2013
* David R. Haas	Director	May 9, 2013
* James R. Holland, Jr.	Director	May 9, 2013
* Stephen L. Lanning	Director	May 9, 2013

Signature

Title

Date

* _____ Edward H. Meyer	Director	May 9, 2013
* _____ Amy E. Miles	Director	May 9, 2013
* _____ Lee Roy Mitchell	Director	May 9, 2013
* _____ Craig R. Ramsey	Director	May 9, 2013
* _____ Scott N. Schneider	Director	May 9, 2013

*By: /s/ Ralph E. Hardy

Ralph E. Hardy
Attorney in fact

[LETTERHEAD OF BRYAN CAVE LLP]

May 9, 2013

National CineMedia, Inc.
9110 E. Nichols Ave., Suite 200
Centennial, Colorado 80112-3405

Re: National CineMedia, Inc
Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Commission") on or about May 9, 2013 (the "Registration Statement") by National CineMedia, Inc., a Delaware corporation (the "Company"), for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 2,800,000 additional shares of its common stock, \$0.01 par value per share (the "Common Stock"), which may be offered and issued under the National CineMedia, Inc. 2007 Equity Incentive Plan, as amended and restated (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws; the originals or copies certified to our satisfaction of certain corporate records and proceedings of the Company, including actions taken by the Company's Board of Directors in connection with the authorization and issuance of the Common Stock and related matters; and such other certificates, instruments and documents as we have deemed appropriate to enable us to render the opinion expressed below.

In all such examinations, we have assumed, without independent investigation or inquiry, the legal capacity of all natural persons executing documents, the genuineness of all signatures on original or certified copies, the authenticity of all original or certified copies and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies. We have relied as to factual matters upon and have assumed the accuracy of, the statements made in a certificate of an officer of the Company delivered to us and the certificates and other statements or information of or from public officials and officers and representatives of the Company.

Based on the foregoing and the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the shares of Common Stock, when issued and delivered by the Company as contemplated by the Registration Statement and in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws).

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

We do not express an opinion on any matters other than those expressly set forth in this letter. The opinions expressed herein are rendered as of the date hereof. We do not undertake to advise you of matters that may come to our attention subsequent to the date hereof and that may affect the opinions expressed herein, including without limitation, future changes in applicable law. This letter is our opinion as to certain legal conclusions as specifically set forth herein and is not and should not be deemed to be a representation or opinion as to any factual matters.

Sincerely,

/s/ BRYAN CAVE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2013 relating to the financial statements of National CineMedia, Inc. and the effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K of National CineMedia, Inc. for the year ended December 27, 2012.

/s/ Deloitte & Touche LLP

Denver, Colorado
May 9, 2013

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Kurt C. Hall, and Ralph E. Hardy, and each of them singly, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign the Registration Statement on Form S-8 for the registration of shares of common stock of National CineMedia, Inc. issuable pursuant to the National CineMedia, Inc. 2007 Equity Incentive Plan, and any and all amendments (including post-effective amendments) and additions to such Registration Statement on Form S-8 relating to the National CineMedia, Inc. 2007 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KURT C. HALL</u> Kurt C. Hall	President, Chief Executive Officer and Chairman (<i>Principal Executive Officer</i>)	May 9, 2013
<u>/s/ DAVID J. ODDO</u> David J. Oddo	Vice President and Interim Co-Chief Financial Officer (<i>Principal Financial Officer</i>)	May 9, 2013
<u>/s/ JEFFREY T. CABOT</u> Jeffrey T. Cabot	Senior Vice President and Interim Co-Chief Financial Officer (<i>Principal Accounting Officer</i>)	May 9, 2013
<u>/s/ LAWRENCE A. GOODMAN</u> Lawrence A. Goodman	Director	May 9, 2013
<u>/s/ DAVID R. HAAS</u> David R. Haas	Director	May 9, 2013
<u>/s/ JAMES R. HOLLAND, JR.</u> James R. Holland, Jr.	Director	May 9, 2013
<u>/s/ STEPHEN L. LANNING</u> Stephen L. Lanning	Director	May 9, 2013

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ EDWARD H. MEYER</u> Edward H. Meyer	Director	May 9, 2013
<u>/s/ AMY E. MILES</u> Amy E. Miles	Director	May 9, 2013
<u>/s/ LEE ROY MITCHELL</u> Lee Roy Mitchell	Director	May 9, 2013
<u>/s/ CRAIG R. RAMSEY</u> Craig R. Ramsey	Director	May 9, 2013
<u>/s/ SCOTT N. SCHNEIDER</u> Scott N. Schneider	Director	May 9, 2013