

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): January 29, 2018 (January 25, 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.)

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)

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 8.01 Other Events

On January 25, 2018, National CineMedia, Inc. (“NCM” or the “Company”) received a Notice of Director Nomination (“Notice”) from Standard General L.P. (“Standard General”), which indicated that Standard General intends to nominate two candidates for election to the Company’s Board of Directors at the Company’s 2018 Annual Meeting of Stockholders. Standard General is the beneficial owner of approximately 13,249,200 shares of the Company’s common stock (representing approximately 16.9% of the Company’s outstanding common stock).

On January 26, 2018, the Company issued a press release in response to Standard General’s nomination letter. The press release is attached here as Exhibit 99.1 and is incorporated herein by reference. The Company is evaluating the proposed director nominees and, in due course, will make a recommendation based on the best interest of the Company and all of its stockholders.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Reference</u>	<u>Description</u>
99.1		Press Release of National CineMedia, Inc. dated January 26, 2018

SIGNATURES

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

NATIONAL CINEMEDIA, INC.

Dated: January 29, 2018

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

**NCM Statement Regarding Receipt of Director Nomination Notice
from Standard General L.P.**

CENTENNIAL, Colo. – ([BUSINESS WIRE]) – January 26, 2018 – National CineMedia (NCM), the managing member and owner of 49.5% of National CineMedia, LLC (NCM LLC), the operator of the largest in-theater digital media network in North America, today announced that it received a notice from Standard General L.P., a fund that owns approximately 16.9% of NCM's outstanding common stock, regarding its intent to nominate two candidates to stand for election to the NCM Board of Directors at NCM's 2018 annual meeting of stockholders.

The Board of Directors of NCM will evaluate the proposed director nominees and, in due course, will make a recommendation based on the best interest of the Company and all of its stockholders. NCM stockholders are not required to take action at this time.

About National CineMedia, 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 750 million moviegoers annually attend theaters that are currently under contract to present NCM's pre-show in 52 leading national and regional theater circuits including AMC Entertainment Inc. (NYSE: AMC), Cinemark Holdings, Inc. (NYSE: CNK) and Regal Entertainment Group (NYSE: RGC). NCM's cinema advertising network offers broad reach and unparalleled audience engagement with over 20,600 screens in approximately 1,700 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) own a 49.5% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com.

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