

**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): **April 30, 2021**

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	001-33296 (Commission File Number)	20-5665602 (I.R.S. Employer Identification No.)
6300 S. Syracuse Way (Address of Principal Executive Offices)	Suite 300 Centennial Colorado	80111 (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))

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.01 per share (Title of each class)	NCMI (Trading symbol)	The Nasdaq Stock Market LLC (Name of each exchange on which registered)
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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.

Second Amendment to Employment Agreement with Scott Felenstein

On April 30, 2021, National CineMedia, Inc. (“the Company”) entered into an Amendment No. 2 (the “Employment Agreement Second Amendment”) to the Employment Agreement, dated April 3, 2017, as amended by the Amendment to the Employment Agreement, effective May 1, 2020, with Scott Felenstein, the Company’s Chief Revenue Officer (the “Employment Agreement”). The Employment Agreement Second Amendment is effective May 1, 2021 and extends the term of the Employment Agreement through April 30, 2022 and reflects Mr. Felenstein’s current annual base salary of \$546,635.82. The remaining terms and conditions of the Employment Agreement, including provisions related to Mr. Felenstein’s annual bonus opportunity, long-term incentive grants, severance and other termination benefits are unchanged by the Employment Agreement Second Amendment.

The foregoing description of the Employment Agreement Second Amendment is qualified in its entirety by reference to the complete copy of the Employment Agreement Second Amendment filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company’s Annual Meeting of Stockholders (the “Annual Meeting”) was held on May 5, 2021. The matters that were voted upon at the Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, where applicable, are set forth below. Each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting was approved.

Proposal No. 1 — Election of Directors

Name	For	Withheld	Broker Non-Votes
Mark B. Segall	54,181,292	728,385	6,507,611
David E. Glazek	53,505,245	1,404,432	6,507,611
Lawrence A. Goodman	54,151,285	758,392	6,507,611
Kurt C. Hall	37,737,770	17,171,907	6,507,611
Juliana F. Hill	54,619,425	290,252	6,507,611
Thomas F. Lesinski	54,081,790	827,887	6,507,611
Donna Reisman	54,239,238	670,439	6,507,611
Renana Teperberg	52,881,866	2,027,811	6,507,611
Mark Zoradi	52,888,888	2,020,789	6,507,611

Proposal No. 2 — Advisory Approval of the Company’s Executive Compensation

For	Against	Abstentions	Broker Non-Votes
41,447,851	13,356,851	104,975	6,507,611

Proposal No. 3 — Ratify the appointment of Deloitte & Touche LLP as the Company’s independent auditors for the year ending December 30, 2021

For	Against	Abstentions	Broker Non-Votes
61,125,574	244,679	47,035	—

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 2 to the Employment Agreement, dated April 30, 2021, by and between National CineMedia, Inc. and Scott Felenstein
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Second Amendment to the Employment Agreement

WHEREAS, the Board of Directors of National CineMedia, Inc. (the "Company") has determined that it is in the best interest of the Company and its shareholders to extend the employment of Scott Felenstein ("Executive") past the expiration date set forth in his current Employment Agreement with the Company dated April 3, 2017, as amended by the Amendment to the Employment Agreement, effective May 1, 2020 (the "Employment Agreement");

WHEREAS, Executive desires to continue his employment with the Company; and

WHEREAS, the Company and Executive have therefore agreed to extend the Employment Agreement and amend certain terms thereof, as set forth in this Second Amendment to the Employment Agreement (the "Amendment").

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree to the following changes to the Employment Agreement, effective as of May 1, 2021 (the "Effective Date"):

1. Section 1 of the Employment Agreement shall be amended to change the Effective Date from May 1, 2020 to May 1, 2021.
2. To reflect Executive's continued employment with the Company, Section 1 of the Employment Agreement shall further be amended to change the date in (i) from April 30, 2021 to April 30, 2022.
3. Section 3(b) of the Employment Agreement shall be amended to reflect Executive's current Base Salary of \$546,635.82.
4. Except as expressly modified herein, the Employment Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year set forth below.

National CineMedia, Inc.
/s/ Tom Lesinski

By: Thomas F. Lesinski
Title: Chief Executive Officer of NCM, Inc.

Scott Felenstein
/s/ Scott Felenstein

4/29/2021

Date

4/30/2021

Date