

**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 Report (Date of Earliest Event Reported): **May 9, 2024**

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**National CineMedia, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>001-33296</b> (Commission File Number)	<b>20-5665602</b> (I.R.S. Employer Identification No.)
<b>6300 S. Syracuse Way</b> (Address of Principal Executive Offices)	<b>Suite 300 Centennial Colorado</b>	<b>80111</b> (Zip Code)
	<b>(303) 792-3600</b> (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))

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

<b>Common Stock, par value \$0.01 per share</b> (Title of each class)	<b>NCMI</b> (Trading symbol)	<b>The Nasdaq Stock Market LLC</b> (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

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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.

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#### **Item 5.07 Submission of Matters to a Vote of Security Holders**

The matters that were voted upon at the Annual Meeting of Stockholders (the "Annual Meeting") of National CineMedia, Inc. (the "Company") on May 9, 2024, 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***

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Lauren Zalaznick	39,079,354	226,589	12,844,837
Bernadette Aulestia	39,083,173	222,770	12,844,837
Nicholas Bell	39,080,545	225,398	12,844,837
David E. Glazek	31,190,943	8,115,000	12,844,837
Juliana F. Hill	33,910,262	5,395,681	12,844,837
Thomas F. Lesinski	34,555,861	4,750,082	12,844,837
Tiago Lourenço	33,663,459	5,642,484	12,844,837
Jean-Philippe Maheu	39,083,140	222,803	12,844,837
Joseph Marchese	39,089,290	216,653	12,844,837

##### ***Proposal No. 2 — Advisory Approval of the Company's Executive Compensation***

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
34,236,871	4,862,021	207,051	12,844,837

##### ***Proposal No. 3 — To ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the year ending December 26, 2024***

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
51,906,205	72,652	171,923	—

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**SIGNATURES**

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

NATIONAL CINEMEDIA, INC.

Dated: May 9, 2024

By: /s/ Ronnie Y. Ng  
Ronnie Y. Ng  
Chief Financial Officer