

**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): **December 21, 2016 (December 20, 2016)**

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.)

National CineMedia, LLC

(Exact name of registrant as specified in its charter)

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)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers
Compensatory Arrangements of Certain Officers.**

On December 20, 2016, Craig R. Ramsey resigned from the board of directors of National CineMedia, Inc. (the “Company”) in accordance with the Department of Justice’s proposed settlement with AMC Entertainment Holdings, Inc. regarding its acquisition of Carmike Cinemas, Inc. (“Carmike”). Mr. Ramsey was designated to the board of directors by American Multi-Cinema Inc. and its affiliates (“AMC”) pursuant to the Director Designation Agreement, dated as of February 13, 2007, between the Company and its founding members, AMC, Cinemark Media, Inc. and its affiliates and Regal CineMedia Holdings, LLC and its affiliates (the “Director Designation Agreement”).

Item 8.01 Other Events.

On December 20, 2016, the Company and National CineMedia, LLC (“NCM LLC”) issued a press release regarding the Department of Justice’s proposed settlement with AMC Entertainment Holdings, Inc. regarding its acquisition of Carmike. A copy of this press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

On December 20, 2016, AMC provided the Company with its written waiver of certain of its rights pursuant to the Third Amended and Restated Limited Liability Company Operating Agreement of National CineMedia, LLC, dated as of February 13, 2007, as amended March 16, 2009, August 6, 2010 and September 3, 2013, (collectively, the “NCM LLC Operating Agreement”). AMC waived and relinquished its right to vote on all matters that require a Majority Member Vote, as well as, its approval rights under the NCM LLC Operating Agreement for the term of the proposed settlement with the Department of Justice, as well as, the term of any final judgement. Further, AMC waived its right under the Director Designation Agreement to designate two persons to be appointed or nominated for election to the board of directors of the Company, including the right to appoint or nominate successors to such designees for the term of the proposed settlement with the Department of Justice, as well as, the term of any final judgement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of the Company dated December 20, 2016

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.

NATIONAL CINEMEDIA, INC.

Dated: December 21, 2016

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

NATIONAL CINEMEDIA, LLC

By: National CineMedia, Inc., its manager

Dated: December 21, 2016

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

National CineMedia (NCM) Statement Regarding the DOJ's Proposed Settlement with AMC Regarding AMC's Acquisition of Carmike Cinemas

Centennial, CO — December 20, 2016 — National CineMedia, Inc. (NASDAQ: NCMI) ("NCM") was informed today that the Department of Justice (DOJ) has announced a proposed settlement with AMC Entertainment Holdings Inc., which, if finalized, will enable AMC to complete its acquisition of Carmike Cinemas. AMC is a founding member of National CineMedia, LLC ("NCM LLC").

Under the terms of the proposed settlement, which are set forth in a [proposed final judgment](#) filed today in federal court in Washington, DC and summarized in a [press release](#) issued earlier today by the DOJ, AMC must take certain actions to enable it to complete its acquisition of Carmike Cinemas, including divest, by February 18, 2017, movie theatres (and certain related assets) in the 15 local markets where AMC and Carmike are direct competitors to one or more acquirers acceptable to the DOJ; establish firewalls to ensure that it does not obtain NCM's, Screenvision's, or other movie exhibitors' competitively sensitive information; relinquish its seats on NCM's Board of Directors and all other NCM governance rights; and transfer, by February 18, 2017, 24 theaters comprising 384 screens (which represents less than 2% of NCM's total network) to the Screenvision network (theaters include five Sundance Cinemas that currently do not have advertising and an additional 19 other AMC theaters). The proposed settlement agreement also requires AMC to divest the majority of its equity interests in NCMI and NCM LLC (together, "NCM") so that by June 20, 2019 it owns no more than 4.99 percent of NCM's outstanding equity interests per the following schedule: (i) on or before December 20, 2017, AMC must own no more than 15% of NCM's outstanding equity interests; (ii) on or before December 20, 2018, AMC must own no more than 7.5% of NCM's outstanding equity interests; and (iii) on or before June 20, 2019, AMC must own no more than 4.99% of NCM's outstanding equity interests.

In addition, in accordance with the terms of the proposed settlement, effective today, December 20, 2016, Craig R. Ramsey, executive vice president and chief financial officer of AMC Entertainment Inc., resigned his position as a member of the Board of Directors of National CineMedia, Inc.

Andy England, CEO of National CineMedia (NCM), noted, "It is business as usual here at NCM. We continue to operate under our governing documents with AMC, and we look forward to benefiting from the future growth of the larger AMC/Carmike entity under our long-term Exhibitor Services Agreement (ESA) as new theaters are built or acquired. As AMC CEO Adam Aron mentioned earlier today on the [AMC investor call](#), AMC will be working closely with NCM to astutely manage this transition over the coming months in a way that preserves value for both NCM and AMC. To that end, in anticipation of an agreement between AMC and the DOJ, NCM's Board of Directors had previously established a committee of independent Directors

tasked with evaluating any proposals made by AMC to ensure that all agreements reached are in the best interest of NCM shareholders.”

About National CineMedia (NCM)

National CineMedia (NCM) is America's Movie Network. As the #1 weekend network in the U.S., NCM is the connector between brands and movie audiences. More than 700 million moviegoers annually attend theaters that are currently under contract to present NCM's FirstLook pre-show in over 40 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 nearly 20,500 screens in over 1,600 theaters in 187 Designated Market Areas® (49 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) owns a 43.6% interest in, and is the managing member of, National CineMedia, LLC. For more information, visit www.ncm.com.

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