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**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 Earliest Event Reported: September 10, 2013**

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**National CineMedia, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33296**  
(Commission  
file number)

**20-5665602**  
(IRS employer  
identification no.)

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**National CineMedia, LLC**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-176056**  
(Commission  
file number)

**20-2632505**  
(IRS employer  
identification no.)

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**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)

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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))
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**Item 8.01 Other Events**

On September 10, 2013, NCM, LLC and NCM, Inc., in its capacity as tax matters partner for NCM, LLC, received a “No Adjustments Letter” from the Internal Revenue Service (“IRS”) which stated that the IRS has completed its review of the NCM, LLC tax returns for the fiscal years ended 2007 and 2008 and does not propose any adjustments to those tax returns. NCM, Inc. had previously contested adjustments proposed by the IRS through the administrative appeals process. While NCM, LLC and NCM, Inc. had disclosed this IRS audit as a potential contingent liability, neither entity had made any adjustments to its financial statements for this matter and as such, there will not be any impact to the past or future financial statements of NCM, LLC or NCM, Inc. as a result of the completion of the IRS audit.

**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.

Dated: September 13, 2013

NATIONAL CINEMEDIA, INC.

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

Dated: September 13, 2013

NATIONAL CINEMEDIA, LLC  
By: National CineMedia, Inc., its manager

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