

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): May 9, 2023

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
6300 S. Syracuse Way
(Address of Principal Executive Offices)

001-33296
(Commission File Number)
Suite 300 Centennial Colorado

20-5665602
(I.R.S. Employer
Identification No.)
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)

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 7.01 Regulation FD Disclosure

National CineMedia, LLC (“NCM LLC”), the operating company for National CineMedia Inc., (“NCM, Inc.” or the “Company”), entered into confidentiality agreements (the “NDAs”) with certain members of an ad hoc group of secured lenders (the “Lenders”) to continue strategic discussions regarding NCM LLC’s indebtedness and the transactions contemplated by the Restructuring Support Agreement, dated April 11, 2023 that was previously disclosed. Pursuant to the terms of the NDAs, NCM LLC agreed to publicly disclose certain confidential information regarding NCM LLC and the parties’ discussions upon the occurrence of certain events (the “Cleansing Materials”). The Cleansing Materials are furnished as Exhibit 99.1 hereto.

The Cleansing Materials were not prepared with a view toward public disclosure and should not be relied upon to make an investment decision with respect to NCM, Inc. or NCM LLC. The Cleansing Materials should not be relied upon as a reliable prediction of future events. None of NCM, Inc., NCM LLC, or any of their respective affiliates or representatives has made or makes any representation to any person regarding the ultimate outcome of any potential transaction involving the Lenders, and none of them undertakes any obligation to publicly update the Cleansing Materials to reflect circumstances existing after the date when the Cleansing Materials were made or to reflect the occurrence of future events, even in the event that any or all of the assumptions underlying the Cleansing Materials are shown to be in error.

The information in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by reference to such filing.

Cautionary Statement Regarding Forward Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1 hereto, contains various forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements reflect management’s current expectations or beliefs regarding future events, including with respect to discussions with lenders, and are subject to a number of important factors, risks, uncertainties and assumptions that could cause actual results to differ materially from those described in any forward-looking statements. These factors and risks include, but are not limited to, unanticipated developments that prevent, delay or negatively impact a resolution of discussions with lenders and other financial, operational and legal risks and uncertainties detailed from time to time in cautionary statements contained in the Company’s filings with the Securities and Exchange Commission. These forward-looking statements represent the Company’s judgment as of the date of this Current Report. Investors are cautioned that reliance on these forward-looking statements involve risks and uncertainties. Although the Company believes that the assumptions used in the forward-looking statements are reasonable, any of these assumptions could prove to be inaccurate and, as a result, actual results could differ materially from those expressed or implied in the forward-looking statements.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Cleansing Materials
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

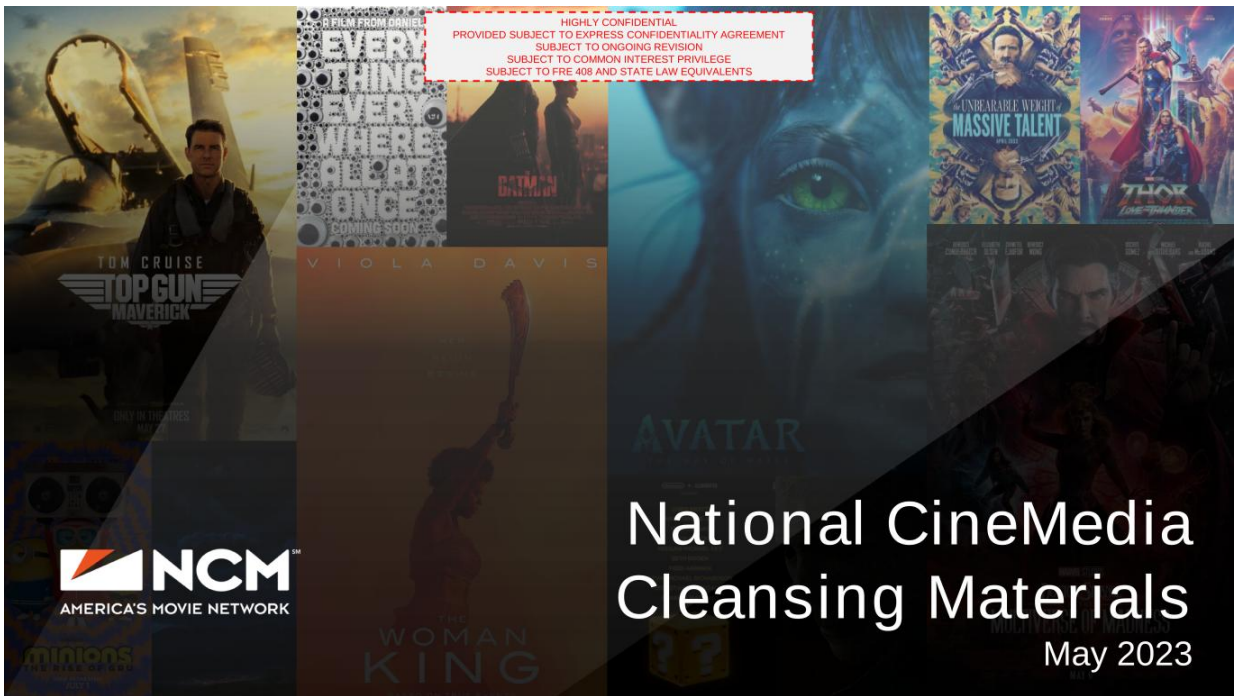
SIGNATURES

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, 2023

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



HIGHLY CONFIDENTIAL
PROVIDED SUBJECT TO EXPRESS CONFIDENTIALITY AGREEMENT
SUBJECT TO ONGOING REVISION
SUBJECT TO COMMON INTEREST PRIVILEGE
SUBJECT TO FRE 408 AND STATE LAW EQUIVALENTS

NCM
AMERICA'S MOVIE NETWORK

National CineMedia Cleansing Materials

May 2023

Forward-Looking Statements

This presentation contains various forward-looking statements that reflect management's current expectations or beliefs regarding future events. Investors are cautioned that reliance on these forward-looking statements involves risks and uncertainties. Although the Company believes that the assumptions used in the forward-looking statements are reasonable, any of these assumptions could prove to be inaccurate and, as a result, actual results could differ materially from those expressed or implied in the forward-looking statements. The factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements are, among others, 1) level of theater attendance or viewership of the Noovie® pre-show; 2) changes to relationships with NCM LLC's founding members, including, without limitation, changes to contractual relationships with Regal Cinemas, Inc. and Regal CineMedia Holdings, LLC as a result of the pending Chapter 11 cases of those entities and their affiliated debtors and debtors in possession; 3) the impact of pandemics, epidemics or disease outbreaks, such as the novel coronavirus (COVID-19) and the success of actions taken to mitigate such situations, vaccine rollouts and potential changes to consumer behavior; 4) the availability and predictability of major motion pictures displayed in theaters; 5) increased competition for advertising expenditures; 6) inability to implement or achieve new revenue opportunities; 7) failure to realize the anticipated benefits of the 2019 amendments to the Company's exhibitor service agreements with Regal and Cinemark; 8) technological changes and innovations; 9) economic conditions, including the level of expenditures on and perception of cinema advertising; 10) our ability to renew or replace expiring advertising and content contracts; 11) our need for additional funding, risks and uncertainties relating to our significant indebtedness; 12) reinvestment in our network and product offerings may require significant funding and resulting reallocation of resources; 13) fluctuations in and timing of operating costs; and 14) changes in interest rates. In addition, the outlook provided does not include the impact of any future unusual or infrequent transactions; sales and acquisitions of operating assets and investments; any future non-cash impairments of intangible and fixed assets; amounts related to litigation or the related impact of taxes that may occur from time to time due to management decisions and changing business circumstances. The Company is currently unable to forecast precisely the timing and/or magnitude of any such amounts or events. Please refer to the Company's Securities and Exchange Commission filings, including the "Risk Factor" section of the Company's Annual Report on Form 10-K for the year ended December 30, 2022 and subsequent Quarterly Reports on Form 10-Q, for further information about these and other risks. Investors are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result, of new information, future events or otherwise, except as required by law.

This presentation contains references to Non-GAAP financial measures including Adjusted OIBDA (Operating Income Before Depreciation and Amortization, Amortization of intangibles recorded for network theater screen leases, excluding share-based payment costs, impairment of long-lived assets, and CEO transition costs). A reconciliation of these measures is available in this presentation and on the investor page of the Company's website at www.ncm.com.

Financial Projections

(\$ in millions)

The following summarizes the Company's financial projections as of May 5, 2023

- Assumes continued exclusive relationship with Regal subject to revised economics reflecting deal agreed upon in principle on May 5, 2023, with revised economics effective July 1, 2023
- Assumes other exhibitor relationships are unchanged

	NCM Financial Projections				
	FY23E	FY24E	FY25E	FY26E	FY27E
ATTENDANCE					
Founding Member Attendance ¹	365	383	403	423	444
Affiliate Attendance	89	93	98	103	108
Total Attendance	454	477	501	526	552
REVENUE					
National	\$203.7	\$219.4	\$236.2	\$254.4	\$274.0
Major Markets	40.0	41.2	42.5	43.7	45.0
Digital	12.4	13.2	14.2	15.1	16.2
Digital-Out-Of-Home	1.6	1.6	1.6	1.6	1.6
Beverage	17.9	14.9	16.0	17.1	18.3
Total Revenue	\$275.6	\$290.3	\$310.4	\$331.9	\$355.1
THEATRE ACCESS FEES (TAF)					
Founding Member TAF ¹	(\$96.0)	(\$108.6)	(\$115.1)	(\$122.0)	(\$132.2)
Affiliate TAF	(27.2)	(28.7)	(30.4)	(32.1)	(34.0)
Total TAF	(\$123.3)	(\$137.3)	(\$145.5)	(\$154.2)	(\$166.2)
OPEX					
SG&A	(\$83.0)	(\$85.5)	(\$88.0)	(\$90.7)	(\$93.4)
Other Opex	(10.5)	(11.1)	(11.7)	(12.3)	(13.0)
Total Opex	(\$93.5)	(\$96.5)	(\$99.7)	(\$103.0)	(\$106.4)

Additional Cases



Financial Projections – 10% Attendance Increase

(\$ in millions)

The following summarizes the Company's financial projections as of May 5, 2023

- Assumes continued exclusive relationship with Regal subject to revised economics reflecting deal agreed upon in principle on May 5, 2023, with revised economics effective July 1, 2023
- Assumes other exhibitor relationships are unchanged

NCM Financial Projections					
	FY23E	FY24E	FY25E	FY26E	FY27E
ATTENDANCE					
Founding Member Attendance ¹	402	422	443	465	488
Affiliate Attendance	98	103	108	113	119
Total Attendance	499	524	551	578	607
REVENUE					
National	\$224.1	\$241.3	\$259.8	\$279.8	\$301.4
Major Markets	40.0	41.2	42.5	43.7	45.0
Digital	12.4	13.2	14.2	15.1	16.2
Digital-Out-Of-Home	1.6	1.6	1.6	1.6	1.6
Beverage	19.7	16.4	17.6	18.8	20.1
Total Revenue	\$297.8	\$313.7	\$335.6	\$359.1	\$384.3
THEATRE ACCESS FEES (TAF)					
Founding Member TAF ¹	(\$102.1)	(\$116.6)	(\$123.6)	(\$131.1)	(\$142.1)
Affiliate TAF	(29.5)	(31.2)	(33.0)	(34.9)	(37.1)
Total TAF	(\$131.5)	(\$147.8)	(\$156.6)	(\$166.1)	(\$179.2)
OPEX					
SG&A	(\$83.0)	(\$85.5)	(\$88.0)	(\$90.7)	(\$93.4)
Other Opex	(10.5)	(11.1)	(11.7)	(12.3)	(13.0)
Total Opex	(\$93.5)	(\$96.5)	(\$99.7)	(\$103.0)	(\$106.4)

1. Founding Members include Regal, AMC, and Cinemark.

Financial Projections – 10% Attendance Decrease

(\$ in millions)

The following summarizes the Company's financial projections as of May 5, 2023

- Assumes continued exclusive relationship with Regal subject to revised economics reflecting deal agreed upon in principle on May 5, 2023, with revised economics effective July 1, 2023
- Assumes other exhibitor relationships are unchanged

	NCM Financial Projections				
	FY23E	FY24E	FY25E	FY26E	FY27E
ATTENDANCE					
Founding Member Attendance ¹	329	345	362	381	400
Affiliate Attendance	80	84	88	92	97
Total Attendance	409	429	450	473	497
REVENUE					
National	\$183.4	\$197.4	\$212.6	\$228.9	\$246.6
Major Markets	40.0	41.2	42.5	43.7	45.0
Digital	12.4	13.2	14.2	15.1	16.2
Digital-Out-Of-Home	1.6	1.6	1.6	1.6	1.6
Beverage	16.1	13.4	14.4	15.4	16.5
Total Revenue	\$253.5	\$266.9	\$285.1	\$304.8	\$325.9
THEATRE ACCESS FEES (TAF)					
Founding Member TAF ¹	(\$90.0)	(\$100.5)	(\$106.6)	(\$113.0)	(\$122.3)
Affiliate TAF	(25.0)	(26.3)	(27.8)	(29.3)	(31.0)
Total TAF	(\$115.0)	(\$126.8)	(\$134.3)	(\$142.3)	(\$153.3)
OPEX					
SG&A	(\$83.0)	(\$85.5)	(\$88.0)	(\$90.7)	(\$93.4)
Other Opex	(10.5)	(11.1)	(11.7)	(12.3)	(13.0)
Total Opex	(\$93.5)	(\$96.5)	(\$99.7)	(\$103.0)	(\$106.4)

1. Founding Members include Regal, AMC, and Cinemark.

