

National CineMedia, Inc.  
Form S-8  
April 28, 2009

As filed with the Securities and Exchange Commission on April 28, 2009

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**National CineMedia, Inc.**

*(Exact name of registrant as specified in its charter)*

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

**20-5665602**  
*(I.R.S. employer identification number)*

**National CineMedia, Inc. 2007 Equity Incentive Plan**

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*(Full title of the plan)*

**9110 E. Nichols Ave., Suite 200**

**Centennial, Colorado 80112-3405**

**(303) 792-3600**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Ralph E. Hardy, Esq.**

**Executive Vice President and General Counsel**

**National CineMedia, Inc.**

**9110 E. Nichols Ave., Suite 200**

**Centennial, Colorado 80112-3405**

**(303) 792-3600**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller

Smaller reporting company

reporting company)

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to Be Registered</b> | <b>Amount to Be Registered(1)</b> | <b>Proposed Maximum Aggregate Offering Price Per Share(2)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share    | 4,500,000 shares                  | \$14.11   | \$63,495,000                                     | \$3,543.03                        |

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- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
  
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the Securities Act), based upon the average of the high and low prices of the registrant's common stock on the Nasdaq Global Market on April 23, 2009, which was \$14.11.

**FORM S-8 PURSUANT TO GENERAL INSTRUCTION E**

This Form S-8 is filed with the Securities and Exchange Commission (the Commission) pursuant to General Instruction E to Form S-8 to register an additional 4,500,000 shares of Common Stock that may be issued to participants under the National CineMedia, Inc. 2007 Equity Incentive Plan, as amended (the Plan). The contents of the earlier Registration Statement on Form S-8, Registration No. 333-140652, are hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by National CineMedia, Inc. (the Registrant) with the Securities and Exchange Commission (the Commission) are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for its fiscal year ended January 1, 2009;
- (b) The Registrant's Current Report on Form 8-K, filed with the Commission on March 19, 2009; and
- (c) The Registrant's Registration Statement on Form S-8 relating to the Plan, filed with the Commission on February 13, 2007.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits**

The following exhibits are submitted herewith or incorporated by reference herein.

| <b>Exhibit</b> | <b>Reference</b> | <b>Description</b>   |
|----------------|------------------|--|
| 4.1            | (1)              | First Amendment to National CineMedia, Inc. 2007 Equity Incentive Plan.  |
| 4.2            | (1)              | Second Amendment to National CineMedia, Inc. 2007 Equity Incentive Plan. |
| 4.3            | (2)              | Form of 2009 Stock Option Agreement.                                     |
| 4.4            | (3)              | Form of 2009 Restricted Stock Agreement.                                 |
| 4.5            | (4)              | Form of 2009 Restricted Stock Unit Agreement.                            |
| 5.1            | *                | Opinion of Holme Roberts & Owen LLP.                                     |
| 23.1           | *                | Consent of Deloitte & Touche LLP.  |
| 23.2           | *                | Consent of Holme Roberts & Owen LLP (included in Exhibit 5.1).           |
| 24.1           | *                | Power of Attorney.   |

\* Filed herewith.

- (1) Incorporated by reference to Appendix B from the Registrant's Definitive Proxy Statement on Form DEF14A (File No. 001-33296) filed on March 19, 2009.
- (2) Incorporated by reference to Exhibit 10.22.1 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on March 6, 2009.
- (3) Incorporated by reference to Exhibit 10.23.1 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on March 6, 2009.
- (4) Incorporated by reference to Exhibit 10.34 from the Registrant's Annual Report on Form 10-K (File No. 001-33296) filed on March 6, 2009.

**SIGNATURES**

Pursuant to the requirements of the 1933 Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Centennial, State of Colorado, on the 28<sup>th</sup> day of April, 2009.

NATIONAL CINEMEDIA, INC.

By: \*  
Kurt C. Hall  
President, Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature             | Title  | Date           |
|-----------------------|--|----------------|
| *                     | President, Chief Executive Officer and Chairman      | April 28, 2009 |
| Kurt C. Hall          | <i>(Principal Executive Officer)</i>                 |                |
| *                     | Executive Vice President and Chief Financial Officer | April 28, 2009 |
| Gary W. Ferrera       | <i>(Principal Financial and Accounting Officer)</i>  |                |
| *                     | Director   | April 28, 2009 |
| Michael L. Campbell   |  |                |
| *                     | Director   | April 28, 2009 |
| Lawrence A. Goodman   |  |                |
| *                     | Director   | April 28, 2009 |
| David R. Haas         |  |                |
| *                     | Director   | April 28, 2009 |
| James R. Holland, Jr. |  |                |
| *                     | Director   | April 28, 2009 |
| Stephen L. Lanning    |  |                |

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| Signature   | Title    | Date           |
|---|----------|----------------|
| *<br>Edward H. Meyer  | Director | April 28, 2009 |
| *<br>Lee Roy Mitchell   | Director | April 28, 2009 |
| *<br>Scott N. Schneider   | Director | April 28, 2009 |
| *By: /s/ Ralph E. Hardy<br>Ralph E. Hardy<br><br>Attorney in fact |          |                |