

National CineMedia, Inc.  
Form 8-K  
November 05, 2009

**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: November 5, 2009**

**National CineMedia, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

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

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

**Centennial, Colorado 80112-3405**

**20-5665602**  
(IRS employer

identification no.)

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(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))

**Item 8.01 Other Events.**

On November 5, 2009, National CineMedia, Inc. (the Company ) issued a press release stating that it filed a registration statement on Form S-3 with the U.S. Securities and Exchange Commission pursuant to the Company's registration rights agreement with the founding members of NCM LLC. The Company has a continuing obligation to maintain the registration of the Common Stock issuable to the founding members upon redemption of the common membership units for resale by the founding members until the shares of Common Stock issued to each founding member has been disposed of or is otherwise eligible for resale under the securities laws without restriction. A copy of the press release is included as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of National CineMedia, Inc. dated November 5, 2009.

**SIGNATURES**

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

NATIONAL CINEMEDIA, INC.

Dated: November 5, 2009

By:

/s/ RALPH E. HARDY  
**Ralph E. Hardy**  
**Executive Vice President, General**

**Counsel and Secretary**