

National CineMedia, Inc.  
Form 424B3  
August 09, 2010  
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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-162933**

**PROSPECTUS**

68,158,186 Shares

**National CineMedia, Inc.**

**Common Stock**

This prospectus relates to the disposition from time to time by our founding member theatre circuits, or the selling stockholders, of 68,158,186 shares of Common Stock, par value \$0.01 per share, of National CineMedia, Inc., or NCM, Inc., or Common Stock, issuable upon redemption on a one-for-one basis of common membership units of National CineMedia, LLC, or NCM LLC, the operating company for our business and of which we are a member and the sole manager. Under the terms of the registration rights agreement with the selling stockholders, NCM, Inc. is required to register shares of its Common Stock equal to the number of NCM LLC common membership units held by each selling stockholder.

In February 2007 in conjunction with our initial public offering, or the IPO, NCM LLC issued 51,850,951 common membership units in the aggregate to its founding member circuits (the selling stockholders). An additional 16,307,235 common membership units have been issued in the aggregate to the selling stockholders since our IPO, in conjunction with net screens that have been added to our network pursuant to contractual arrangements in effect among NCM, Inc., NCM LLC and the selling stockholders. We have registered for resale by our selling stockholders NCM, Inc. Common Stock equal to all of the current outstanding common membership units as required by the registration rights agreement executed at the date of the IPO.

We will not pay any underwriting discounts or commissions on the shares of Common Stock issued to the selling stockholders. We will not receive any proceeds from the sale of Common Stock by the selling stockholders.

Our Common Stock is listed on The NASDAQ Global Select Market under the symbol NCMI. The last reported sale on The NASDAQ Global Select Market on August 6, 2010, was \$18.07 per share.

The selling stockholders or their pledgees, assignees or successors-in-interest may offer and sell or otherwise dispose of the shares of Common Stock described in this prospectus from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices. See Plan of Distribution beginning on page 12 for more information about how the selling stockholders may sell or dispose of their shares of Common Stock.

The selling stockholders may resell the Common Stock to or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions. The selling stockholders will bear all commissions and discounts, if any, attributable to the sales of Common Stock. We will bear all costs, expenses and fees in connection with the registration of the Common Stock.

*Investing in our Common Stock involves risks. See **Risk Factors** beginning on page 4.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is August 6, 2010.

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 (File No. 333-162933) (including the registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 to increase the number of shares covered by the registration statement) that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration or continuous offering process. This prospectus has been updated to reflect the increased number of shares and other updates since the date of the prospectus included in the registration statement. Under this shelf process, the selling stockholders may from time to time sell the shares of Common Stock described in this prospectus in one or more offerings. Additionally, under the shelf process, in certain circumstances, we may provide a prospectus supplement that will contain certain specific information about the terms of a particular offering by one or more of the selling stockholders. This prospectus or any applicable prospectus supplement, including the documents incorporated by reference, include important information about us, our Common Stock and other information you should know before investing in our Common Stock. We may also provide a prospectus supplement to add information to, or update or change information contained in this prospectus.

**You should rely only on the information contained in or incorporated by reference into this prospectus or any applicable prospectus supplement. We have not, and the selling stockholders have not, authorized anyone to provide you with different or additional information. The selling stockholders are offering to sell, and seeking offers to buy, shares of our Common Stock only in jurisdictions where it is lawful to do so. The information in this prospectus, including the documents incorporated by reference, are accurate only as of the date set forth on the front of this prospectus or the date of the document incorporated by reference, as applicable, regardless of the time of delivery of this prospectus or any sale of our Common Stock.**

**MARKET INFORMATION**

Information regarding market share, market position and industry data pertaining to our business contained in or incorporated by reference into this prospectus or any applicable prospectus supplement consists of estimates based on data and reports compiled by industry professional organizations (including Nielsen Media Research, Inc. and the National Association of Theatre Owners) and analysts, and our knowledge of our revenues and markets. DMA<sup>®</sup> is a registered trademark of Nielsen Media Research, Inc.

We take responsibility for compiling and extracting, but have not independently verified, market and industry data provided by third parties, or by industry or general publications, and take no further responsibility for such data. Similarly, while we believe our internal estimates are reliable, our estimates have not been verified by any independent sources, and we cannot assure you as to their accuracy.

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**PROSPECTUS SUMMARY**

*This summary highlights selected information contained elsewhere or incorporated by reference into this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in our Common Stock. You should read this entire prospectus carefully, including the section entitled Risk Factors and the documents that we incorporate by reference before making an investment decision.*

*In this document, unless the context otherwise requires:*

*NCM, Inc., the Company, we, us or our refer to National CineMedia, Inc., a Delaware corporation, and its consolidated subsidiary National CineMedia, LLC;*

*NCM LLC refers to National CineMedia, LLC, a Delaware limited liability company, which commenced operations on April 1, 2005, and is the current operating company for our business, which NCM, Inc. acquired an interest in, and became a member and the sole manager of, upon completion of our initial public offering, or IPO, which closed on February 13, 2007;*

*AMC refers to AMC Entertainment Inc. and its subsidiaries, National Cinema Network, Inc., or NCN, which contributed assets used in the operations of NCM LLC and formed NCM LLC in March 2005, AMC ShowPlace Theatres, Inc., which joined NCM LLC in June 2010 in connection with AMC's acquisition of Kerasotes Showplace Theatres, LLC and American Multi-Cinema, Inc., which became party to an amended and restated exhibitor services agreement, or ESA, with NCM LLC upon completion of the IPO;*

*Cinemark refers to Cinemark Holdings, Inc. and its subsidiaries, Cinemark Media, Inc., which joined NCM LLC in July 2005, and Cinemark USA, Inc., which became party to an amended and restated ESA with NCM LLC upon completion of the IPO; and*

*Regal refers to Regal Entertainment Group and its subsidiaries, Regal CineMedia Corporation, or RCM, which contributed assets used in the operations of NCM LLC, Regal CineMedia Holdings, LLC, which formed NCM LLC in March 2005, and Regal Cinemas, Inc., which became party to an amended and restated ESA with NCM LLC upon completion of the IPO.*

**Our Business**

**The Company**

NCM, Inc., a Delaware corporation organized on October 5, 2006, is a holding company that manages its consolidated subsidiary NCM LLC, but has no business operations or material assets other than its cash and ownership interest of approximately 38.3% of the common membership units in NCM LLC as of July 1, 2010. NCM LLC's founding members, AMC, Cinemark and Regal, the three largest motion picture exhibition companies in the U.S., hold the remaining 61.7% of NCM LLC's common membership units. NCM, Inc.'s primary source of cash flow from operations is distributions from NCM LLC pursuant to the NCM LLC operating agreement. NCM, Inc. also receives management fees pursuant to a management services agreement with NCM LLC in exchange for providing specific management services to NCM LLC.

NCM LLC has long-term ESAs with NCM LLC's founding members and multi-year agreements with several other theatre operators whom we refer to as network affiliates. The ESAs and network affiliate agreements grant NCM LLC exclusive rights in their theatres, subject to limited exceptions, to sell advertising and to sell and distribute entertainment programming and meeting and communication services through our Fathom Events division.

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### **Overview of the Business**

We operate the largest digital in-theatre network in North America. We distribute advertising and Fathom business and consumer events across our digital content network ( DCN ) and live digital broadcast network ( DBN ) utilizing our proprietary digital content software ( DCS ). We currently derive revenue principally from the following activities:

**Advertising:** We develop, produce, sell and distribute several versions of a branded, on-screen pre-feature entertainment and advertising program called *FirstLook* and advertising programming on our lobby entertainment network ( LEN ). We also offer other forms of advertising and promotions in theatre lobbies. For the six months ended July 1, 2010, advertising accounted for 86% of our total revenue.

**Fathom Events:** We distribute entertainment programming through our Fathom Consumer division and multi-site business communication and marketing content through our Fathom Business division to theatres across our DCN (for pre-recorded events) and DBN (for both live and pre-recorded events). Our Fathom Business division also facilitates business meetings, church services, and corporate marketing/communication events in individual movie theatres throughout our theatre network. For the six months ended July 1, 2010, Fathom Events accounted for 14% of our total revenue.

We believe that the reach, scope and digital delivery capability of our digital network provide an effective platform for national and local advertisers to reach a large, young and affluent audience on a highly-targeted, engaging and measurable basis. As of July 1, 2010, our advertising network is located in 47 states and the District of Columbia and covers all of the top 25, as well as 49 of the top 50 and 99 of the top 100, Designated Market Areas<sup>®</sup>, or DMAs<sup>®</sup>, and 172 DMAs<sup>®</sup> in total. As of July 1, 2010, our Fathom Events network is located in 49 states and the District of Columbia and covers 49 of the top 50 DMAs<sup>®</sup> and 154 DMAs<sup>®</sup> in total. During 2009, over 680 million patrons attended movies shown in theatres currently included in our advertising network. As of July 1, 2010, we had approximately 17,100 screens in our advertising network, 15,600 of which are digital, and 546 locations in our Fathom DBN. Approximately 1,260 additional screens will be added to our advertising network in the second half of 2010 and in 2011, upon the expiration of existing advertising agreements, based on signed contracts with Regal's Consolidated Theatres, Great Escape Theatres and certain theatres operated by Rave Motion Pictures.

We expect our digital network to continue to expand through the addition of new theatres pursuant to agreements with additional network affiliates and net increases in the number of screens operated by the founding members of NCM LLC pursuant to the common unit adjustment agreement. The common unit adjustment agreement provides a mechanism for adjusting common membership units held by the founding members, based on increases or decreases in the number of screens operated by each founding member. Increases in the number of screens are included in the unit adjustment calculation if arising from acquisition of a theatre or opening of a newly constructed theatre, unless an acquired theatre is subject to an agreement with an alternative cinema advertising provider, in which case run out payments will be made to NCM LLC by the founding member acquiring the theatre pursuant to its ESA until such third party cinema advertising agreement expires and the theatre is added to NCM's network. Decreases in the number of screens are included in the unit adjustment calculation if arising from disposition of a theatre, unless the purchaser or sublessee enters into an agreement with NCM LLC similar to the ESA, the theatre is closed at the end of its lease term or a non-digitized theatre is closed within three years of the end of its lease term.

### **Corporate Information**

We are a Delaware corporation organized on October 5, 2006, and our principal executive offices are located at 9110 E. Nichols Ave., Suite 200, Centennial, Colorado 80112-3405. The telephone number of our principal executive offices is (303) 792-3600. We maintain a website at [www.ncm.com](http://www.ncm.com), on which we post our key corporate governance documents, including our board committee charters and our code of ethics. We also regularly post information about the Company on the Investor Relations page. We do not incorporate the information on our website into this prospectus and you should not consider any information on, or that can be accessed through, our website as part of this prospectus (other than those filings with the SEC that we specifically incorporate by reference in this prospectus).

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**THE OFFERING**

Issuer	National CineMedia, Inc.
Selling Stockholders	The selling stockholders identified in the table on page 9.
Securities offered	68,158,186 shares of our Common Stock. Such shares will be issued upon redemption of common membership units, which will increase the ownership of NCM, Inc. in NCM LLC.
Use of proceeds	We will not receive any proceeds from sales of the shares of Common Stock sold from time to time under this prospectus by the selling stockholders.
Risk factors	An investment in our Common Stock involves a high degree of risk. The Risk Factors section beginning on page 4 contains a discussion of factors that you should carefully read and consider before deciding to invest in shares of our Common Stock.
Nasdaq Global Select Market Symbol	NCMI.

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**RISK FACTORS**

*Ownership of and an investment in our Common Stock involve certain risks. You should consider carefully the risks incorporated by reference in this prospectus and in the applicable prospectus supplement, including the risks described under the captions "Risks Related to our Business and Industry" and "Risks Related to Our Corporate Structure," included in our Annual Report on Form 10-K for the year ended December 31, 2009 and other information included and incorporated by reference into this document, including our historical financial statements and related notes, in evaluating an investment in our Common Stock. The information incorporated by reference in this prospectus and in the applicable prospectus supplement may be amended, supplemented or superseded from time to time by other reports we file with the SEC in the future. For a description of these reports and documents, and information about where you can find them, see the sections entitled "Where You Can Find More Information" and "Incorporation of Certain Information by Reference" in this prospectus. The risks and uncertainties described in this prospectus, the applicable prospectus supplement and the documents incorporated by reference herein are not the only ones facing us. Additional risks and uncertainties that we do not presently know about or that we currently believe are not material may also adversely affect our business. If any of the risks and uncertainties described in this prospectus, the applicable prospectus supplement or the documents incorporated by reference herein actually occur, our business, financial condition and results of operations could be adversely affected in a material way. This could cause the trading price of our Common Stock to decline, perhaps significantly, and you may lose part or all of your investment.*

**Risks Related to This Offering**

*The substantial number of shares that are eligible for sale could cause the market price for our Common Stock to decline or make it difficult for us to sell equity securities in the future*

We cannot predict the effect, if any, that market sales of shares of Common Stock or the availability of shares of Common Stock for sale will have on the market price of our Common Stock from time to time. Sales of substantial amounts of shares of our Common Stock in the public market, or the perception that those sales will occur, could cause the market price of our Common Stock to decline or make future offerings of our equity securities more difficult.

The 42,302,788 shares of Common Stock outstanding at July 1, 2010 are freely tradable, except for 223,895 shares held by our management and independent directors. In addition, the founding members may receive 68,158,186 shares of Common Stock, which are being registered by the registration statement of which this prospectus is a part, upon redemption of their outstanding common membership units of NCM LLC. We have registered for resale by our founding members shares of NCM, Inc. Common Stock equal to all of the current outstanding common membership units as required by the registration rights agreement executed on the date of the IPO.

Additionally, as of July 1, 2010, 861,739 shares of non-vested restricted stock are outstanding and 4,011,187 shares of our Common Stock will be issuable upon exercise of stock options that vest through 2013. As of July 1, 2010, 1,291,164 stock options have vested and are exercisable at an average exercise price of \$15.89 per share. Once the options and restricted stock become vested and/or exercisable, as applicable, to the extent they are not held by one of our affiliates, the shares acquired upon vesting or exercise are freely tradable.

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*Our stock price may be volatile*

Before our IPO in February 2007, there was no public market for our Common Stock, and an active trading market for our Common Stock may not continue. The stock market in general has experienced extreme price and volume fluctuations over the last several months. These broad market fluctuations or actions of individual holders of our stock may adversely affect the market price of our Common Stock, regardless of our actual operating performance. Our stock price may fluctuate or decline due to a variety of factors, including:

actual or anticipated quarterly fluctuations in our operating results;

changes in expectations of future financial performance or changes in estimates of securities analysts;

changes in the market valuations of other companies;

announcements relating to actions of other media companies, strategic relationships, acquisitions or industry consolidation;

terrorist acts or wars; and

general economic, market and political conditions not related to our business.

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**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

In addition to historical information, some of the information in this prospectus, including the information we incorporate by reference, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical facts included or incorporated by reference in this prospectus, including, without limitation, certain statements under Risk Factors, may constitute forward-looking statements. Discussions containing these forward-looking statements are also contained in Business and Management's Discussion and Analysis of Financial Condition and Results of Operations incorporated by reference from our most recent Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, as well as any amendments we make to those filings with the SEC. In some cases, you can identify these forward-looking statements by the specific words, including but not limited to may, will, should, expects, forecast, project, intend, plans, anticipates, believes, estimates, predicts, potential or continue or the negative of the comparable words. These forward-looking statements involve known and unknown risks and uncertainties, assumptions and other factors, including, but not limited to, the following:

changes in the ESAs or lack of support by the founding members;

non-competition provisions of the ESAs being deemed unenforceable;

bankruptcy of one of the founding members;

national, regional and local economic conditions that may affect the markets in which we operate;

the levels of expenditures on advertising in general and cinema advertising in particular;

increased competition within the overall advertising industry;

technological changes and innovations, including alternative methods for delivering movies to consumers and failures or disruptions of our technology systems;

failure to effectively manage or continue our growth;

the popularity of major motion picture releases and level of theatre attendance, including at founding members' theatres;

failure to retain our senior management;

shifts in population and other demographics;

infringement of our technology on intellectual property rights owned by others;

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our ability to renew expiring advertising contracts at favorable rates, or to replace them with new contracts that are comparably favorable to us;

our need for, and ability to obtain, additional funding for acquisitions and operations;

our founding members ability to compete with us, influence our affairs and benefit from corporate opportunities that might otherwise be available to us;

risks and uncertainties relating to our significant indebtedness and investments;

fluctuations in operating costs, capital expenditures, revenue and Adjusted OIBDA;

future issuance of membership units by NCM LLC or issuance of preferred stock;

determination that we are an investment company;

determination that any amount of our tax benefits should not have been available;

changes in market interest rates and our stock prices; and

changes in accounting principles, policies, guidelines or internal control over financial reporting.

This list of factors that may affect future performance and the accuracy of forward-looking statements are illustrative and not exhaustive. Our actual results, performance or achievements could differ materially from those indicated in these statements as a result of certain factors as more fully discussed under "Risk Factors" above. Our historical financial data discussed prior to the completion of our IPO reflects the historical results of operations and financial position of NCM LLC. Accordingly, historical financial data does not give effect to the reorganization and the NCM LLC senior secured credit facility completed as part of the NCM, Inc. IPO.

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**USE OF PROCEEDS**

The proceeds from the sale or other disposition of the Common Stock covered by this prospectus are solely for the accounts of the selling stockholders. We will not receive any proceeds from any sale or other disposition of these shares of Common Stock by the selling stockholders.

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**DETERMINATION OF OFFERING PRICE**

This offering is being made solely to allow the selling stockholders to offer and sell shares of our Common Stock to the public. The selling stockholders may offer for sale some of their shares at the time and price that they choose. On any given day, the price per share is likely to be based on the market price of our Common Stock, as quoted on the Nasdaq Global Select Market on the date of sale, unless shares are sold in private transactions. Consequently, we cannot currently determine the price at which the shares offered for resale pursuant to this prospectus may be sold.

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**SELLING STOCKHOLDERS**

Each of the selling stockholders is a founding member of NCM LLC, our operating company subsidiary. Regal CineMedia Holdings, LLC, or RCM, and an entity now merged into American Multi-Cinema, Inc., or AMCI, formed NCM LLC in March 29, 2005. On July 15, 2005, Cinemark Media, Inc., or Cinemark Media, joined NCM LLC as the third founding member. In February 2007, as part of a reorganization related to our IPO, NCM LLC issued an aggregate of 51,850,951 common membership units to the selling stockholders. Pursuant to the common unit adjustment agreement among us, NCM LLC and the founding members or certain of their affiliates, the founding members may be issued additional common membership units or surrender common membership units from time to time, depending on changes in the numbers of movie theatre screens that participate in our advertising services. As of the date of this prospectus, an aggregate of 16,307,235 additional common membership units have been issued to the founding members since our IPO pursuant to these provisions.

The common membership units were issued as restricted securities under the Securities Act and are subject to certain restrictions on transfer under NCM LLC's operating agreement. The common membership units can be exchanged for our Common Stock on a one-to-one basis, except if we exercise our option to exchange the common membership units for cash. This prospectus covers the offer and sale or other disposition by the selling stockholders of 68,158,186 shares of Common Stock issuable to the selling stockholders upon exchange of the common membership units.

We have registered the above-referenced shares to permit each of the selling stockholders and their pledgees, donees, transferees or other successors-in-interest that, after the date of this prospectus, receive shares of Common Stock issued upon exchange of their common membership units to resell or otherwise dispose of the shares in the manner contemplated under the Plan of Distribution.

The selling stockholders may exchange some, all or none of their common membership units for shares of Common Stock (subject to our option to exchange units for cash), and they may sell some, all or none of their shares of Common Stock. The shares of Common Stock offered by this prospectus may be offered from time to time by the selling stockholders. As part of the original agreement with the selling stockholders at the time of the IPO, we have agreed to use reasonable best efforts to keep a registration statement effective for each selling stockholder until the earlier of (a) such time as all the shares owned by the selling stockholder as a consequence of their exchange and conversion of the common membership units have been disposed of by the selling stockholder or (b) all such shares may be sold by the selling stockholder in reliance on Rule 144 without restriction. We have registered for resale by the founding members Common Stock equal to all of the current outstanding common membership units as required by the registration rights agreement executed at the date of the IPO.

Since the formation of NCM LLC, AMCI and affiliates of RCM and Cinemark Media have been parties to exhibitor services agreements (as amended from time to time) with NCM LLC, which govern the terms by which NCM LLC provides advertising, digital programming and meeting events in the theatres of the selling stockholders and their affiliates. We and the selling stockholders are also party to a software license agreement related to our provision of services under the exhibitor services agreements. Pursuant to a director designation agreement dated February 13, 2007, between us and the selling stockholders, so long as a selling stockholder owns at least 5% of NCM LLC's issued and outstanding common membership units, such selling stockholder will have the right to designate a total of two nominees to our ten-member board of directors, who are voted upon by our stockholders. If a selling stockholder's director designee is not elected, then NCM LLC's operating agreement provides that each of the selling stockholders with at least 5% of NCM LLC's issued and outstanding common membership units has approval rights for certain NCM LLC actions. The operating agreement also provides for mandatory distributions from NCM LLC to its members (the selling stockholders and us). Additionally, for as long as a selling stockholder beneficially owns at least 5% of NCM LLC's issued and outstanding common membership units, our certificate of incorporation provides that supermajority voting is required on certain of our board actions and actions we, in our capacity as sole manager of NCM LLC, may authorize NCM LLC to take. A tax receivable agreement between us and the selling stockholders provides for our payment of certain tax savings to the selling stockholders. We are also party to a joint defense agreement with the selling stockholders, as well as a registration rights agreement, which pertains to the registration of shares issuable in exchange for NCM LLC common membership units, as contemplated in this prospectus.

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The following table sets forth the name of each selling stockholder, the number of shares of our Common Stock beneficially owned (through redemption rights associated with the common membership units) by each selling stockholder, the number of shares that may be offered under this prospectus and the number of shares of our Common Stock to be owned by each selling stockholder after this offering is completed. The number of shares in the column "Number of Shares Subject to this Registration Statement" represents all of the shares that a selling stockholder may offer under this prospectus. Information regarding any position, office or other material relationship which any selling stockholder has had with us within the past three years is described above. For additional information regarding relationships between us and the selling stockholders, see "Certain Relationships and Related Party Transactions" in our Definitive Proxy Statement on Schedule 14A filed with the SEC on March 18, 2010, which is incorporated by reference in this prospectus.

As of the date of this prospectus, the selling stockholders do not hold any shares of our Common Stock, but rather hold common membership units in NCM LLC. Under the limited liability company agreement for NCM LLC, the selling stockholders have the right to redeem their membership units for, at our election, cash or Common Stock.

Beneficial ownership of a security is determined in accordance with the rules and regulations of the SEC. Under these rules, a person is deemed to beneficially own a share of our Common Stock if that person has or shares voting power or investment power with respect to that share, or has the right to acquire beneficial ownership of that share within 60 days, including through the exercise of any option or other right or the conversion of any other security. Shares issuable under stock options and warrants not subject to this offering are deemed outstanding for computing the percentage of the person holding options or warrants but are not deemed outstanding for computing the percentage of any other person. As of August 6, 2010, the percentage of beneficial ownership for the following table is based upon 42,302,788 shares of our Common Stock (excluding unvested restricted stock) outstanding of NCM, Inc. and 110,460,974 common membership units of NCM LLC outstanding, of which 42,302,788 are owned by NCM, Inc.

Name	Number of Shares Issued at the IPO	Number of Shares Issued Subsequent to the IPO	Shares Beneficially Owned Prior to Offering(1)		Number of Shares Subject to this Registration Statement(1)	Shares Beneficially Owned After Offering(2)	
			Number of Shares	% of Class		Number of Shares	% of Class
American Multi-Cinema, Inc. and affiliates(3)	17,474,890	7,983,723	25,458,613	37.6%	25,458,613		
Cinemark Holdings, Inc. and affiliates(4)	13,145,349	3,801,154	16,946,503	28.6%	16,946,503		
Regal Entertainment Group and affiliates(5)	21,230,712	4,522,358	25,753,070	37.8%	25,753,070		
<b>TOTAL</b>	<b>51,850,951</b>	<b>16,307,235</b>	<b>68,158,186</b>	<b>61.7%</b>	<b>68,158,186</b>		

(1) Assumes redemption of all of the holder's common membership units into shares of Common Stock on a one-to-one basis.

Name	NCM LLC Units Outstanding Prior to Offering		NCM LLC Units Outstanding After Offering	
	Number of NCM LLC Units	%	Number of NCM LLC Units	%
American Multi-Cinema, Inc. and affiliates	25,458,613	23.1%		
Cinemark Holdings, Inc. and affiliates	16,946,503	15.3%		
Regal Entertainment Group and affiliates	25,753,070	23.3%		
NCM, Inc.	42,302,788	38.3%	110,460,974	100.0%
<b>TOTAL</b>	<b>110,460,974</b>	<b>100.0%</b>	<b>110,460,974</b>	<b>100.0%</b>

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- (2) Assumes all offered shares are sold and beneficial ownership of any additional shares or securities which are redeemable into shares are not acquired. The registration of these shares does not necessarily mean that the selling stockholders will sell all or any portion of their shares covered by this prospectus.
- (3) Includes American Multi-Cinema, Inc., AMC Entertainment Inc., Marquee Holdings Inc., AMC Entertainment Holdings, Inc. and AMC ShowPlace Theatres, Inc. The address of these stockholders is 920 Main Street, Kansas City, Missouri 64105.
- (4) Includes Cinemark USA, Inc. and Cinemark Media, Inc. The address of this stockholder is 3900 Dallas Parkway, Suite 500, Plano, Texas 75093.
- (5) Includes Regal Entertainment Group and Regal Cinemas, Inc. at 7132 Regal Lane, Knoxville, Tennessee 37918 and Anschutz Company and Phillip F. Anschutz at 555 Seventeenth Street, Suite 2400, Denver, Colorado 80202.

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**PLAN OF DISTRIBUTION**

The selling stockholders, which as used herein includes donees, pledgees, transferees or other successors-in-interest selling common membership units or shares received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their shares on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices. The offering price of the shares from time to time will be determined by the selling stockholder and, at the time of determination, may be higher or lower than the market price of our Common Stock on the Nasdaq Global Select Market.

The selling stockholders may use any one or more of the following methods from time to time when disposing of shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; or

any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus. The selling stockholders are not obligated to, and there is no assurance that the selling stockholders will, sell all or any of the shares we are registering. The selling stockholders may transfer, devise or gift such shares by other means not described in this prospectus.

In connection with the sale of our shares, the selling stockholders may sell the shares directly or through broker-dealers acting as a principal or agent, or pursuant to a distribution by one or more underwriters on a firm commitment or best efforts basis. The selling stockholders may also enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the Common Stock in the course of hedging the positions they assume. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this

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prospectus (as supplemented or amended to reflect such transaction). The selling stockholders, broker-dealers or agents that participate in the sale of the Common Stock may be

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underwriters within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling stockholders who are underwriters within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

The aggregate proceeds to each selling stockholder from the sale of the Common Stock offered by them will be the purchase price of the Common Stock less discounts or commissions, if any. Each of the selling stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of Common Stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

Under the registration agreement, we are required to pay certain fees and expenses incurred by us incident to the registration of the shares. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act. The selling stockholders have severally agreed to indemnify us against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares owned by them and, if they default in the performance of any of their secured obligations, the pledgees or secured parties may offer and sell the shares from time to time under this prospectus as it may be supplemented from time to time, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

To the extent required, the shares to be sold, the names of the selling stockholders, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In order to comply with the securities laws of some states, if applicable, the Common Stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the Common Stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

The anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the founding members and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

We have agreed with the selling stockholders to use reasonable best efforts to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (1) such time as all of the shares covered by this prospectus have been disposed of pursuant to and in accordance with the registration statement or (2) the date on which the shares may be sold pursuant to Rule 144 of the Securities Act without restriction.

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Upon our notification by a selling stockholder that any material arrangement has been entered into with an underwriter or broker-dealer for the sale of shares through a block trade, special offering, exchange distribution, secondary distribution or a purchase by an underwriter or broker-dealer, we will file a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act, disclosing certain material information, including:

the name of the selling stockholder;

the number of shares being offered;

the terms of the offering;

the names of the participating underwriters, broker-dealers or agents;

any discounts, commissions or other compensation paid to underwriters or broker-dealers and any discounts, commission or concessions allowed or re-allowed or paid by any underwriters to dealers;

the public offering price; and

other material terms of the offering.

## **LEGAL MATTERS**

The validity of the Common Stock offered hereby will be passed on for us by Holme Roberts & Owen LLP, Denver, Colorado.

## **EXPERTS**

The financial statements incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and the effectiveness of National CineMedia, Inc.'s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such financial statements and financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

## **WHERE YOU CAN FIND MORE INFORMATION**

We file electronically with the SEC our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. You can request copies of such documents by contacting our Investor Relations Department at National CineMedia, Inc., 9110 E. Nichols Avenue, Suite 200, Centennial, CO 80112-3405, calling 1-800-844-0935 or sending an email to [investors@ncm.com](mailto:investors@ncm.com). We also make available on or through our website, at [www.ncm.com](http://www.ncm.com), free of charge, copies of these reports as soon as reasonably practicable after we electronically file or furnish it to the SEC.

**Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this prospectus or the registration statement of which this prospectus forms a part, and you should not rely on any such information in making your decision whether to purchase our securities.**



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You may read and copy any document we file at the following location at the SEC:

100 F Street, N.E.

Room 1580

Washington, D.C. 20549

You can also obtain copies of this information by mail from the Public Reference Room of the SEC, 100 F Street, N.E., Room 1580, Washington D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The SEC also maintains a website that contains reports, proxy statements and other information about issuers, like NCM, Inc., that file electronically with the SEC. The address of that site is <http://www.sec.gov>.

We have filed with the SEC a registration statement on Form S-3 (including a registration statement under Rule 462(b) under the Securities Act) that registers the securities the selling stockholders are offering. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and our securities. The rules and regulations of the SEC allow us to omit certain information included in the registration statement from this prospectus.

### **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus, except for any information that is superseded by information that is included directly in this document.

This prospectus includes by reference the documents listed below that we have previously filed with the SEC and that are not included in or delivered with this document. They contain important information about us and our financial condition.

Our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on March 9, 2010 (including the portions of our proxy statement for our 2010 annual meeting of stockholders incorporated by reference therein);

Our Quarterly Report on Form 10-Q for the quarter ended April 1, 2010, filed with the SEC on May 7, 2010;

Our Quarterly Report on Form 10-Q for the quarter ended July 1, 2010, filed with the SEC on August 3, 2010;

Our Current Reports on Form 8-K, filed with the SEC on January 15, February 11, March 2, March 19, April 6, April 14, April 29 and June 17, 2010; and

The description of our Common Stock that is contained in our Registration Statement on Form S-1 (File No. 333-137976) filed with the SEC on February 6, 2007, including any amendment or reports filed for the purpose of updating such description.

All documents filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of this offering shall be deemed to be incorporated by reference herein and to be a part of this prospectus from the date of filing of such documents, excluding any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K and exhibits furnished on such form that are related to such items. We also specifically incorporate by reference any documents filed by us with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to the effectiveness of the registration statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other



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subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You can obtain any of the documents incorporated by reference in this document from us without charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference as an exhibit to this prospectus. You can obtain documents incorporated by reference in this prospectus by requesting them in writing or by telephone from us at the following address:

Investor Relations

National CineMedia, Inc.

9110 East Nichols Avenue, Suite 200

Centennial, CO 80112-3405

1-800-844-0935

We have not, and the selling stockholders have not, authorized anyone to give any information or make any representation about us that is different from, or in addition to, that contained in this prospectus or in any of the materials that we have incorporated by reference into this document. Therefore, if anyone does give you information of this sort, you should not rely on it. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you.

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