

National CineMedia, Inc.
Form 8-K
June 16, 2011

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 Earliest Event Reported: June 16, 2011

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-33296
(Commission

file number)

20-5665602
(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)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Amy E. Miles to the Board of Directors

On June 16, 2011, the Board of Directors of National CineMedia, Inc. (the Company) appointed Amy E. Miles to the Company's Board of Directors (the Board). Ms. Miles was designated to the Board by Regal Entertainment Group (Regal) pursuant to the Director Designation Agreement dated as of February 13, 2007, between the Company and its founding members, Regal and its affiliates, Cinemark Holdings, Inc. and its affiliates and AMC Entertainment Inc. and its affiliates (the Director Designation Agreement). The Director Designation Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein. Ms. Miles has not been appointed to serve on any committees of the Board at this time. Ms. Miles replaces Michael L. Campbell as Regal's designated director on the Board. Mr. Campbell resigned from the Board effective June 10, 2011.

Ms. Miles is the Chief Executive Officer of Regal. Ms. Miles has served as a director and Chief Executive Officer of Regal since June 2009. Ms. Miles previously served as Regal's Executive Vice President, Chief Financial Officer and Treasurer from March 2002 through June 2009 and in various executive roles at Regal Cinemas, Inc., Regal's wholly owned subsidiary. Ms. Miles was a Senior Manager with Deloitte & Touche from 1998 to 1999 and was with PricewaterhouseCoopers, LLP from 1989 to 1998.

Also on June 16, 2011, the Company entered into an Indemnification Agreement with Ms. Miles, in substantially similar form to the indemnification agreements entered into by the Company with its other directors and officers. The Indemnification Agreement requires the Company to indemnify Ms. Miles against liabilities that may arise by reason of her status or service as a director. It also requires the Company to advance any expenses incurred by Ms. Miles as a result of any proceeding against her as to which she could be indemnified and to obtain directors' and officers' insurance, if available on reasonable terms.

A form of the Indemnification Agreement is filed as Exhibit 10.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Reference | Description |
|-------------|-----------|------------------------------------|
| 10.1 | (1) | Director Designation Agreement. |
| 10.2 | (2) | Form of Indemnification Agreement. |

- (1) Incorporated by reference to Exhibit 10.10 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on February 16, 2007.
- (2) Incorporated by reference to Exhibit 10.1 from the Registrant's Current Report on Form 8-K (File No. 001-33296) filed on February 13, 2007.

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: June 16, 2011

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