

National CineMedia, Inc.  
Form 8-K  
August 20, 2013

**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: August 14, 2013**

**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**

**20-5665602**  
(IRS employer  
identification no.)

**Centennial, Colorado 80112-3405**

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

On August 14, 2013, David J. Oddo, the Principal Financial Officer of National CineMedia, Inc. ( the Company ) was promoted to Senior Vice President, Finance. Mr. Oddo continues in his role as the Interim Co-Chief Financial Officer of the Company. In connection with his promotion, Mr. Oddo s annual salary increased to \$175,000 and his bonus potential under the Company s Performance Bonus Plan increased to 30% of his salary. In addition, Mr. Oddo received a grant of 5,000 shares of restricted stock (3,750 performance-based restricted shares which vest upon achievement of specified performance targets at the end of a three-year measuring period ending on December 31, 2015 and 1,250 time-vested restricted shares which vest in three equal annual installments beginning on August 14, 2014).

**SIGNATURES**

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

NATIONAL CINEMEDIA, INC.

Dated: August 20, 2013

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