

National CineMedia, Inc.  
Form 8-K  
May 05, 2014

**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 (Date of earliest event reported): May 5, 2014 (April 30, 2014)**

**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.)**

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**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 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On May 5, 2014, National CineMedia, Inc. (the Company) issued a press release announcing its financial results for the fiscal first quarter ended March 27, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

An Annual Meeting of the stockholders of the Company was held on April 30, 2014. The matters that were voted upon at the Company's Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, where applicable, are set forth below. Each of the proposals submitted to a vote of the Company's stockholders at the Annual Meeting was approved.

**Proposal #1 Election of Class I Directors**

| Name                | Broker     |           |           |
|---------------------|------------|-----------|-----------|
|                     | For        | Withhold  | Non-Votes |
| Kurt C. Hall        | 50,725,537 | 3,418,809 | 1,397,618 |
| Lawrence A. Goodman | 51,659,363 | 2,484,983 | 1,397,618 |
| Scott N. Schneider  | 51,763,526 | 2,380,820 | 1,397,618 |

**Proposal #2 Advisory Approval of the Company's Executive Compensation**

| Broker     |         |             |           |
|------------|---------|-------------|-----------|
| For        | Against | Abstentions | Non-Votes |
| 53,607,297 | 410,936 | 126,113     | 1,397,618 |

**Proposal #3 Ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for the 2014 fiscal year ending January 1, 2015**

| Broker     |         |             |           |
|------------|---------|-------------|-----------|
| For        | Against | Abstentions | Non-Votes |
| 55,484,546 | 40,128  | 17,290      |           |

The following directors terms continued after the Annual Meeting of Stockholders:

Class II directors David R. Haas, James R. Holland Jr., Stephen L. Lanning and Paula Williams Madison

Class III directors Amy E. Miles, Lee Roy Mitchell and Craig R. Ramsey

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | Press Release of National CineMedia, Inc. dated May 5, 2014. |

**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.

Dated: May 5, 2014

NATIONAL CINEMEDIA, INC.

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

Counsel and Secretary