

National CineMedia, Inc.  
Form S-8 POS  
June 27, 2016

As filed with the United States Securities and Exchange Commission on June 27, 2016

Registration No. 333-188488

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to

FORM S-8

Registration Statement Under The Securities Act of 1933

National CineMedia, Inc.

(Exact name of registrant as specified in its charter)

Delaware

20-5665602

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

9110 E. Nichols Ave., Suite 200

Centennial, Colorado 80112-3405

(303) 792-3600

(Address, including zip code and telephone number, including area code, of registrant's principal executive office)

Ralph E. Hardy, Esq.

Executive Vice President and General Counsel

National CineMedia, Inc.

9110 E. Nichols Ave., Suite 200

Centennial, Colorado 80112-3405

(303) 792-3600

(Name, address, including zip code and telephone number, including area code, of agent for service)

With a copy to:

Garth B. Jensen, Esq.

Sherman & Howard L.L.C.

633 17<sup>th</sup> Street, Suite 3000

Denver, CO 80202

(303) 299-8257

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Deregistration of Unsold Securities/Termination of Effectiveness.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement relates to the Registration Statement on Form S-8 (File No. 333-188488), filed with the Securities and Exchange Commission (the "SEC") on May 9, 2013 (the "Registration Statement") by National CineMedia, Inc. (the "Registrant"), relating to the registration of 2,800,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of the Registrant issuable under Registrant's 2007 Equity Incentive Plan, as amended and restated.

In accordance with the Registrant's undertakings in the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all shares of Common Stock registered but remaining unsold as of the date hereof, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, on this 27<sup>th</sup> day of June 2016.

NATIONAL CINEMEDIA, INC.

By: /S/ ANDREW J. ENGLAND

Andrew J. England

Chief Executive Officer and Director

(Principal Executive Officer)

Signatures	Title	Date
/S/ ANDREW J. ENGLAND	Chief Executive Officer and Director	June 27, 2016
Andrew J. England	(Principal Executive Officer)	
/S/ DAVID J. ODDO	Senior Vice President, Finance and Interim Co-Chief Financial Officer (Principal Financial Officer)	June 27, 2016
David J. Oddo		
/S/ JEFFREY T. CABOT	Senior Vice President, Controller and Interim Co-Chief Financial Officer (Principal Accounting Officer)	June 27, 2016
Jeffrey T. Cabot		
*	Non-Employee Executive Chairman	June 27, 2016
Scott N. Schneider		
	Director	June 27, 2016
Peter B. Brandow		
*	Director	June 27, 2016
Lawrence A. Goodman		
*	Director	June 27, 2016
David R. Haas		
*	Director	

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Stephen L. Lanning		June 27, 2016
	Director	June 27, 2016
Thomas F. Lesinski		
	Director	June 27, 2016
Paula Williams Madison		
*	Director	June 27, 2016
Lee Roy Mitchell		
*	Director	June 27, 2016
Craig R. Ramsey		

\*By: /S/ RALPH E. HARDY\_\_\_\_\_

Ralph E. Hardy

Attorney in fact

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