

National CineMedia, Inc.
Form 8-K
March 16, 2015

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): March 16, 2015

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.)

National CineMedia, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

333-176056
(Commission

20-2632505
(IRS employer

of incorporation)

file number)
9110 E. Nichols Ave., Suite 200

identification no.)

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 1.02 Termination of a Material Definitive Agreement.

On March 16, 2015, National CineMedia, Inc. (the Company) announced the termination of the Agreement and Plan of Merger, among the Company, two Company subsidiaries, SV Holdco, LLC and Screenvision, LLC. A copy of the Company s press release announcing the termination of the merger agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Certain amendments to National CineMedia, LLC s senior secured credit facility that would have become effective upon transactions related to the merger will be immediately and automatically revoked upon the termination of the merger agreement.

Item 2.02 Results of Operations and Financial Condition.

On March 16, 2015, the Company reaffirmed its outlook for its fiscal quarter ended April 2, 2015 and fiscal year ended December 31, 2015.

In accordance with General Instruction B.2 of Form 8-K, the Item 2.02 information in this Current Report on Form 8-K, including the portion of the Exhibit 99.1 press release relating to the Company s outlook shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Reference | Description |
|------|-----------|--|
| 99.1 | * | Press Release of the Company dated March 16, 2015. |

* Filed herewith.

SIGNATURES

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

NATIONAL CINEMEDIA, INC.

Dated: March 16, 2015

By: /s/ Ralph E. Hardy
Ralph E. Hardy

Executive Vice President, General

Counsel and Secretary

NATIONAL CINEMEDIA, LLC

By: National CineMedia, Inc., its manager

Dated: March 16, 2015

By: /s/ Ralph E. Hardy
Ralph E. Hardy

Executive Vice President, General Counsel

and Secretary