

National CineMedia, Inc.  
Form 8-K  
May 05, 2008

**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: April 29, 2008

**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**

**Centennial, Colorado 80112-3405**

*(Address of principal executive offices, including zip code)*

**(303) 792-3600**

*(Registrant's telephone number, including area code)*

**20-5665602**  
*(IRS employer*

*identification no.)*

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)

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- “ 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 1.01 Entry into a Material Definitive Agreement**  
***Amendment to Material Definitive Agreement***

On April 29, 2008, National CineMedia, Inc. ( NCM, Inc. ) entered into a Second Amendment to Tax Receivable Agreement ( Second Amendment to TRA ) by and among NCM, Inc. and National CineMedia, LLC and Regal CineMedia Holdings, LLC, Cinemark Media, Inc. and American Multi-Cinema, Inc. (collectively the Founding Members ) and Regal Cinemas, Inc., American Multi-Cinema, Inc. and Cinemark USA, Inc. (collectively the ESA Parties ). The Second Amendment to TRA provides that NCM, Inc. may at any time and at its option, make one or more estimated payments to each of the Founding Members or ESA Parties in respect of any anticipated payments required under the Tax Receivable Agreement. Any estimated payments made under the terms of the Second Amendment to TRA are subject to adjustment pending a final determination of the actual payments required under the Tax Receivable Agreement.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Second Amendment to Tax Receivable Agreement effective as of April 29, 2008, by and by and among NCM, Inc. and National CineMedia, LLC and the Founding Members and the ESA Parties, amending the Tax Receivable Agreement dated as of February 13, 2007 and as first amended by the First Amendment to Tax Receivable Agreement effective as of August 7, 2007.

**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: May 5, 2008

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

Executive Vice President, General Counsel and Secretary