

National CineMedia, Inc.
Form 8-K/A
November 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

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 21, 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)*

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

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)

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 8.01 Other Events.

This Current Report on Form 8-K/A is being filed to correct the wording of the Report of Independent Registered Public Accounting Firm, included in Exhibit 99.1. The original report on Form 8-K was filed to provide the audited financial statements as of and for the year ended December 27, 2007 (and comparative periods) of National CineMedia, LLC pursuant to requirements in certain of its contracts. There are no changes to the audited financial statements of National CineMedia, LLC included in Exhibit 99.1, which are reproduced herein in their entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits: The following exhibits are being filed herewith:

Exhibit 23.1 Consent of Deloitte & Touche LLP.

Exhibit 99.1 The audited financial statements of National CineMedia, LLC as of and for the year ended December 27, 2007 (and comparative periods).

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.

NATIONAL CINEMEDIA, INC.

Dated: November 12, 2008

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