

National CineMedia, Inc.  
Form DEFA14A  
March 19, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**NATIONAL CINEMEDIA, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**IMPORTANT ANNUAL STOCKHOLDERS MEETING**

**INFORMATION YOUR VOTE COUNTS!**

**Important Notice Regarding the Availability of Proxy Materials for the  
National CineMedia, Inc. Stockholder Meeting to be Held on April 28, 2009**

Under new Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report are available at:**

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.envisionreports.com/NCMI](http://www.envisionreports.com/NCMI) to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 18, 2009 to facilitate timely delivery.



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**Stockholder Meeting Notice**

**You are cordially invited to attend the Annual Meeting of Stockholders of National CineMedia, Inc., which will be held at United Artist Theatre Meadows 12, 9355 Park Meadows Drive, Littleton, Colorado 80124 on April 28, 2009 at 9:00 a.m., Mountain Time.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommends that you vote FOR the following proposals:**

1. Election of four directors to serve until the 2012 Annual Meeting of Stockholders, and until their respective successors are elected and qualified.
2. Proposal to approve the National CineMedia, Inc. 2009 Performance Bonus Plan.
3. Proposal to approve the National Cinemedia, Inc. 2007 Equity Incentive Plan, as amended by the First and Second Amendments (the Equity Incentive Plan ).
4. Proposal to approve the use of Free Cash Flow as the performance measure for the vesting of certain restricted stock awards under the Equity Incentive Plan.
5. Proposal to ratify the appointment by the Board of Directors of Deloitte & Touche LLP as independent auditors for National CineMedia, Inc. for the fiscal year ending December 31, 2009.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below.

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If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the numbers in the shaded bar on the reverse side when requesting a set of proxy materials.

**g Internet** Go to [www.envisionreports.com/NCMI](http://www.envisionreports.com/NCMI). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

**g Telephone** Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

**g Email** Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials National CineMedia, Inc. in the subject line. Include in the message your full name and address, plus the three numbers located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 18, 2009.

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\*\*\* Exercise Your *Right to Vote* \*\*\*

**IMPORTANT NOTICE** Regarding the Availability of Proxy Materials

**Meeting Information**

**NATIONAL CINEMEDIA, INC.**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 09, 2009  
**Date:** April 28, 2009      **Time:** 9:00 AM MST  
**Location:** United Artist Theatre  
Meadows 12  
9355 Park Meadows  
Drive  
  
Littleton, Colorado 80124

**BROKER**

**LOGO**

**HERE**

*Return Address Line 1*  
*Return Address Line 2*

*Return Address Line 3*

**51 MERCEDES WAY**

**EDGEWOOD NY 11717**

You are receiving this communication because you hold shares in the above named company.

Investor Address Line 1

Investor Address Line 2

Investor Address Line 3

Investor Address Line 4

Investor Address Line 5

John Sample

1234 ANYWHERE STREET

ANY CITY, ON A1A 1A1

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain  
proxy materials and voting instructions.

Broadridge Internal Use Only

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Sequence #

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**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report
2. Notice & Proxy Statement

**How to View Online:**

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed above on or before **April 14, 2009**

**How To Vote**

Please Choose One of The Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12 Digit Control Number available and follow the instructions. Internal Use

Only

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

**Voting items**

**The Board of Directors recommends that you vote For the following.**

1. Election of Directors

**Nominees**

|    |               |    |                          |    |                       |    |                 |
|----|---------------|----|--------------------------|----|-----------------------|----|-----------------|
| 01 | David R. Haas | 02 | James R. Holland,<br>Jr. | 03 | Stephen L.<br>Lanning | 04 | Edward H. Meyer |
|----|---------------|----|--------------------------|----|-----------------------|----|-----------------|

**The Board of Directors recommends you vote FOR the following proposal(s).**

- 2 To approve the National CineMedia, Inc. 2009 Performance Bonus Plan.
- 3 To approve the National CineMedia, Inc. 2007 Equity Incentive Plan, as amended by the First and Second Amendments (the Equity Incentive Plan ).
- 4 To approve the use of Free Cash Flow as the performance measure for the vesting of certain restricted stock awards under the Equity Incentive Plan.
- 5 To ratify the appointment of Deloitte & Touche LLP as National CineMedia, Inc. s independent auditors for the 2009 fiscal year ending December 31, 2009.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

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**Reserved for Broadridge Internal Control Information**

**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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