

Cinemark Holdings, Inc.  
Form 8-K  
May 13, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): May 9, 2011  
Cinemark Holdings, Inc.  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33401**  
(Commission  
File Number)

**20-5490327**  
(IRS Employer  
Identification No.)

**3900 Dallas Parkway, Suite 500, Plano, Texas 75093**  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: **972.665.1000**  
**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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 240.14d-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.**

On May 9, 2011, Cinemark Holdings, Inc. ( *we* or the *Company* ) entered into an underwriting agreement (the *Underwriting Agreement* ) with Barclays Capital Inc. and Morgan Stanley & Co. Incorporated (the *Underwriters* ) and Madison Dearborn Capital Partners IV, L.P., The Mitchell Special Trust and Lee Roy Mitchell (the *Selling Stockholders* ). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholders agreed to sell an aggregate of 10,000,000 shares of the Company's common stock, par value \$0.001 per share (the *Common Stock* ), at a per share price to the public of \$20.80.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the complete copy of that agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 8.01 Other Events.**

On May 9, 2011, we issued a press release announcing the secondary offering of Common Stock by the Selling Stockholders. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On May 10, 2011, we issued a press release announcing the pricing of the secondary offering of Common Stock by the Selling Stockholders. A copy of this press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit No.</b> | <b>Exhibit Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated May 9, 2011, by and among Cinemark Holdings, Inc., Barclays Capital Inc., Morgan Stanley & Co. Incorporated, Madison Dearborn Capital Partners IV, L.P., The Mitchell Special Trust and Lee Roy Mitchell. |
| 99.1               | Press Release, dated May 9, 2011.   |
| 99.2               | Press Release, dated May 10, 2011.  |

SIGNATURE

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

CINEMARK HOLDINGS, INC.

By: /s/ Michael D. Cavalier

Name: Michael D. Cavalier

Title: Senior Vice President General  
Counsel

Date: May 13, 2011