

Cinemark Holdings, Inc.
Form 8-K
November 10, 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): November 8, 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On November 8, 2011, Cinemark Holdings, Inc. (*we* or the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Barclays Capital Inc. and Morgan Stanley & Co. LLC (the *Underwriters*) and Madison Dearborn Capital Partners IV, L.P. (the *Selling Stockholder*). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholder agreed to sell an aggregate of 10,203,708 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 \$20.12.

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 November 8, 2011, we issued a press release announcing the launch of the secondary offering of Common Stock by the Selling Stockholder. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On November 9, 2011, we issued a press release announcing the pricing of the secondary offering of Common Stock by the Selling Stockholder. 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.*

| Exhibit No. | Exhibit Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated November 8, 2011, by and among Cinemark Holdings, Inc., Barclays Capital Inc., Morgan Stanley & Co. LLC and Madison Dearborn Capital Partners IV, L.P. |
| 99.1 | Press Release, dated November 8, 2011. |
| 99.2 | Press Release, dated November 9, 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: November 10, 2011