
**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): June 15, 2009

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 7.01 Regulation FD Disclosure.

On June 15, 2009, Cinemark, Inc., our wholly-owned subsidiary (“*Cinemark Inc.*”), launched an offer to purchase for cash any and all of its 9 3/4% Senior Discount Notes (“*Notes*”) due 2014 (the “*Tender Offer*”). In connection with the Tender Offer, Cinemark Inc. is soliciting consents for certain proposed amendments to the indenture governing the Notes (the “*Consent Solicitation*”). The press release announcing the commencement of the Tender Offer and Consent Solicitation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

We are furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On June 15, 2009, we issued a press release announcing that Cinemark USA, Inc., our indirect wholly-owned subsidiary, plans to commence a private offering (the “*Note Offering*”) of \$470 million aggregate principal amount of senior notes due 2019 to eligible purchasers. The press release announcing the commencement of the Note Offering is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated June 15, 2009.
99.2	Press Release dated June 15, 2009.

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: June 15, 2009

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated June 15, 2009.
99.2	Press Release dated June 15, 2009.

**Cinemark, Inc. Commences Tender Offer and Consent Solicitation for its
9³/₄% Senior Discount Notes due 2014**

PLANO, TEXAS — Cinemark, Inc. (the “Company”) announced today that it has commenced a cash tender offer (the “Tender Offer”) for any and all of its 9³/₄% Senior Discount Notes due 2014 (CUSIP No. 17243RAB7), of which \$419,403,000 principal amount at maturity remains outstanding (the “Notes”). In conjunction with the Tender Offer, the Company is also soliciting consents (the “Consent Solicitation” and together with the Tender Offer, the “Offer”) to adopt proposed amendments to the indenture under which the Notes were issued that would eliminate substantially all restrictive covenants and certain event of default provisions. Any holder who tenders Notes pursuant to the Offer must also deliver a consent. The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated June 15, 2009 (the “Offer to Purchase”).

Holders who validly tender their Notes and deliver their consents at or prior to 5:00 p.m., New York City time, on June 26, 2009 (the “Consent Date”), unless extended, will be eligible to receive the Total Consideration. The “Total Consideration” pursuant to the Offer shall be \$1,048.75 for each \$1,000 principal amount at maturity of the Notes validly tendered at or prior to the Consent Date, and not validly withdrawn at or prior to the Consent Date, consisting of tender offer consideration of \$1,018.75 for each \$1,000 principal amount at maturity of the Notes (the “Tender Offer Consideration”) and a consent payment of \$30.00 for each \$1,000 principal amount at maturity of the Notes (the “Consent Payment”). Holders who validly tender their Notes after the Consent Date, but at or prior to 11:59 p.m., New York City time, on July 13, 2009 (the “Expiration Date”), will receive the Tender Offer Consideration but will not receive the Consent Payment. Holders of Notes who validly tender and do not validly withdraw their Notes pursuant to the Offer will also receive accrued and unpaid interest from the last interest payment date to, but not including, the applicable settlement date, payable on the applicable settlement date.

Holders who desire to tender their Notes must consent to the proposed amendments and holders may not deliver consents to the proposed amendments without tendering the related Notes. A Holder may not revoke its consent without withdrawing the Notes tendered pursuant to the Tender Offer. Holders may withdraw their tenders and revoke their consents at any time at or prior to 5:00 p.m., New York City time, on the Consent Date but not thereafter.

The Company’s obligation to accept for purchase and to pay for the Notes validly tendered and the consents validly delivered, and not validly withdrawn, pursuant to the Offer is subject to and conditioned upon the satisfaction of or, where applicable, the Company’s waiver of, certain conditions including (1) the tender of at least a majority in principal amount of the outstanding Notes at or prior to the Consent Date (and, thereby, obtaining the requisite consents for the proposed amendments to the indenture), (2) the consummation of the debt financing by Cinemark USA, Inc., a wholly-owned subsidiary of the Company, on terms satisfactory to

Cinemark USA, Inc., to finance the Offer and (3) certain other general conditions, each as described in more detail in the Offer to Purchase.

This announcement is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of tenders or consents with respect to, any Notes. The Offer is being made solely pursuant to the Offer to Purchase and related transmittal documents.

The Company has retained Barclays Capital Inc. to serve as sole Dealer Manager and Solicitation Agent and D.F. King & Co., Inc. to serve as Information Agent and Tender Agent for the Offer. Requests for documents may be directed to D.F. King & Co., Inc. by telephone at (888) 628-8208 (toll free) or (212) 269-5550 (collect), or in writing at 48 Wall Street, 22nd Floor, New York, NY 10005. Questions regarding the terms of the Offer should be directed to Barclays Capital Inc. at (800) 438-3242 (toll free) or (212) 528-7581 (collect), attention: Liability Management Group.

Forward-looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The "forward-looking statements" include our current expectations, assumptions, estimates and projections about our business and our industry. You can identify forward-looking statements by the use of words such as "may," "should," "could," "estimates," "predicts," "potential," "continue," "anticipates," "believes," "plans," "expects," "future" and "intends" and similar expressions which are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. In evaluating forward-looking statements, you should carefully consider the risks and uncertainties described in the "Risk Factors" section or other sections in the Company's Annual Report on Form 10-K filed March 13, 2009 and quarterly reports on Form 10-Q. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements and risk factors. Forward-looking statements contained in this press release reflect our view only as of the date of this press release. We undertake no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For further information, contact:

Robert Copple or Nikki Sacks

Phone: 972-665-1500

Fax: (972) 665-1003

Visit Cinemark's Website @ www.cinemark.com

**Cinemark USA, Inc. to Offer
\$470 Million of Senior Notes**

PLANO, TEXAS — Cinemark Holdings, Inc. announced today that its indirect wholly-owned subsidiary, Cinemark USA, Inc. (the “Company”), plans to commence a private offering to eligible purchasers of \$470 million of Senior Notes due 2019 (the “Notes”). The Notes will be guaranteed by all of the Company’s subsidiaries that guarantee the Company’s and the guarantors’ debt. Cinemark USA, Inc. intends to distribute a substantial portion of the proceeds of the proposed offering to Cinemark, Inc. to fund the repurchase of Cinemark, Inc.’s 9¾% senior discount notes due 2014 (the “Existing Discount Notes”) pursuant to a cash tender offer also announced today. Proceeds from the proposed offering will also be used to pay the related fees and expenses associated with this offering of notes and the aforementioned cash tender offer. The Company intends to use any remaining proceeds for general corporate purposes.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. The Company plans to offer and issue the Notes only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to persons outside the United States pursuant to Regulation S.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of any of these securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

Forward-looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The “forward-looking statements” include our current expectations, assumptions, estimates and projections about our business and our industry. You can identify forward-looking statements by the use of words such as “may,” “should,” “could,” “estimates,” “predicts,” “potential,” “continue,” “anticipates,” “believes,” “plans,” “expects,” “future” and “intends” and similar expressions which are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. All forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Forward-looking statements contained in this press release reflect our view only as of the date of this press release. We undertake no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

About Cinemark Holdings, Inc.

Headquartered in Plano, TX, Cinemark is a leader in the motion picture exhibition industry. As of March 31, 2009, Cinemark operates 420 theatres and 4,846 screens in 39 states in the United States and one Canadian province and internationally in 12 countries, including Brazil, Mexico, Chile, Colombia, Argentina, Peru, Ecuador, Honduras, El Salvador, Nicaragua, Costa Rica and Panama. For more information go to www.cinemark.com.

For further information, contact:

Robert Copple or Nikki Sacks

Phone: 972-665-1500

Fax: (972) 665-1003

Visit Cinemark's Website @ www.cinemark.com