
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 4, 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 2.02 Results of Operations and Financial Condition.

On November 4, 2011, we announced our financial results for the quarter ended September 30, 2011. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 4, 2011, we announced our financial results for the quarter ended September 30, 2011. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

On November 4, 2011, our board of directors declared a cash dividend in the amount of \$0.21 per share of common stock, payable on December 7, 2011 to the holders of common stock of record on November 18, 2011. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Exhibit Description</u> |
|--------------------|--|
| 99.1 | Earnings press release dated November 4, 2011. |

The information furnished pursuant to Items 2.02 and 7.01 of this Current Report on Form 8-K, including the exhibits, shall not be deemed to be incorporated by reference into any of our filings with the SEC under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing, and shall not be deemed to be "filed" with the SEC under the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 4, 2011



**CINEMARK HOLDINGS, INC. REPORTS RECORD REVENUE, ATTENDANCE
AND ADJUSTED EBITDA FOR Q3 2011 AND DECLARES QUARTERLY CASH DIVIDEND**

Plano, TX, November 4, 2011 — Cinemark Holdings, Inc. (NYSE: CNK), one of the largest motion picture exhibitors in the world, today reported results for the three and nine months ended September 30, 2011. Cinemark Holdings, Inc.'s revenues for the three months ended September 30, 2011 increased 14.2% to \$640.0 million from \$560.2 million for the three months ended September 30, 2010. For the three months ended September 30, 2011, admissions revenues increased 13.5% to \$417.1 million and concession revenues increased 14.5% to \$194.8 million. The increases were primarily related to a 5.6% increase in attendance, a 7.3% increase in average ticket price and an 8.5% increase in concession revenues per patron.

Adjusted EBITDA for the three months ended September 30, 2011 increased 23.3% to \$154.3 million from \$125.1 million for the three months ended September 30, 2010. Reconciliations of non-GAAP financial measures are provided in the financial schedules accompanying this press release.

Net income attributable to Cinemark Holdings, Inc. for the three months ended September 30, 2011 increased 40.8% to \$46.9 million compared to \$33.3 million for the three months ended September 30, 2010.

"Cinemark achieved all-time record quarterly performance for the 2011 third quarter, reporting our best-ever quarterly worldwide revenue, attendance and Adjusted EBITDA," stated Cinemark Holdings, Inc.'s Chief Executive Officer Alan Stock. "The 2011 third quarter was the highest-grossing North American box office period in history, which marks the second quarter in a row that the industry has set a record for box office performance. We are proud to have again extended Cinemark's box office outperformance streak, as Cinemark's domestic quarterly box office has now exceeded North American industry box office for twelve consecutive quarters and our international segment admissions revenue again outpaced our industry-leading domestic operations for the thirteenth consecutive quarter on a constant dollar basis."

Cinemark Holdings, Inc.'s revenues for the nine months ended September 30, 2011 increased 7.9% to \$1,743.7 million from \$1,616.2 million for the nine months ended September 30, 2010. During the nine months ended September 30, 2011, admissions revenues increased 6.7% to \$1,134.7 million and concession revenues increased 8.7% to \$530.8 million. The increases were primarily related to a 2.7% increase in attendance, a 3.8% increase in average ticket price and a 5.7% increase in concession revenues per patron.

Adjusted EBITDA for the nine months ended September 30, 2011 increased 9.4% to \$406.8 million from \$372.0 million for the nine months ended September 30, 2010. Reconciliations of non-GAAP financial measures are provided in the financial schedules accompanying this press release.

Net income attributable to Cinemark Holdings, Inc. for the nine months ended September 30, 2011 was \$112.3 million compared to \$108.1 million for the nine months ended September 30, 2010. Net income for the nine months ended September 30, 2011 included a loss on early retirement of debt of approximately \$4.9 million, before income taxes.

On September 30, 2011, the Company's aggregate screen count was 5,096. As of September 30, 2011, the Company had signed commitments to open seven new theatres with 60 screens by the end of 2011 and open 20 new theatres and 220 screens subsequent to 2011.

The Company's board of directors declared a cash dividend for its 2011 third quarter of \$0.21 per share of common stock. The dividend will be paid on December 7, 2011 to stockholders of record on November 18, 2011.

Conference Call/Webcast — Today at 8:30AM ET

Telephone: via 800/374-1346 or 706/679-3149 (for international callers).

Live Webcast/Replay: available live at www.cinemark.com in the [Investor Relations](#) section and archived for a limited time immediately following the call.

Call Replay: until November 8, 2011 via 855/259-2056 or 404/537-3406, passcode: 23035522

About Cinemark Holdings, Inc.

Cinemark is a leading domestic and international motion picture exhibitor, operating 448 theatres with 5,096 screens in 39 U.S. states, Brazil, Mexico and 11 other Latin American countries as of September 30, 2011. For more information go to www.cinemark.com.

Contacts:

Robert Copple — 972/665-1500

Robert Rinderman — Jaffoni & Collins — 212/835-8500 or CNK@jcir.com

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. They include statements relating to future revenues, expenses and profitability, the future development and expected growth of our business, projected capital expenditures, attendance at movies generally or in any of the markets in which we operate, the number or diversity of popular movies released and our ability to successfully license and exhibit popular films, national and international growth in our industry, competition from other exhibitors and alternative forms of entertainment and determinations in lawsuits in which we are defendants. 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 1, 2011 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.

Cinemark Holdings, Inc.
Financial and Operating Summary
(unaudited, in thousands, except per share amounts)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|------------|------------------------------------|--------------|
| | 2011 | 2010 | 2011 | 2010 |
| Statement of income data: | | | | |
| Revenues | | | | |
| Admissions | \$ 417,088 | \$ 367,662 | \$ 1,134,697 | \$ 1,063,737 |
| Concession | 194,794 | 170,130 | 530,828 | 488,464 |
| Other | 28,131 | 22,443 | 78,217 | 64,034 |
| Total revenues | 640,013 | 560,235 | 1,743,742 | 1,616,235 |
| Cost of operations | | | | |
| Film rentals and advertising | 225,431 | 200,495 | 613,204 | 582,864 |
| Concession supplies | 32,166 | 26,565 | 85,076 | 73,465 |
| Facility lease expense | 72,318 | 66,587 | 208,111 | 191,292 |
| Other theatre operating expenses | 132,793 | 121,133 | 366,304 | 342,794 |
| General and administrative expenses | 32,652 | 28,113 | 92,825 | 78,589 |
| Depreciation and amortization | 40,542 | 34,984 | 119,579 | 103,990 |
| Impairment of long-lived assets | 992 | 1,022 | 3,601 | 6,057 |
| Loss on sale of assets and other | 1,809 | 7,548 | 7,975 | 11,906 |
| Total cost of operations | 538,703 | 486,447 | 1,496,675 | 1,390,957 |
| Operating income | 101,310 | 73,788 | 247,067 | 225,278 |
| Interest expense (1) | (32,249) | (28,938) | (91,316) | (83,553) |
| Distributions from NCM | 5,108 | 4,263 | 16,530 | 15,541 |
| Loss on early retirement of debt | — | — | (4,945) | — |
| Other income | 2,816 | 647 | 8,289 | 5 |
| Income before income taxes | 76,985 | 49,760 | 175,625 | 157,271 |
| Income taxes | 29,337 | 15,877 | 61,646 | 45,918 |
| Net income | \$ 47,648 | \$ 33,883 | \$ 113,979 | \$ 111,353 |
| Less: Net income attributable to noncontrolling interests | 728 | 551 | 1,685 | 3,246 |
| Net income attributable to Cinemark Holdings, Inc. | \$ 46,920 | \$ 33,332 | \$ 112,294 | \$ 108,107 |
| Earnings per share attributable to Cinemark Holdings, Inc.'s common stockholders: | | | | |
| Basic | \$ 0.41 | \$ 0.29 | \$ 0.98 | \$ 0.96 |
| Diluted | \$ 0.41 | \$ 0.29 | \$ 0.98 | \$ 0.96 |
| Weighted average diluted shares outstanding | 113,298 | 112,516 | 113,170 | 111,764 |
| Other financial data: | | | | |
| Adjusted EBITDA (2) | \$ 154,273 | \$ 125,077 | \$ 406,770 | \$ 371,974 |

(1) Includes amortization of debt issue costs and excludes capitalized interest.

(2) Adjusted EBITDA is a non-GAAP financial measure. A reconciliation of Adjusted EBITDA to net income is provided in the financial schedules accompanying this press release.

| | As of September 30, 2011 | As of December 31, 2010 |
|---|--------------------------------|-------------------------------|
| Balance sheet data: | | |
| Cash and cash equivalents | \$ 511,395 | \$ 464,997 |
| Theatre properties and equipment, net | \$ 1,208,754 | \$ 1,215,446 |
| Total assets | \$ 3,458,188 | \$ 3,421,478 |
| Long-term debt, including current portion | \$ 1,574,437 | \$ 1,532,441 |
| Equity | \$ 1,029,601 | \$ 1,033,152 |

| | Three months ended September 30, | | Nine months ended September 30, | |
|------------------------------|-------------------------------------|--------|------------------------------------|---------|
| | 2011 | 2010 | 2011 | 2010 |
| Other operating data: | | | | |
| Attendance (patrons): | | | | |
| Domestic | 44,424 | 42,198 | 121,728 | 123,429 |
| International | 25,009 | 23,558 | 67,636 | 61,018 |
| Worldwide | 69,433 | 65,756 | 189,364 | 184,447 |

| | | | | |
|------------------------------------|---------|---------|---------|---------|
| Average ticket price (in dollars): | | | | |
| Domestic | \$ 6.47 | \$ 6.22 | \$ 6.51 | \$ 6.41 |
| International | \$ 5.20 | \$ 4.47 | \$ 5.07 | \$ 4.47 |
| Worldwide | \$ 6.01 | \$ 5.60 | \$ 5.99 | \$ 5.77 |

| | | | | |
|--|---------|---------|---------|---------|
| Concession revenues per patron (in dollars): | | | | |
| Domestic | \$ 3.13 | \$ 2.96 | \$ 3.15 | \$ 3.02 |
| International | \$ 2.23 | \$ 1.92 | \$ 2.18 | \$ 1.89 |
| Worldwide | \$ 2.81 | \$ 2.59 | \$ 2.80 | \$ 2.65 |

| | | | | |
|---|-------|-------|-------|-------|
| Average screen count (month end average): | | | | |
| Domestic | 3,861 | 3,845 | 3,840 | 3,833 |
| International | 1,184 | 1,077 | 1,148 | 1,072 |
| Worldwide | 5,045 | 4,922 | 4,988 | 4,905 |

Segment Information
(unaudited, in thousands)

| | Three months ended September 30, | | Nine months ended September 30, | |
|----------------------------|-------------------------------------|------------|------------------------------------|--------------|
| | 2011 | 2010 | 2011 | 2010 |
| Revenues | \$ 441,334 | \$ 400,277 | \$ 1,216,679 | \$ 1,199,856 |
| U.S. | \$ 441,334 | \$ 400,277 | \$ 1,216,679 | \$ 1,199,856 |
| International | 201,637 | 161,492 | 534,828 | 420,404 |
| Eliminations | (2,958) | (1,534) | (7,765) | (4,025) |
| Total revenues | \$ 640,013 | \$ 560,235 | \$ 1,743,742 | \$ 1,616,235 |
| Adjusted EBITDA (1) | | | | |
| U.S. | \$ 110,285 | \$ 87,778 | \$ 289,091 | \$ 273,731 |
| International | 43,988 | 37,299 | 117,679 | 98,243 |
| Total Adjusted EBITDA | \$ 154,273 | \$ 125,077 | \$ 406,770 | \$ 371,974 |
| Capital expenditures | | | | |
| U.S. | \$ 17,871 | \$ 11,564 | \$ 57,316 | \$ 47,571 |
| International | 23,010 | 19,733 | 68,867 | 40,685 |
| Total capital expenditures | \$ 40,881 | \$ 31,297 | \$ 126,183 | \$ 88,256 |

Reconciliation of Adjusted EBITDA
(unaudited, in thousands)

| | Three months ended | | Nine months ended | |
|--|--------------------|-------------------|-------------------|-------------------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Net income | \$ 47,648 | \$ 33,883 | \$ 113,979 | \$ 111,353 |
| Income taxes | 29,337 | 15,877 | 61,646 | 45,918 |
| Interest expense | 32,249 | 28,938 | 91,316 | 83,553 |
| Loss on early retirement of debt | — | — | 4,945 | — |
| Other income | (2,816) | (647) | (8,289) | (5) |
| Depreciation and amortization | 40,542 | 34,984 | 119,579 | 103,990 |
| Impairment of long-lived assets | 992 | 1,022 | 3,601 | 6,057 |
| Loss on sale of assets and other | 1,809 | 7,548 | 7,975 | 11,906 |
| Deferred lease expenses — theatres (2) | 832 | 847 | 1,944 | 2,398 |
| Deferred lease expenses — DCIP equipment (3) | 428 | 232 | 966 | 378 |
| Amortization of long-term prepaid rents (2) | 692 | 468 | 1,976 | 1,247 |
| Share based awards compensation expense (4) | 2,560 | 1,925 | 7,132 | 5,179 |
| Adjusted EBITDA (1) | <u>\$ 154,273</u> | <u>\$ 125,077</u> | <u>\$ 406,770</u> | <u>\$ 371,974</u> |

- (1) Adjusted EBITDA as calculated in the chart above represents net income before income taxes, interest expense, loss on early retirement of debt, other income, depreciation and amortization, impairment of long-lived assets, loss on sale of assets and other, changes in deferred lease expense, amortization of long-term prepaid rents and share based awards compensation expense. Adjusted EBITDA is a non-GAAP financial measure commonly used in our industry and should not be construed as an alternative to net income as an indicator of operating performance or as an alternative to cash flow provided by operating activities as a measure of liquidity (as determined in accordance with GAAP). Adjusted EBITDA may not be comparable to similarly titled measures reported by other companies. We have included Adjusted EBITDA because we believe it provides management and investors with additional information to measure our performance and liquidity, estimate our value and evaluate our ability to service debt. In addition, we use Adjusted EBITDA for incentive compensation purposes.
- (2) Non-cash expense included in facility lease expense.
- (3) Non-cash expense included in other theatre operating expenses.
- (4) Non-cash expense included in general and administrative expenses.