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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Cinemark Holdings, Inc.**

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(Name of Issuer)

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Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

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17243V102  
(CUSIP Number)

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December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAME OF REPORTING PERSONS:  Lee Roy Mitchell	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  US	
NUMBER OF SHARES BENEFICIALLY OWNED BY  EACH REPORTING PERSON  WITH	<b>5</b>	SOLE VOTING POWER  13,122,845
	<b>6</b>	SHARED VOTING POWER  0
	<b>7</b>	SOLE DISPOSITIVE POWER  13,122,845
	<b>8</b>	SHARED DISPOSITIVE POWER  0
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  13,122,845	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  12.1%	
<b>12</b>	TYPE OF REPORTING PERSON*  IN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

\*\*SEE ITEM 4(b).

<b>1</b>	NAME OF REPORTING PERSONS:  Gary Witherspoon, Co Trustee, The Mitchell Special Trust	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  US	
NUMBER OF SHARES BENEFICIALLY OWNED BY  EACH REPORTING PERSON  WITH	<b>5</b>	SOLE VOTING POWER  6,419,095
	<b>6</b>	SHARED VOTING POWER  0
	<b>7</b>	SOLE DISPOSITIVE POWER  6,419,095
	<b>8</b>	SHARED DISPOSITIVE POWER  0
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  6,419,095	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input checked="" type="checkbox"/> 2,500 shares owned by the reporting person on his own behalf	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.9%	
<b>12</b>	TYPE OF REPORTING PERSON  IN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

\*\*SEE ITEM 4(a).

<b>1</b>	NAME OF REPORTING PERSONS:  The Mitchell Special Trust	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY  EACH REPORTING PERSON  WITH	<b>5</b>	SOLE VOTING POWER  6,419,095
	<b>6</b>	SHARED VOTING POWER  0
	<b>7</b>	SOLE DISPOSITIVE POWER  6,419,095
	<b>8</b>	SHARED DISPOSITIVE POWER  0
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  6,419,095	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  5.9%	
<b>12</b>	TYPE OF REPORTING PERSON*  OO	

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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**Item 1(a)**      **Name of Issuer:** Cinemark Holdings, Inc.

**Item 1(b)**      **Address of issuer's principal executive offices.**  
3900 Dallas Parkway, Suite 500  
Plano, Texas 75093

**Item 2(a)**      **Name of Person Filing.**  
Lee Roy Mitchell  
Gary Witherspoon, Co Trustee, The Mitchell Special Trust  
The Mitchell Special Trust

**Item 2(b)**      **Address or Principal Business Office.**  
Lee Roy Mitchell  
3900 Dallas Parkway, Suite 500  
Plano, TX 75093  
Gary Witherspoon  
12400 Coit Road, Suite 800  
Dallas, TX 75251  
The Mitchell Special Trust  
12400 Coit Road, Suite 800  
Dallas, TX 75251

**Item 2(c)**      **Citizenship or Place of Organization.**  
Lee Roy Mitchell: United States Citizen  
Gary Witherspoon: United States Citizen  
The Mitchell Special Trust: Texas

**Item 2(d)**      **Title of Class of Securities.**  
Common Stock, par value \$.001 per share.

**Item 2(e)**      **CUSIP No.**  
17243V102

**Item 3**          Not Applicable

**Item 4**          **Ownership.**

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(a) Amount Beneficially Owned:

- (i) Lee Roy Mitchell may be deemed to beneficially own 13,122,845 shares of Cinemark Holdings, Inc.'s common stock, which includes 6,419,095 shares directly held by The Mitchell Special Trust. Lee Roy Mitchell is a co-trustee of The Mitchell Special Trust.
- (ii) Gary Witherspoon, a co-trustee of The Mitchell Special Trust, may be deemed to beneficially own 6,419,095 shares of Cinemark Holdings, Inc.'s common stock.
- (iii) The Mitchell Special Trust may be deemed to beneficially own 6,419,095 shares of Cinemark Holdings, Inc. common stock.

The filing of this Schedule 13G shall not be construed as an admission that either Lee Roy Mitchell or Gary Witherspoon is, for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any of the shares of common stock held by The Mitchell Special Trust. Pursuant to Rule 13d-4, each of Lee Roy Mitchell and Gary Witherspoon disclaim all such beneficial ownership in the shares of common stock held by The Mitchell Special Trust.

(b) Percent of Class

- (i) Lee Roy Mitchell: 12.1%
- (ii) Gary Witherspoon: 5.9%
- (iii) The Mitchell Special Trust: 5.9%

This percentage is determined by dividing the number of shares of common stock beneficially owned by each of Lee Roy Mitchell, Gary Witherspoon, as co trustee of The Mitchell Special Trust and The Mitchell Special Trust by 108,434,877, the number of shares of common stock issued and outstanding as of October 31, 2008, as provided by Cinemark Holdings, Inc. in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission for the quarterly period ended September 30, 2008 (filed on November 10, 2008).

(c) No. of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

- (1) Lee Roy Mitchell: 13,122,845
- (2) Gary Witherspoon: 6,419,095
- (3) The Mitchell Special Trust: 6,419,095

(ii) Shared power to vote or to direct the vote:

- (i) Lee Roy Mitchell: 0
- (ii) Gary Witherspoon: 0
- (iii) The Mitchell Special Trust: 0

(iii) Sole power to dispose or to direct the disposition of:

- (i) Lee Roy Mitchell: 13,122,845
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- (ii) Gary Witherspoon: 6,419,095
- (iii) The Mitchell Special Trust: 6,419,095
- (iv) Shared power to dispose or to direct the disposition of:
  - (i) Lee Roy Mitchell: 0
  - (ii) Gary Witherspoon: 0
  - (iii) The Mitchell Special Trust: 0

**Item 5 Ownership of 5 Percent or Less of a Class.**

Not Applicable

**Item 6 Ownership of More than 5 Percent on Behalf of Another Person.**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary.**

Not Applicable

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable

**Item 9 Notice of Dissolution of a Group.**

Not Applicable

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits** Exhibit I: Joint Filing Agreement by and among Lee Roy Mitchell, Gary Witherspoon and The Mitchell Special Trust.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2009

By: /s/ Lee Roy Mitchell  
Lee Roy Mitchell

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of  
The Mitchell Special Trust

The Mitchell Special Trust

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of  
The Mitchell Special Trust



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to securities of Cinemark Holdings, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 16, 2009.

By: /s/ Lee Roy Mitchell  
Lee Roy Mitchell

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of  
The Mitchell Special Trust

The Mitchell Special Trust

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of  
The Mitchell Special Trust