

**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): **August 5, 2014**

**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 2.02 Results of Operations and Financial Condition.**

On August 5, 2014, we announced our financial results for the quarter ended June 30, 2014. 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 August 5, 2014, we announced our financial results for the quarter ended June 30, 2014. 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.*

Exhibit No.	Exhibit Description
99.1	Earnings press release dated August 5, 2014.

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: Executive Vice President - General Counsel

Date: August 5, 2014



## CINEMARK HOLDINGS, INC. REPORTS RESULTS FOR Q2 2014

Plano, TX, August 5, 2014 — Cinemark Holdings, Inc. (NYSE: CNK), one of the largest motion picture exhibitors in the world, today reported results for the three and six months ended June 30, 2014.

Cinemark Holdings, Inc.'s total revenues for the three months ended June 30, 2014 were \$717.9 million. For the three months ended June 30, 2014, admissions revenues were \$455.7 million and concession revenues were \$226.5 million. Average ticket price increased 2.1% to \$6.46 and concession revenues per patron increased 2.9% to \$3.21 during the three months ended June 30, 2014.

Adjusted EBITDA for the three months ended June 30, 2014 was \$169.4 million compared to \$178.0 million for the three months ended June 30, 2013. 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 June 30, 2014 was approximately \$71.7 million compared to \$20.3 million for the three months ended June 30, 2013. Diluted earnings per share for the three months ended June 30, 2014 was \$0.62 compared to \$0.18 for the three months ended June 30, 2013. Net income for the three months ended June 30, 2013 included a loss on early retirement of debt of approximately \$72.3 million, before income taxes.

"The second quarter of 2014 was up against a record-breaking 2013," stated Tim Warner, Cinemark's Chief Executive Officer. "Regardless of the difficult comparisons of prior year, Cinemark's second quarter worldwide admissions revenues outperformed the North American industry by approximately 460 basis points, marking 21 out of 22 consecutive quarters of outperformance on a currency adjusted basis."

Cinemark Holdings, Inc.'s revenues for the six months ended June 30, 2014 increased 3.7% to \$1,320.2 million from \$1,273.4 million for the six months ended June 30, 2013. During the six months ended June 30, 2014, admissions revenues increased 2.8% to \$836.6 million and concession revenues increased 4.6% to \$419.5 million. Average ticket price increased 1.9% to \$6.34 and concession revenues per patron increased 3.6% to \$3.18 during the six months ended June 30, 2014.

Adjusted EBITDA for the six months ended June 30, 2014 was \$297.9 million compared to \$294.3 million for the six months ended June 30, 2013. 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 six months ended June 30, 2014 was \$107.2 million compared to \$52.9 million for the six months ended June 30, 2013. Diluted earnings per share for the six months ended June 30, 2014 was \$0.93 compared to \$0.46 for the six months ended June 30, 2013. Net income for the six months ended June 30, 2013 included a loss on early retirement of debt of approximately \$72.3 million, before income taxes.

On June 30, 2014, the Company's aggregate screen count was 5,609. As of June 30, 2014, the Company had signed commitments to open nine new theatres and 96 screens by the end of 2014 and open 14 new theatres with 134 screens subsequent to 2014.

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

**Telephone:** via 888-755-8910 or 706-679-3149 (for international callers).

**Live Webcast/Replay:** Available live at [investors.cinemark.com](http://investors.cinemark.com). A replay will be available following the call and archived for a limited time.

### **About Cinemark Holdings, Inc.**

Cinemark is a leading domestic and international motion picture exhibitor, operating 488 theatres with 5,609 screens in 40 U.S. states, Brazil, Argentina and 11 other Latin American countries as of June 30, 2014. For more information go to [investors.cinemark.com](http://investors.cinemark.com).

### **Financial Contact:**

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### **Media Contact:**

James Meredith — 972-665-1060 or [jmeredith@cinemark.com](mailto:jmeredith@cinemark.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 February 28, 2014 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)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
<b>Statement of income data:</b>				
<b>Revenues</b>				
Admissions	\$ 455,726	\$ 464,483	\$ 836,640	\$ 813,897
Concession	226,417	228,746	419,440	401,142
Other	35,720	32,393	64,063	58,356
<b>Total revenues</b>	<b>717,863</b>	<b>725,622</b>	<b>1,320,143</b>	<b>1,273,395</b>
<b>Cost of operations</b>				
Film rentals and advertising	249,198	257,435	449,855	437,427
Concession supplies	35,336	37,021	65,389	65,021
Facility lease expense	80,647	76,124	159,004	145,742
Other theatre operating expenses	148,512	143,445	288,795	270,666
General and administrative expenses	39,717	40,546	79,089	78,325
Depreciation and amortization	43,881	38,734	86,377	77,766
Impairment of long-lived assets	430	1,101	784	1,945
(Gain) loss on sale of assets and other	3,276	(2,801)	6,129	(3,143)
<b>Total cost of operations</b>	<b>600,997</b>	<b>591,605</b>	<b>1,135,422</b>	<b>1,073,749</b>
<b>Operating income</b>	<b>116,866</b>	<b>134,017</b>	<b>184,721</b>	<b>199,646</b>
Interest expense <sup>(1)</sup>	(28,286)	(34,458)	(56,766)	(67,064)
Distributions from NCM	1,180	1,693	10,677	7,796
Loss on early retirement of debt	—	(72,302)	—	(72,302)
Other income	6,455	609	14,141	5,163
<b>Income before income taxes</b>	<b>96,215</b>	<b>29,559</b>	<b>152,773</b>	<b>73,239</b>
Income taxes	24,081	8,722	44,943	19,340
<b>Net income</b>	<b>\$ 72,134</b>	<b>\$ 20,837</b>	<b>\$ 107,830</b>	<b>\$ 53,899</b>
Less: Net income attributable to noncontrolling interests	403	572	656	1,040
<b>Net income attributable to Cinemark Holdings, Inc.</b>	<b>\$ 71,731</b>	<b>\$ 20,265</b>	<b>\$ 107,174</b>	<b>\$ 52,859</b>
<b>Earnings per share attributable to Cinemark Holdings, Inc.'s common stockholders:</b>				
Basic	\$ 0.62	\$ 0.18	\$ 0.93	\$ 0.46
Diluted	\$ 0.62	\$ 0.18	\$ 0.93	\$ 0.46
<b>Weighted average diluted shares outstanding</b>	<b>114,961</b>	<b>114,387</b>	<b>114,814</b>	<b>114,210</b>
<b>Other financial data:</b>				
Adjusted EBITDA <sup>(2)</sup>	\$ 169,355	\$ 178,024	\$ 297,910	\$ 294,280

(1) Includes amortization of debt issue costs.

(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 June 30, 2014		As of December 31, 2013	
	<b>Balance sheet data:</b>			
Cash and cash equivalents	\$ 578,141	\$ 599,929	\$ 1,445,626	\$ 1,427,190
Theatre properties and equipment, net	\$ 4,116,472	\$ 4,144,163	\$ 1,827,833	\$ 1,832,800
Total assets	\$ 1,156,421	\$ 1,102,417	\$ 1,156,421	\$ 1,102,417
Long-term debt, including current portion	\$ 1,156,421	\$ 1,102,417	\$ 1,156,421	\$ 1,102,417
Equity	\$ 1,156,421	\$ 1,102,417	\$ 1,156,421	\$ 1,102,417
<b>Other operating data:</b>				
<b>Attendance (patrons):</b>				
Domestic	46,452	46,889	87,052	81,557
International	24,036	26,463	44,954	49,214
Worldwide	70,488	73,352	132,006	130,771
<b>Average ticket price (in dollars):</b>				
Domestic	\$ 7.20	\$ 7.16	\$ 7.09	\$ 6.99
International	\$ 5.04	\$ 4.85	\$ 4.88	\$ 4.95
Worldwide	\$ 6.46	\$ 6.33	\$ 6.34	\$ 6.22
<b>Concession revenues per patron (in dollars):</b>				
Domestic	\$ 3.67	\$ 3.50	\$ 3.63	\$ 3.46
International	\$ 2.33	\$ 2.43	\$ 2.30	\$ 2.42
Worldwide	\$ 3.21	\$ 3.12	\$ 3.18	\$ 3.07
<b>Average screen count (month end average):</b>				
Domestic	4,452	4,181	4,457	4,068

International	1,145	1,349	1,133	1,341
Worldwide	5,597	5,530	5,590	5,409

**Segment Information**  
(unaudited, in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
<b>Revenues</b>				
U.S.	\$ 524,485	\$ 517,109	\$ 969,405	\$ 883,472
International	196,881	211,879	357,073	396,072
Eliminations	(3,503)	(3,366)	(6,335)	(6,149)
Total revenues	<u>\$ 717,863</u>	<u>\$ 725,622</u>	<u>\$ 1,320,143</u>	<u>\$ 1,273,395</u>
<b>Adjusted EBITDA <sup>(1)</sup></b>				
U.S.	\$ 120,871	\$ 128,697	\$ 214,411	\$ 208,775
International	48,484	49,327	83,499	85,505
Total Adjusted EBITDA	<u>\$ 169,355</u>	<u>\$ 178,024</u>	<u>\$ 297,910</u>	<u>\$ 294,280</u>
<b>Capital expenditures</b>				
U.S.	\$ 30,483	\$ 29,631	\$ 60,795	\$ 35,787
International	19,274	23,868	41,768	54,601
Total capital expenditures	<u>\$ 49,757</u>	<u>\$ 53,499</u>	<u>\$ 102,563</u>	<u>\$ 90,388</u>

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**Reconciliation of Adjusted EBITDA**  
(unaudited, in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
Net income	\$ 72,134	\$ 20,837	\$ 107,830	\$ 53,899
Income taxes	24,081	8,722	44,943	19,340
Interest expense	28,286	34,458	56,766	67,064
Loss on early retirement of debt	—	72,302	—	72,302
Other income	(6,455)	(609)	(14,141)	(5,163)
Depreciation and amortization	43,881	38,734	86,377	77,766
Impairment of long-lived assets	430	1,101	784	1,945
(Gain) loss on sale of assets and other	3,276	(2,801)	6,129	(3,143)
Deferred lease expenses - theatres <sup>(2)</sup>	485	191	1,040	59
Deferred lease expenses — DCIP equipment <sup>(3)</sup>	(236)	1,022	808	2,044
Amortization of long-term prepaid rents <sup>(2)</sup>	407	729	785	1,379
Share based awards compensation expense <sup>(4)</sup>	3,066	3,338	6,589	6,788
Adjusted EBITDA <sup>(1)</sup>	<u>\$ 169,355</u>	<u>\$ 178,024</u>	<u>\$ 297,910</u>	<u>\$ 294,280</u>

<sup>(1)</sup> 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, (gain) 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.

<sup>(2)</sup> Non-cash expense included in facility lease expense.

<sup>(3)</sup> Non-cash expense included in other theatre operating expenses.

<sup>(4)</sup> Non-cash expense included in general and administrative expenses.

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