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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): March 4, 2021**

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**Cinemark Holdings, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33401**  
(Commission  
File Number)

**20-5490327**  
(IRS Employer  
Identification No.)

**3900 Dallas Parkway, 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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock	CNK	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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## 8.01 Other Events.

### *Tender Offer*

On March 4, 2021, Cinemark Holdings, Inc. (“Cinemark Holdings,” “we,” “us” and “our”) issued a press release announcing that Cinemark USA, Inc. (“Cinemark USA”), a wholly-owned subsidiary of Cinemark Holdings, has commenced a cash tender offer to purchase any and all of Cinemark USA’s outstanding 5.125% Senior Notes due 2025. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”) and incorporated herein by reference.

### *Announcement of Notes Offering*

On March 4, 2021, Cinemark Holdings issued a press release announcing that Cinemark USA plans to commence a private offering of \$405 million aggregate principal amount of senior notes due 2026 (the “Notes”), that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to eligible purchasers. The Notes and related guarantees are being offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States to certain non-U.S. persons in reliance on the exemption from registration set forth in Regulation S under the Securities Act (the “Notes Offering”). A copy of the press release is being filed as Exhibit 99.2 to this Report and is incorporated herein by reference.

The Notes and related guarantees are not and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction, and the Notes and related guarantees may not be offered or sold in the United States without registration or an applicable exemption from such registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign securities laws. This Report shall not constitute an offer to sell or the solicitation of an offer to buy, any securities, nor shall there be any sales of the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

### *Information Included in the Offering Memorandum*

Cinemark Holdings is supplementing the risk factors described in Part I, Item 1A of Cinemark Holdings’ Annual Report on Form 10-K for the year ended December 31, 2020 (the “Form 10-K”) with the risk factors below, each of which Cinemark USA included in a preliminary offering memorandum, dated March 4, 2021, in connection with the Notes Offering described herein (the “Offering Memorandum”). The information in this Report should be read in conjunction with the risk factors described in the Form 10-K and the information under the “Cautionary Statement Regarding Forward-Looking Statements” in the Form 10-K, as modified hereby.

*The following risk factors were included in the Offering Memorandum:*

#### ***Changes in privacy laws could adversely affect our ability to market our products effectively.***

We rely on a variety of direct and indirect (through various third parties) marketing techniques. Any expansion on existing and/or new laws and regulations regarding marketing, solicitation or data protection could adversely affect the continuing effectiveness of our marketing techniques and could result in changes to our marketing strategy which could adversely impact our attendance levels and revenues.

#### ***We are subject to complex taxation and could be subject to changes in our tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.***

We are subject to many different forms of taxation both in the U.S. and in the foreign jurisdictions where we operate. The tax authorities may not agree with the determinations that we made and such disagreements could result in lengthy legal disputes and, ultimately, in the payment of substantial amounts for tax, interest and penalties, which could have a material impact on our results. Additionally, current economic and political conditions make tax rates in any jurisdiction, including the U.S., subject to significant change. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation. If our effective tax rates were to increase, or if the ultimate determination of the taxes we owed in the U.S. or foreign jurisdictions is for an amount in excess of amounts previously accrued, our operating results, cash flows, and financial condition could be adversely affected.

***Our ability to use our net operating loss carryforwards and carrybacks may be limited.***

Our net operating losses, or NOLs, could expire unused and be unavailable to offset future and past income tax liabilities because of their limited duration or because of restrictions under or future changes to U.S. tax law.

The Tax Act as modified by the CARES Act, among other things, includes changes to the rules governing the use of NOLs. NOLs arising in tax years beginning after December 31, 2017 are subject to an 80% of current taxable income limitation (as calculated before taking the NOLs into account) for tax years beginning after December 31, 2020. In addition, NOLs arising in tax years 2018, 2019, and 2020 are subject to a five-year carryback and indefinite carryforward. NOLs arising in tax years beginning after December 31, 2020 also are subject to indefinite carryforward but cannot be carried back. Our NOLs may also be subject to limitations in other jurisdictions. For example, California recently enacted legislation suspending the use of NOLs for taxable years 2020, 2021, and 2022 for many taxpayers and the carryforward period for CA is 20 years.

We have filed federal claims for refunds totaling \$200.9 million based on the carryback of NOLs arising in tax years 2018 and 2019. We plan to file additional carryback claims in 2021 for losses sustained in 2020. We are aware that some legislators are considering proposing the elimination of the five-year carryback rule on a retroactive basis. If such a proposal became law on a retroactive basis, it could have a material adverse effect on our cash reserves.

In addition, it is possible that we will not generate taxable income in time to use all of our state or international NOLs before their expiration. It is also possible that our ability to use our NOLs to reduce future taxable income and liabilities may be subject to annual limitations as a result of ownership changes that may occur in the future. Under Section 382 of the Internal Revenue Code of 1986, as amended, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change NOLs to offset its post-change income may be limited. In general, an “ownership change” will occur if there is a cumulative change in our ownership by “5-percent shareholders” that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#"><u>Press Release dated March 4, 2021, announcing the tender offer by Cinemark USA.</u></a>
99.2	<a href="#"><u>Press Release dated March 4, 2021, announcing the notes offering by Cinemark USA.</u></a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document).

***Forward-looking Statements***

*This Report 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 and speak only as of the date hereof. The “forward-looking statements” include our current expectations, assumptions, estimates and projections about our business and our industry. They include statements relating to the tender offer, the source of funds for the tender offer, the proposed offering, the anticipated use of proceeds, 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*

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*“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 and uncertainties, some of which are beyond our control and difficult to predict, including, among others, the impacts of COVID-19. Such risks and uncertainties 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, or incorporated by reference to, Cinemark Holdings’s Annual Report on Form 10-K filed February 26, 2021. 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. These forward-looking statements speak only as of the date hereof and 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.*

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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.

Date: March 4, 2021

By: /s/ Michael D. Cavalier

Name: Michael D. Cavalier

Title: Executive Vice President - General Counsel and Secretary



For Immediate Release

News Announcement

**Cinemark USA, Inc. Announces Commencement of Cash Tender Offer for Any and All of Cinemark USA, Inc.'s 5.125% Senior Notes due 2022**

PLANO, Texas – March 4, 2021— Cinemark Holdings, Inc. (NYSE:CNK) (the “Company”) announced today that its wholly-owned subsidiary, Cinemark USA, Inc. (“Cinemark USA”), has commenced a cash tender offer to purchase any and all of Cinemark USA’s 5.125% Senior Notes due 2022 (the “notes”). As of March 4, 2021, Cinemark USA had \$400,000,000 aggregate principal amount of notes outstanding.

The tender offer is being made pursuant to an offer to purchase and a related letter of transmittal, each dated as of March 4, 2021, and a notice of guaranteed delivery. The tender offer will expire at 5:00 p.m., New York City time, on March 11, 2021, unless extended or earlier terminated as described in the offer to purchase (such time and date, as they may be extended, the “Expiration Time”).

Holders of the notes who validly tender (and do not validly withdraw) their notes prior to the Expiration Time, or who deliver to the tender agent and information agent a properly completed and duly executed notice of guaranteed delivery in accordance with the instructions described in the offer to purchase, will be eligible to receive total cash consideration of \$1,002.70 per \$1,000 principal amount of notes, plus any accrued and unpaid interest up to, but not including, the settlement date, which is expected to occur on March 16, 2021. Tendered notes may be withdrawn at any time at or prior to the Expiration Time. Cinemark USA reserves the right to terminate, withdraw or amend the tender offer at any time, subject to applicable law.

The tender offer is subject to the satisfaction or waiver of certain conditions, including Cinemark USA’s completion of one more or more debt financing transactions in an amount that is sufficient to fund the purchase of the notes validly tendered and accepted for purchase pursuant to the tender offer and to pay all fees and expenses associated with such financing and the tender offer. The tender offer is not conditioned on any minimum amount of notes being tendered.

The tender offer is being made pursuant to the terms and conditions contained in the offer to purchase, related letter of transmittal and notice of guaranteed delivery, copies of which may be obtained from D.F. King & Co., Inc., the information agent for the offer, by telephone at (800) 317-8033 (toll-free) or for banks and brokers, at (212) 232-3233 (Banks and Brokers only), by e-mail at [cnk@dfking.com](mailto:cnk@dfking.com) or at the following web address: [www.dfking.com/cinemark](http://www.dfking.com/cinemark)

Persons with questions regarding the tender offer should contact the dealer manager: Wells Fargo Securities, LLC, Collect: (704) 410-4756, Toll-Free by telephone at (866) 309-6316.

None of the Company, Cinemark USA, the dealer manager, the tender offer agent, the information agent or the trustee for the notes, or any of their respective affiliates, is making any recommendation as to whether holders should tender any notes in response to the tender offer. Holders must make their own decision as to whether to tender any of their notes and, if so, the principal amount of notes to tender.

This press release is not an offer to purchase or a solicitation of an offer to sell any securities, and does not constitute a redemption notice for any securities. The tender offer is being made solely by means of the offer to purchase and the related letter of transmittal.

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**About Cinemark:**

Headquartered in Plano, TX, Cinemark (NYSE: CNK) is one of the largest and most influential movie theatre companies in the world. Cinemark's circuit, comprised of various brands that also include Century, Tinseltown and Rave, operates 531 theatres with 5,958 screens in 42 states domestically and 15 countries throughout South and Central America. Cinemark consistently provides an extraordinary guest experience from the initial ticket purchase to the closing credits, including Movie Club, the first U.S. exhibitor-launched subscription program; the highest Luxury Lounger recliner seat penetration among the major players; XD - the No. 1 exhibitor-brand premium large format; and expansive food and beverage options to further enhance the movie-going experience.

**Contact:**

Chanda Brashears  
VP Investor Relations and Corporate Communications  
(972) 665-1671  
cbrashears@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 and speak only as of the date hereof. The "forward-looking statements" include our current expectations, assumptions, estimates and projections about our business and our industry. They include statements relating to the tender offer, the source of funds for the tender offer, 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 and uncertainties, some of which are beyond our control and difficult to predict, including, among others, the impacts of COVID-19. Such risks and uncertainties 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, or incorporated by reference to, Cinemark Holdings's Annual Report on Form 10-K filed February 26, 2021. 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. These forward-looking statements speak only as of the date hereof and 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 Immediate Release

News Announcement

### Cinemark USA, Inc. Announces Launch of \$405 Million Senior Notes

PLANO, Texas – March 4, 2021— Cinemark Holdings, Inc. (NYSE:CNK) announced today that its wholly-owned subsidiary, Cinemark USA, Inc. (“Cinemark USA”), plans to commence a private offering (the “Offering”) that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to eligible purchasers of \$405 million aggregate principal amount of senior notes due 2026 (the “Notes”).

The Notes will be guaranteed by certain of Cinemark USA’s subsidiaries that guarantee, assume or in any other manner become liable with respect to any of Cinemark USA’s or any guarantor’s other debt. The Notes and the guarantees will be Cinemark USA’s and the guarantors’ senior unsecured obligations and will rank equally in right of payment with Cinemark USA’s and the guarantors’ existing and future senior debt. Cinemark USA intends to use the net proceeds of the proposed Offering, together with cash on hand, to fund a cash tender offer (the “Tender Offer”) to purchase any and all of Cinemark USA’s 5.125% Senior Notes (the “5.125% Notes”), to redeem any of the 5.125% Notes that remain outstanding after the Tender Offer, and to pay related fees and expenses. This press release is not an offer to purchase or a solicitation of an offer to sell any securities, and does not constitute a redemption notice for any securities. The Tender Offer is being made solely by means of an offer to purchase and related letter of transmittal.

The Notes and the related guarantees will be offered and sold only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Securities Act. The Notes and the related guarantees have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction, and the Notes may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy any securities, nor shall there be any sales of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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