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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): February 15, 2023

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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, par value \$0.001 per share	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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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 15, 2023, Lee Roy Mitchell, the founder of Cinemark Holdings, Inc., a Delaware corporation (the “Company”), and a Class III Director, with a term expiring at the Company’s 2025 Annual Meeting of Stockholders, tendered his resignation from his position on the Company’s Board of Directors (the “Board”), effective immediately. Lee Roy Mitchell’s resignation is not the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

Under the Director Nomination Agreement, dated as of April 9, 2007, by and among the Company and certain stockholders (the “Director Nomination Agreement”), the Mitchell Investors (as defined in the Director Nomination Agreement) have a right to designate two nominees to the Board, pursuant to which the Mitchell Investors had previously designated Lee Roy Mitchell as one of their nominees. As a result of Lee Roy Mitchell’s resignation, the Mitchell Investors designated Kevin Mitchell pursuant to the Director Nomination Agreement to fill the vacancy on the Board left by Lee Roy Mitchell’s resignation. On February 15, 2023, the Board appointed Kevin Mitchell to fill such vacancy, effective immediately, as a Class III Director, with a term expiring at the Company’s 2025 Annual Meeting of Stockholders. Kevin Mitchell was not appointed to serve on any committees of the Board in connection with his initial appointment as a director. Kevin Mitchell is the son of Lee Roy Mitchell, who directly and indirectly owns approximately 8.5% of the Company’s common stock, par value \$0.001 per share, as of February 15, 2023. The Company’s related party transactions with Lee Roy Mitchell are described under the caption “Certain Relationships and Related Party Transactions” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 6, 2022 (the “Proxy Statement”), which is incorporated by reference herein.

Kevin Mitchell has been involved in theatrical exhibition for over 35 years. He founded and served as CEO of ShowBiz Cinemas, a bowling, movies and more concept with operations in Texas, Oklahoma, Florida and Wyoming, prior to selling his interest in the company in December of 2021. Kevin Mitchell has also served on multiple Boards of Directors, including former Chairman of the Board for Variety the Children’s Charity of Texas, as an Advisory Board Member for National Association of Theatre Owners (NATO) and Will Rogers Motion Picture Pioneers Foundation, as well as a Board Member for Chuck Norris’ Kickstart Kids.

As a non-employee director of the Company, Kevin Mitchell will participate in the Company’s compensation program for non-employee directors described under the caption “Director Compensation” in the Proxy Statement.

Except with respect to the Director Nomination Agreement described above, there are no other arrangements or understandings between Kevin Mitchell and any other person pursuant to which Kevin Mitchell was appointed to serve on the Board. There are no family relationships between Kevin Mitchell and any other director or executive officer of the Company.

The foregoing description of the Director Nomination Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Director Nomination Agreement (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K, File No. 001-33401, filed May 3, 2007).

**Item 7.01      Regulation FD Disclosure.**

A copy of the Company’s press release announcing the resignation of Lee Roy Mitchell from his position on the Board and the Board’s appointment of Kevin Mitchell to fill Lee Roy Mitchell’s vacancy on the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release dated February 15, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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: February 21, 2023

By: /s/ Michael D. Cavalier  
Name: Michael D. Cavalier  
Title: Executive Vice President – General Counsel and  
Business Affairs & Secretary

**For Immediate Release****Cinemark Founder, Lee Roy Mitchell, Retiring from the Company's Board of Directors*****Kevin Mitchell named as Mitchell Investors Board designee***

Plano, Texas (February 15, 2023) – Cinemark Holdings, Inc. (NYSE: CNK), one of the world's largest and most influential movie theater companies, announced that founder Lee Roy Mitchell, 85, stepped down from the Company's Board of Directors following a highly influential tenure spanning nearly 40 years. Lee Roy served on the Board since its inception and transitioned from Executive Chairman to member of the Board in 2022.

Lee Roy and his wife, Tandy, founded Cinemark in 1984 and grew it to a global company with nearly 6,000 screens across 16 countries. Lee Roy served as Cinemark's Chief Executive Officer until 2006 and then transitioned to Executive Chairman, a position he held until 2022. Over the years, Lee Roy's entrepreneurial spirit and drive for innovation not only benefited Cinemark but had a significant impact on the entire exhibition industry. This impact was further supplemented by the meaningful contributions made while serving on the Executive Committee of the Board of Directors for National Association of Theatre Owners (NATO) for 20 years.

Kevin Mitchell, 54, succeeds Lee Roy as a Mitchell Investors Board designee. Kevin brings over 35 years of experience in the motion picture industry. Kevin founded and served as CEO of ShowBiz Cinemas, a bowling, movies and more concept with operations in Texas, Oklahoma, Florida and Wyoming, prior to selling his interest in the company in December of 2021. Kevin Mitchell has also served on multiple Board of Directors, including former Chairman of the Board for Variety the Children's Charity of Texas, as an Advisory Board Member for National Association of Theatre Owners (NATO) and Will Rogers Motion Picture Pioneers Foundation, as well as a Board Member for Chuck Norris' Kickstart Kids.

Commenting on the transition, Lee Roy said, "Tandy and I founded Cinemark nearly 40 years ago and could not be more proud of the company it is today. Our strategic vision was to build a leading global cinema circuit, and I am humbled to have worked alongside such an incredible leadership team and Board to execute upon that vision. Kevin is a natural successor given his considerable industry knowledge and experience gleaned over the past three decades. I am confident that Cinemark will continue to lead the industry and succeed in progressing their strategic priorities under the strong leadership of the management team and Board."

"Lee Roy has been highly influential over the years, not only on Cinemark, but the entire exhibition industry," stated Carlos Sepulveda, Chairman. "His entrepreneurial spirit, fervor for theatrical moviegoing, and passion for people have helped differentiate the company and guide its strategic direction. On behalf of the Board and the entire Cinemark team, we are immensely grateful to Lee Roy for his leadership and tremendous value added over the years, and we will work diligently to continue to position the company he founded for long-term success."

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**About Cinemark Holdings, Inc.**

Headquartered in Plano, TX, Cinemark (NYSE: CNK) is one of the largest and most influential movie theater companies in the world. Cinemark's circuit, comprised of various brands that also include Century, Tinseltown and Rave, operates 517 theatres (318 U.S., 199 South and Central America) with 5,835 screens (4,392 U.S., 1,443 South and Central America) 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 moviegoing experience. For more information go to <https://investors.cinemark.com/>

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