

MADISON DEARBORN CAPITAL PARTNERS IV LP  
Form 4  
April 14, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MADISON DEARBORN  
PARTNERS IV LP

(Last) (First) (Middle)

THREE FIRST NATIONAL  
PLAZA, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Cinemark Holdings, Inc. [CNK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/14/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/14/2011		J <sup>(1)</sup>		6,000,000	D	\$ 0	18,203,708
						I		

See  
Footnote  
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		

## Signatures

/s/ Mark B. Tresnowski, Managing Director, Madison Dearborn Partners, L.L.C., General Partner for Madison Dearborn Partners IV, L.P.

04/14/2011

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Mark B. Tresnowski, Managing Director, Madison Dearborn Partners, L.L.C., General Partner, Madison Dearborn Partners IV, L.P., General Partner for Madison Dearborn Capital Partners IV, L.P.

04/14/2011

\*\*Signature of Reporting Person

Date \_\_\_\_\_

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects a pro rata distribution of shares of common stock of the issuer for no consideration by Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"), the record owner of the shares, to its general and limited partners on April 14, 2011 (the "MDCP IV Distribution"), including Madison Dearborn Partners IV, L.P. ("MDP IV"), the sole general partner of MDCP IV. As a result of the MDCP IV Distribution, MDP IV became the direct owner of 626,217 shares of common stock of the issuer. Following the MDCP IV Distribution and on the same day, MDP IV further distributed, on a pro rata basis for no consideration, all 626,217 shares of common stock of the issuer to its general and limited partners.

(2) The shares reported are held or record by MDCP IV. MDP IV, the sole general partner of MDCP IV, may be deemed to beneficially own the reported shares. John A. Canning Jr., Paul J. Finnegan and Samuel M. Mencoﬀ are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP IV. Messrs. Canning, Finnegan and Mencoﬀ and MDP IV each hereby disclaims any beneficial ownership of any shares directly held by MDCP IV, except to the extent of their pecuniary interest therein.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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