

MADISON DEARBORN CAPITAL PARTNERS IV LP
 Form 4
 March 17, 2010

FORM 4

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

OMB APPROVAL

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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

(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)
 03/16/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/16/2010 | | S | V | 7,733,076 | D | See Footnote (2) |
| | | | | | Amount | | |
| | | | | | Price | | |
| | | | | | \$ | | |
| | | | | | 16.98 | | |
| | | | | | 35,703,708 | | |
| | | | | | (1) | | |

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.

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 (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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|----------------------------|
| | 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

MADISON DEARBORN PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: /s/ Mark B. Tresnowski, Managing Director 03/17/2010
__Signature of Reporting Person Date

MADISON DEARBORN CAPITAL PARTNERS IV, L.P., By: MADISON DEARBORN PARTNERS IV, L.P., Its: General Partner, By: MADISON DEARBORN PARTNERS, L.L.C., Its: General Partner, By: /s/ Mark B. Tresnowski, Managing Director 03/17/2010
__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).
- The transaction reported in this Form 4 was carried out pursuant to a firm underwritten transaction described in a Prospectus Supplement
- (1) filed by Cinemark Holdings, Inc. with the Securities and Exchange Commission on March 12, 2010, and the related Registration Statement on Form S-3 filed by Cinemark Holdings, Inc. on May 6, 2009 (File No. 333-159012).
- The shares reported are held of record by Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"). Madison Dearborn Partners IV, L.P. ("MDP IV"), the sole general partner of MDCP IV, may be deemed to beneficially own the reported shares. John A. Canning, Paul J.
- (2) Finnegan and Samuel M. Menco 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 Menco 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.