

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

FORM 4

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

OMB APPROVAL

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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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/14/2011 | | J ⁽¹⁾ | | 6,000,000 | D | \$ 0 18,203,708 |
| | | | | | | I | See Footnote <u>(2)</u> |

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

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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 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

| | |
|---|------------|
| /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 of 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. 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.