

Cinemark Holdings, Inc.  
Form SC 13G  
February 14, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

Cinemark Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

17243V102

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 17243V102

13G

**1** NAME OF REPORTING PERSONS:  
Lee Roy Mitchell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
US

**5** SOLE VOTING POWER  
NUMBER OF 6,698,750 (see Item 4)

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 6,419,095 (see Item 4)

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 6,698,750 (see Item 4)

**8** SHARED DISPOSITIVE POWER  
WITH 6,419,095 (see Item 4)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,117,845 (see Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

12.3% (see Item 4)

TYPE OF REPORTING PERSON\*

**12**

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4(b).

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CUSIP No. 17243V102

13G

**1** NAME OF REPORTING PERSONS:  
Gary Witherspoon, Co Trustee, The Mitchell Special Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
US

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 6,419,095 (see Item 4)

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH 6,419,095 (see Item 4)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON\*\*  
6,419,095

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

6.0%

TYPE OF REPORTING PERSON

**12**

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

\*\*SEE ITEM 4(a).

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CUSIP No. 17243V102

13G

**1** NAME OF REPORTING PERSONS:  
The Mitchell Special Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Texas

**5** SOLE VOTING POWER  
NUMBER OF 6,419,095

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 6,419,095

**8** SHARED DISPOSITIVE POWER  
WITH 0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,419,095

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

6.0%

TYPE OF REPORTING PERSON\*

**12**

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

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**Item 1(a) Name of Issuer:** Cinemark Holdings, Inc.

**Item 1(b) Address of issuer's principal executive offices.**

3900 Dallas Parkway, Suite 500  
Plano, Texas 75093

**Item 2(a) Name of Person Filing.**

Lee Roy Mitchell

Gary Witherspoon, Co Trustee, The Mitchell Special Trust

The Mitchell Special Trust

**Item 2(b) Address or Principal Business Office.**

Lee Roy Mitchell  
3900 Dallas Parkway, Suite 500  
Plano, TX 75093

Gary Witherspoon  
12400 Coit Road, Suite 800  
Dallas, TX 75251

The Mitchell Special Trust  
12400 Coit Road, Suite 800  
Dallas, TX 75251

**Item 2(c) Citizenship or Place of Organization.**

Lee Roy Mitchell: United States Citizen

Gary Witherspoon: United States Citizen

The Mitchell Special Trust: Texas

**Item 2(d) Title of Class of Securities.**

Common Stock, par value \$.001 per share.

**Item 2(e) CUSIP No.**

17243V102

**Item 3** Not Applicable

**Item 4 Ownership.**

(a) Amount Beneficially Owned:



(i) Lee Roy Mitchell may be deemed to beneficially own 13,117,845 shares of Cinemark Holdings, Inc.'s common stock, which includes 6,419,095 shares directly held by The Mitchell Special Trust. Lee Roy Mitchell is a co-trustee of The Mitchell Special Trust.

(ii) Gary Witherspoon, a co-trustee of The Mitchell Special Trust, may be deemed to beneficially own 6,419,095 shares of Cinemark Holdings, Inc.'s common stock.

(iii) The Mitchell Special Trust may be deemed to beneficially own 6,419,095 shares of Cinemark Holdings, Inc.'s common stock.

Lee Roy Mitchell and Gary Witherspoon disclaim beneficial ownership of 6,419,095 shares directly held by the Mitchell Special Trust.

(b) Percent of Class

(i) Lee Roy Mitchell: 12.3%

(ii) Gary Witherspoon: 6.0%

(iii) The Mitchell Special Trust: 6.0%

This percentage is determined by dividing the number of shares of common stock beneficially owned by each of Lee Roy Mitchell, Gary Witherspoon, as co trustee of The Mitchell Special Trust and The Mitchell Special Trust by 106,978,684, the number of shares of common stock issued and outstanding as of December 31, 2007, as provided by Cinemark Holdings, Inc.

(c) No. of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

(1) Lee Roy Mitchell: 6,698,750

(2) Gary Witherspoon: 0

(3) The Mitchell Special Trust: 6,419,095

(ii) Shared power to vote or to direct the vote:

(i) Lee Roy Mitchell: 6,419,095

(ii) Gary Witherspoon: 6,419,095

(iii) The Mitchell Special Trust: 0

(iii) Sole power to dispose or to direct the disposition of:

(i) Lee Roy Mitchell: 6,698,750

(ii) Gary Witherspoon: 0

(iii) The Mitchell Special Trust: 6,419,095

(iv) Shared power to dispose or to direct the disposition of:

(i) Lee Roy Mitchell: 6,419,095

(ii) Gary Witherspoon: 6,419,095

(iii) The Mitchell Special Trust: 0

**Item 5 Ownership of 5 Percent or Less of a Class.**

Not Applicable

**Item 6 Ownership of More than 5 Percent on Behalf of Another Person.**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary.**

Not Applicable

**Item 8 Identification and Classification of Members of the Group.**

Not Applicable

**Item 9 Notice of Dissolution of a Group.**

Not Applicable

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits** Exhibit I: Joint Filing Agreement by and among Lee Roy Mitchell, Gary Witherspoon and The Mitchell Special Trust.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

By: /s/ Lee Roy Mitchell  
Lee Roy Mitchell

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of The  
Mitchell Special  
Trust

The Mitchell Special Trust

By: /s/ Gary Witherspoon  
Gary Witherspoon, Co Trustee of The  
Mitchell Special  
Trust