

FRANCIS FORD COPPOLA'S

M E G A L O P O L I S

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ABOUT THE PRODUCTION

Francis Ford Coppola began developing *Megalopolis* in the early 1980s. The lengthy trajectory of the project's history is part of Coppola lore. The story of *Megalopolis* was very loosely inspired by his reading about the Catilinarian Conspiracy which took place in 63 BC. At the heart of the event was a popular Roman aristocrat, Lucius Sergius Catiline, who was attempting to overthrow the Roman Republic. Had Catiline's coup succeeded, he would have ousted the reigning upper class and released himself and the lower classes from debt.

"I had cooked up this idea," Coppola remembered. "I very much wanted to write this story. I just started filling notebooks with ideas or things I found while reading. I thought, you know, everyone knows America is a reincarnation of Republican Rome because our founders didn't want a king but wanted it to be like Rome's republic. You can't go to New York without realizing it is covered with Roman buildings. So, my intent was to write a Roman epic set in a contemporary New York that's copied Ancient Rome."

In the summer of 2001, he held table reads in New York. Robert De Niro, Paul Newman, Leo DiCaprio, Uma Thurman, James Gandolfini, and Russell Crowe were some of the actors who participated. That year, he also shot 30 hours of 2nd unit footage in and around the city. Shortly after beginning pre-production, the tragedy of September 11th took place and work came to a halt. Coppola said he could barely consider making a film about the possibility of utopia in New York when everything had become so tragic and uncertain.

In the ensuing years, several of the actors that appear in the film had participated in workshops or table readings. Jon Voight read the script in one of its earlier ideations, as did Laurence Fishburne and Giancarlo Esposito. "I read the script 23 years ago, maybe 25 years ago," said Esposito. "I thought, as with scripts that are so steeped in philosophy and in mythology and in history, that I've got to read it once more. Now I can look at the era and all the surrounding history and I get it. It's a story to tell."

Coppola considered abandoning the project completely in 2007 when he couldn't get any support developing it, but just couldn't leave the story behind. "In my mind, it was still incubating," he said. "You know, I had made so many different pictures in so many different styles, because I like to make movies I don't know how to make. Because if you don't know how to make them, the movie starts telling you how to make it. And that's very exciting when you listen."

The years passed with more script readings and workshops, but it was a combination of Coppola turning 80 followed by the pandemic that provided the impetus for him to fully develop the project. By August 2021, he was in formal discussions with actors and beginning casting. Many actors were considered. Some had participated in previous script readings, such as Shia LaBeouf and Jon Voight. Others such as Laurence Fishburne, Giancarlo Esposito, Talia Shire, James Remar, and D.B. Sweeney had been featured in previous Coppola films. For the

role of WOW PLATINUM, Coppola wanted an actress with a comedic aspect, as well as intelligence and beauty, who could give the role a 1930s screwball-comedy flavor ala Jean Harlow or Myra Loy, and so Aubrey Plaza was a possible choice. Coppola's old friend and frequent collaborator James Caan requested a cameo part in what might be his last picture, and Coppola created NUSH 'The Fixer' BERMAN for him. Caan died suddenly, and the great Dustin Hoffman offered to take over this small cameo role. Coppola met Adam Driver (CESAR CATILINA) in New York, and they had many lengthy conversations, at first resulting in Driver's decision not to commit. Coppola says, "After thinking through his side of those discussions, some ideas came to me, and while accepting his 'no,' I wanted to thank him and for the hell of it mentioned these new ideas. I was very surprised when he wrote back that he liked them and had reconsidered his decision and would do it." As Nathalie Emmanuel (JULIA CICERO) was in Europe, Coppola 'met' her remotely. "I did one of my improvisation sessions with her in which she astonished me with her willingness to just jump in and demonstrate the many 'colors' she was capable of, on just one line [from *The Color Purple*], over and over in different ways: '*I loves Harpo, but I'll kill him dead 'fo I let him beat me.*'"

To make *Megalopolis* entirely on his own terms, Coppola self-financed, selling a piece of his wine business to finance the film's production. He decided to film in Atlanta, Georgia, because of the state's generous tax benefit, state-of-the-art studio facilities, well-trained local crews, and the abundance of classical buildings to serve as sets.

On location in Atlanta, he purchased and renovated a former Days Inn motel to house himself and his essential crew, creating facilities for rehearsal and post-production including editing rooms, ADR recording studio, and an ATMOS sound mixing theater.

Principal photography began at Trilith Studios in Fayetteville, Georgia on November 7, 2022, and was completed on March 11, 2023.

DIRECTOR'S STATEMENT — FRANCIS FORD COPPOLA

The seeds for *Megalopolis* were planted when as a kid I saw H.G. Wells' *Things to Come*. This 1930s Korda classic is about building the world of tomorrow, and has always been with me, first as the 'boy scientist' I was and later as a filmmaker.

I wasn't really working on this screenplay for 40 years as I often see written, but rather I was collecting notes and clippings for a scrapbook of things I found interesting for some future screenplay, or examples of political cartoons or different historical subjects. Ultimately after a lot of time I settled on the idea of a Roman epic. And then later, a Roman epic set in Modern America, so I really only began writing this script, on and off, in the last dozen years or so. Also, as I have made many films of many different subjects and in many different styles, I hoped for a project later in life when I might better understand WHAT my personal style was.

Always respecting the original writer in films I made, and always insisting that their names appear above the title, such as it was with *Mario Puzo's The Godfather*, or *Bram Stoker's Dracula*, it was only with *The Rain People* and *The Conversation* that it could have been permitted to have my own name as original writer on it; but then I was too insecure to present myself in such grandiosity. However, early on, I remember once I took 130 blank pages and put on a title page boldly announcing *Francis Ford Coppola's Megalopolis* and under that, *All Roads Lead to Rome*. I pretended it wasn't totally blank, weighing it in my hands so I could imagine what one day it would feel like, and believe one day it could exist. Then later, once I had a draft, I must have rewritten it 300 times, hoping each rewrite would improve it, if only a half percent better.

I considered many possibilities, becoming interested in an incident known as "The Catiline Conspiracy," accepting that Modern America was the historical counterpart of Ancient Rome and that the Catiline Conspiracy as told by historian Sallust could be set in Modern America, just as Joseph Conrad's *Heart of Darkness* was set in the Vietnam War in *Apocalypse Now*.

I began with the essence of a plot: perhaps an evil patrician (Catiline) plotted to overthrow the Republic, but was thwarted by Cicero, the consul. I renamed Catiline to Cesar as suggested by Mary Beard because in Suetonius's version, young Julius Caesar was very much in cahoots with Catiline, and Cesar would be more familiar to audiences than Sergius (which was historical Catiline's name). I wondered whether the traditional portrayal of Catiline as 'evil' and Cicero as 'good' was necessarily true. In history, Catiline lost and was killed and Cicero survived. But since the survivor tells the story, I wondered, what if what Catiline had in mind for his new society was a realignment of those in power and could have even in fact been 'visionary' and 'good', while Cicero perhaps could have been 'reactionary' and 'bad'.

The story would take place in a somewhat stylized New York City, portrayed as the center of the power of the world, and Cicero would be the mayor during a time of great financial upheaval, such as the financial crisis under former Mayor Dinkins. Cesar, in turn, would be a master builder, a great architect, designer, and scientist combining elements of Robert Moses

as portrayed in the brilliant biography *The Power Broker*, with architects like Frank Lloyd Wright, Raymond Loewy, Norman Bel Geddes, or Walter Gropius.

Step by step with these beginnings, I researched New York City's most interesting cases from my scrapbooks: the Claude Von Bulow murder case, the Mary Cunningham/James Agee Bendix scandal, the emergence of Maria Bartiromo (a beautiful financial reporter nicknamed 'The Money Honey' coming from the floor of the New York Stock Exchange), the antics of Studio 54, and the city's financial crisis itself (saved by Felix Rohatyn), *so that everything in my story would be true and did happen either in modern New York or in Ancient Rome.*

To that I added everything I had ever read or learned about.

In this work, *Megalopolis*, I wouldn't have been able to make without standing as I do on the shoulders of G.B. Shaw, Voltaire, Rousseau, Bentham, Mill, Dickens, Emerson, Thoreau, Fuller, Fournier, Morris, Carlyle, Ruskin, Butler, and Wells all rolled into one; with Euripides, Thomas More, Moliere, Pirandello, Shakespeare, Beaumarchais, Swift, Kubrick, Murnau, Goethe, Plato, Aeschylus, Spinoza, Durrell, Ibsen, Abel Gance, Fellini, Visconti, Bergman, Bergson, Hesse, Hitchcock, Kurosawa, Cao Xueqin, Mizoguchi, Tolstoy, McCullough, Moses, and the prophets all thrown in.

Believing I had the basis of the project in 2001, I set up a production office in Park Slope, Brooklyn, and began to work. I did casting, table read-throughs, and had a 2nd unit led by brilliant photographer Ron Fricke, thinking it would be easier and cheaper to begin before we actually announced principal photography. The 2nd unit was shot with an early model Sony digital camera that I was risking would be of sufficient quality, to be shot through all seasons and of elements of vital activities of the city (food distribution, sewage, garbage disposal) for the rich and the poor. The script always had an element of an aging Soviet satellite falling out of orbit and falling to earth, so we needed some shots of destruction and cleared areas, but of course no one could have anticipated the events of September 11th, 2001, and the tragedy of the World Trade Center. As we were shooting our 2nd unit at the time, we covered some of those heartbreaking images.

My first goal always is to make a film with all my heart, so I began to realize it would be about love and loyalty in every aspect of human life. *Megalopolis* echoed these sentiments, in which love was expressed in almost crystalline complexity, our planet in danger and our human family almost in an act of suicide, until becoming a very optimistic film that has faith in the human being to possess the genius to heal any problem put before us.

I believe in America. Our founders borrowed a constitution, Roman law, and Senate for their revolutionary government without a king. American history could neither have taken place nor succeeded without classical learning to guide it.

It's my dream that *Megalopolis* will become a New Year's Eve perennial favorite, with audiences discussing afterwards not their new diets, or resolutions not to smoke, but rather this simple question: "Is the society in which we live the only one available to us?"

STORY SYNOPSIS

LOGLINE

A genius artist with the power to stop time fights an arch-conservative mayor to save the dying modern world and inspire hope; told as a Roman Epic.

SHORT SYNOPSIS

Megalopolis is a Roman Epic set in an imagined Modern America. The City of New Rome must change, causing conflict between Cesar Catilina, a genius artist who seeks to leap into a utopian, idealistic future, and his opposition, Mayor Franklyn Cicero, who remains committed to a regressive status quo, perpetuating greed, special interests, and partisan warfare. Torn between them is socialite Julia Cicero, the mayor's daughter, whose love for Cesar has divided her loyalties, forcing her to discover what she truly believes humanity deserves.

THE CATILINE CONSPIRACY

"When I set out to write Megalopolis, I had the idea that it could be a huge composition; a lofty challenge like "The Alexandria Quartet" or something on that scale. I roamed around in search of ideas, fragments that attracted me in books I had read; in history; in ideas. In reading the Roman historian Sallust, and William Bolitho's "Twelve Against the Gods," I learned about CATILINE, pieced together a character based in some part on him, and came up with the idea of setting THE CATILINE CONSPIRACY in modern-day New York." —Francis Ford Coppola

Lucius Sergius Catiline (108 BC – 62 BC) was a Roman aristocrat and soldier, born of a distinguished patrician family. He wished to be a consul but lost the election to political opponent Marcus Tullius Cicero (106 BC – 43 BC). Cicero was a distinguished writer, poet, lawyer, statesman, and considered one of Rome's greatest orators. It was this skill of oration that cost Catiline his consul position as Cicero famously denounced him before the Senate. Catiline had campaigned to eliminate debt for the poor and wealthy alike, himself included, which made him the champion of many.



THE LOOK AND FEEL OF MEGALOPOLIS

The production team, who worked together to accurately portray the singular sensibilities of the *Megalopolis* world, included director of photography Mihai Malaimare Jr., concept artist Dean Sherriff, production designers Bradley Rubin and Beth Mickle, and costume designer Milena Canonero.

"I believe that collaboration is the sex of creativity," said Coppola. "That's where the good work comes from. It's when you get the idea that someone got from you and then gave it back to you differently, and then you go on rampantly. And I shouldn't call it 'work' because it's play, and play is where human beings discovered their most important original ideas. I've worked with Mihai and Milena many times. I first worked with Mihai when he was just out of film school so I'm very comfortable with him, and I did three films with Milena.

I had an impression of what this film should look like, and I wanted it to be at first like a woven mural or tapestry rather than a movie, so I needed imagery that could express this elusive feeling. I found that by describing what I wanted to the art department, inevitably it would be put into existing categories none of which I intended. It was then suggested that I work with an artist to do keyframes for the scenes. I found that Dean Sherriff was receptive to my ideas and my own stick-figure sketches back and forth and then would show me something based on them, and I would say, 'Yes, that's exactly what I meant.' But this was frustrating to the art department because they wanted to be in on the creation of the imagery. That wasn't working for me because inevitably as a big department just completing an expensive Marvel production, their solutions were more *predictable and expensive*, and my desire was for something that I had never seen a film look like before and felt that *daring* originality could be cheaper as well.

I found that high budget movie productions had become more hierarchal, and when I went to a particular number art director and said, 'I know you worked in theater so maybe you understand this idea?' she replied, 'Well I can't step on toes, you have to go and tell that to the supervising art director and then it has to go to the production designer.' And I said, "Well, I'm the director, can't I talk to anyone I want to, like being the captain of a ship?' But that's not the way Marvel pictures are made, and I found that it was a struggle to get what I wanted. Now it's all a hazy dream because the imagery does exist and the movie does exist, but it was not always pleasant to arrive at a location or set and realize that they were preparing something that was unlike what I had in mind. As the Christmas holidays approached, I was informed that the \$100M film with \$20M contingency was now at \$148M. This would of course have bankrupted me and my family. I gave notice to all, that after the holidays we'd have to come back as a much smaller team and work in a more efficient style without such an overblown production scheme and have less of everything. When I proposed letting one of the five art directors go, the response was that if I did that, they would ALL resign. I did. And they did (but in a very public style via the now many loquacious '*unknown sources*' quoted by *The Hollywood Reporter*).

The holidays over, our team became aggressive and efficient, and things went much better. Before long, and thanks to our magnificent Asst. Director, Mariela Comitini, I was always able to get what I wanted, and in fact after a difficult but productive 9 weeks, we were actually ahead of schedule and wrapped production a week early and much closer to my \$120M goal."

Along with the art department came the Visual Effects (VFX) Supervisor, and again disagreement. Says Coppola, "My 'hunch' was to try as many *live* special effects as possible, once again working with my son Roman, as we had done successfully with *Bram Stoker's Dracula*. The VFX supervisor thought this approach would be a waste of money and stated that the way they were doing it was better. Well, such opinion is the director's job and as with *Dracula's* VFX, I fired him and replaced him with my experienced nephew Jesse James Chisholm, who I could count on to embrace and deliver on my approach." Chisholm immediately put together an eager international team consisting of RISE, UPP, GHOST, and NARWHAL, and along with the kind advice of veteran VFX Supervisor Rob Legato, the many complex visual effects were approved for a cost and delivery date that many executives were sure would be impossible.

After the New Year's break, Bradley Rubin took over as Production Designer. He knew some of the previous remaining art department team, so he already understood how Coppola preferred to work, and what challenges the more theatrical elements of the project presented. "Francis and his concept artist Dean Sherriff had already created all this key art with creative help from Till Nowak, and there were illustrations of the story he wanted to tell," Rubin said. "Part of my job was to help find what he wanted but there's also a really clever way in which we didn't have to make some of those decisions on the day-to-day in the scenery because a lot of that organic and magical material would be created later. For our purposes, anything that's Megalon was more in the distance and behind as a set extension, rather than something tactile that we needed to develop." The concept art, as Rubin put it, leaned "into a lot of flora and fauna and just organic shapes."

Rubin had to ask himself what type of efficient shots Coppola was after, as he arrived in a production already underway and with a very busy director focused on that day's shooting. He quickly adapted to what was needed of him, "No ceiling, things can move in the wild to lean into the theatric, the theater background that he has where everything should be flexible so we can change it."

Costume Designer Milena Canonero's work was designed to literally "build the characters." Her costume designs traversed centuries and ranged from austere to outrageous, but always referenced Ancient Rome. For Cesar, it was clear that the focus on his work eliminated the need for anything that wasn't necessary. His clothing is timeless and made to last. Canonero's stripped down aesthetic for the character went beyond anything that resembled a trend. Her goal was that other men would want to emulate Cesar's sleek look, but they'd never pull it off. Mayor Frank Cicero's carefully constructed clothing matched his carefully constructed image. His suits conveyed his rigid world view. Canonero worked closely with Giancarlo Esposito to achieve clothing that's a balance of hubris, rage, and despair.

If the contrast between costumes for the characters of Mayor Cicero and Cesar were stark, Hamilton Crassus III is in another category altogether. The character's extreme wealth was transmitted through the opulence of the fabrics. At his excessive wedding, references of Ancient Rome were found everywhere, including on the heads of the participants, who were adorned with gold laurel leaf crowns. As per Jon Voight, "Every outfit in this piece is stunning. I tried to get people to set up a photo booth just for us when we were in costume. They're amazing, as are the hair designs. I believe that this could set a trend. People may start dressing better."

The concept of the Megalon, the miracle building material invented by Cesar, was based in part on the work of architect and designer Neri Oxman. Coppola had worked with her several years ago to create studies for *Megalopolis*. One of Oxman's studies became *Man-Nahāta*, a four-part model installation that looks at a changing Manhattan every 100 years but begins 400 years in the future. Oxman is regarded for her theory of Material Ecology, which considers computation, fabrication, and the material itself as inseparable dimensions of design. Much like Cesar Catilina, Oxman is immersed in the synergy of nature and humanity as it's revealed through design, technology, and biology.

The idea of future architecture being alive, growing from forms in nature, was the basis of many of the futuristic sets. The interiors, Coppola said, were more challenging. "When you're dealing with extraordinary environments, be it a city of the future, the problem to me always is what will the interiors be like? Nature has provided living material that grows organically and interacts with the human beings living amid it. The temptation is to make these extraordinary sets, and then put extraordinary furniture and appointments in them, but what I'm finding is that if you just put very normal chairs and tables and things without making them all modernistically futuristic, it's better because in a way, they become invisible. You enjoy the space they're in without the distraction of seeing all the strange furniture, which makes it look like hobbits live there."

Coppola's intent for the look and feel of *Megalopolis* was that every setting have two sides—the actual place where the story is taking place, and a representation for what the theme really meant. As Coppola said, "I'm asking the audience to accept a movie in which the settings are more metaphorical. If they want to, they can do a little work to fill in the logic of the setting as being the components of a story, or they could just see it as a metaphor and not worry about what the practicality of it is."

THE ACTORS SPEAK

Coppola has often said that he wanted to have a good time and real fun while making *Megalopolis*. He also noted that he's never enjoyed working with a cast more. He was inspired by the actors' willingness to search for the unconventional in the characters, and then happen upon hidden solutions to resolve their turmoil or weakness.

CESAR CATILINA: Adam Driver

Cesar is a remarkably complex personality. He can be erratic and mercurial but his commitment to a better world is unwavering. His rock star status is unimportant to him, and his healthy ego is tempered by a humble reserve. He remains, despite his trauma, loving and compassionate. He's also genuinely loved and respected by the friends and colleagues who share his vision.

I hadn't really started with base level who Cesar was. On the first day, I think I was wearing a bandage on my head, and Francis was like, 'We're not being brave enough,' or 'We're not risking enough,' something like that. It wasn't a condemnation of the actors. He said it in a way that you felt that it was for everybody, including himself. For me, that was like, 'Oh, that's the kind of movie we're making.' It was hitting me at a perfect time. I loved the way he was making it. It felt rebellious.

The best example of an improv making its way into the movie is this whole thing of Julia following Cesar around at the Madison Square Garden event. We were doing this rope pulling improv the day before and day of the scene. I was walking in and was handed a rope, and we did this little improv. We got rid of the rope but kept the improv going and shot the scene. It doesn't realistically make sense if you think about it—but totally emotionally and playing it, it made perfect sense.

His philosophy is obviously in the movie. There are no other ways he could have gotten the sequences or the performances that he did or the captured moments that he did, without how much this film, and all his films, are Francis.

MAYOR FRANKLYN CICERO: Giancarlo Esposito

Mayor Cicero is a man who believes in authority and its institutions. He's also judgmental, a classicist, and deeply concerned with morality. He's under pressure from all sides and it's made him blind to transformative ideas. While he truly wants to save the city, his personal limitations keep him set at status quo.

It's not lost on me that I'm playing a very passionate man who has skill as an orator but who's very heartfelt and is in many ways a poet, an organizer, someone who is an inspirer, all those things, and which, of course, I aspire to and like to be. I want to be able to get it right. Also, in this situation as the mayor, there's the juxtaposition of a mayor in New York, David Dinkins, who was the first black mayor, who didn't succeed really. He had all these great intentions and all

these great ideas, but he was a flop. He was a wonderful man though. He did everything he could for the city but didn't get the money he needed for the solutions he'd proposed. The government let him hang out to dry. Sometimes you just get dealt the wrong hand.

I got texts just about every day from Francis to have a 'word for the day' and an idea, and most of the time it was related to life or maybe the character but sometimes not. I don't want to say a directive because that sounds a little like a dictator, it's not that at all. It's a suggestion about what this scene may be about today, which allows me to know what his expectations are and what he could be asking.

JULIA CICERO: Nathalie Emmanuel

Despite her remarkable beauty and reputation as a party girl, Julia isn't a shallow dilettante. She has a keen intellect and is determined to make a difference in the world. Megalopolis becomes her passion and Cesar her great love. Despite being able to stand up for what and who she believes in, she loves her difficult father and doesn't want to see him hurt.

She's very privileged. She comes from privilege but she's also in this very, in my opinion, archaic, patriarchal system. It's funny because she's framed at the beginning of the movie as this wild girl, free spirit who challenges these things, but she doesn't challenge them that much. That was tough for me to understand and there was a process of surrendering and learning to not judge the character.

When you then come into the space it's a jump-off from whatever Francis throws at me. It's funny because he's so, at times, experimental to the point where I feel a little bit thrown and uncomfortable. In that discomfort, I'm terrified but I want to find out what can come out of this discomfort.

Seeing the four cameras used in a different way like that is so great. It's a whole different way of working. I've been so used to blocking the scene and knowing where my position is, and then we go and we do it, and say the line. There's a freedom with Francis's style of directing and with the way that he shoots that for me is unprecedented.

WOW PLATINUM: Aubrey Plaza

Wow, the "Money Honey," is a shallow, narcissistic, financial genius, who's sick of reporting on the city's debt. She truly loves Cesar, but her career is beginning to slump, her ratings are down, and she wants her own money and power as well as a seat in that rarified circle. Whatever she has, it's never enough.

Wow Platinum is a very ambitious woman who is determined to make a name for herself and become wildly rich but on her own terms. She's also got a really good sense of humor too. She has her eyes set on becoming part of the Crassus family because they're the richest family in the world. She uses all her skills to get what she wants, which is money and limitless power.

I was doing White Lotus and Francis called me for a Zoom audition that I didn't think was an audition. I was a little loose. I had been drinking wine and was going to go to a birthday party. He said, 'Pick a line from anything you've ever done, and then I'm going to direct you to say this line in many different ways,' and so I did that. It was like, 'Now you're a mother and your son's dying, and this is the last thing you say to him. Now you're a stand-up comedian. You're on the stage and this is the last joke of the night.' I was having a great time playing the various scenarios and scenes with Francis and just enjoying the experience thinking there was no way I would get the part. I found out weeks later that I got it.

CLODIO PULCHER: Shia LaBeouf

Clodio is narcissistic, self-important, and smart. He is cunning, which serves him well in most situations—except those with Julia. He's obsessed with her and insanely jealous of his cousin Cesar. For the first time in his life he's committed to something—he wants to crush them both. He also wants his grandfather's money and power albeit with no familial strings attached.

My role is such that the dude is so extreme. The way I've gone about building him is by watching magicians because Clodio's tricky. I needed to find a bunch of tricky people. Then I watched a bunch of spoken word poets because that's where I can find ways to make sense of the poems that Clodio is spitting out all the time and make them work. The best way to describe Clodio is that he needs and wants to be seen. He wants his grandfather to hand him the baton and he wants his cousin to pay him attention. You can't really pin him down, you don't know what's going to happen from one scene to the next. You don't know if it's adversarial or friendly.

From the first day of rehearsal till now, I've had a lot of freedom, occasionally being trapped by a camera, but overall I've felt like I've had a lot of freedom with [Francis] and he's given me a lot of trust to build something that is really a pretty balls-to-the-wall far-out performance for a role that on paper, at least, didn't read as a really safe opportunity.

HAMILTON CRASSUS III: Jon Voight

The wealthiest man in New York, Hamilton Crassus III, can get anything he wants anytime he wants it, so long as it serves his self-interest. He's one-third Roman Senator, one-third feudal lord, and one-third robber baron. He's scion of both the Crassus and Pulcher families; his grandchildren are a group of dim-witted 20-somethings who live to party. The only person he seems to have genuine affection for is Cesar, his nephew.

My character, Crassus, is the banker. He is the richest man in this city of New Rome. He's a powerhouse and has tremendous influence. He's got a genius for a nephew in Cesar, who can be very erratic and self-destructive in some fashion. Yet Cesar gives my character bragging rights. At the same time, Clodio, my grandson, is the heir to the Crassus fortune and legacy. This causes real conflict. Clodio is a challenge because he's dangerous. Crassus may be disappointed and unhappy with him, yet he loves him.

Francis said, 'The script is just the bones, and we're going to have to find out what it is.' That's the way he works. There's a lot of improvisation. He sees what's on the screen, and he's right there on the set and he'll change course and say, 'Let's go in this direction.'

I get a lesson every day from the way Francis sits and answers questions. I don't think I've ever worked with a more open process. The things that I've done and the spontaneous moments that have occurred, couldn't have happened under other circumstances. He's created a very extraordinary circumstance for us to work.

FUNDI ROMAINE: Laurence Fishburne

Nothing escapes Fundi's observant eye. He appears to be aware of changes in the air before anyone else is. He has a deep understanding of human nature and a disgust for those who would abuse their fellow man. He's a loyal and protective aide, driver, and friend to Cesar.

I'm playing a character called Fundi Romaine, who is essentially bodyguard, chauffeur, Man Friday, the man who walks behind the man and whispers in his ear, protector, confidant, and shield. He's also the story's narrator.

Francis reached out to me and sent me the script. He was like, 'I'm thinking about you for Mayor Cicero.' I read it and there was this other part, Fundi. I thought Fundi was the character for me because he was a poet, a philosopher, and a historian. The story had a narrator and I asked Francis if he would consider me for that as well. I felt it was the best way for me to serve the piece with the quality of my voice and my presence.

I was so young when I started working with him. I was 15 when I was cast in Apocalypse Now. My relationship with Francis is very much father and son. I would not have the career that I have were it not for my working with him. I would not have made the choices that I have made as an artist were it not for working with him. He's been one of my greatest teachers and champions.

I've had the opportunity to work with him so many times as part of his company of actors. I was in Apocalypse Now, One from the Heart, Rumble Fish, The Cotton Club, Gardens of Stone, and now, Megalopolis. That's six films. One From the Heart I got cut out of, so it doesn't really count but it does count in terms of just being in the environment and watching him work.

THE ARTISTS SPEAK

DESIGNING MEGALOPOLIS - by Dean Sherriff, Visual Concept Designer

In June 2022, I received an email from Francis Coppola introducing himself and his film, *Megalopolis*. He said that I came recommended as a concept artist and asked if I had some time available. He had included the script and a list of specific sequences he was most anxious to work on. He wanted to collaborate with someone who knows there are other approaches resolving complex VFX and design. I suggested the use of the keyframe concept art approach to capture mood, lighting, and atmosphere for these scenes, and he agreed.

We talked for a long while about the project and I got to work. I began by watching a few of Francis's most seminal works with the intent to understand visually why they were so powerful. It was the colors and what he wasn't showing the viewer in the shadows and foreground silhouettes that stood out to me. For example, *The Godfather* used warm golden tones throughout to capture a specific mood. Francis's love of Art Deco and the murals of the Public Works Art Project of the 1930s also reflected the same tonality that I thought would work in the keyframes. I felt I understood what he wanted visually right away, and his positive response gave me the confidence to trust my intuition as we proceeded.

Megalopolis's time period is nonspecific, somewhere in the 21st century. The story takes place in a city similar to New York but named New Rome. Francis would talk about the American Republic being similar to Old Rome. I looked at old paintings depicting Rome during the Roman Empire as the basis to integrate aspects of the architecture. The immense wedding scene takes place at Madison Square Garden and was to be like the Colosseum of Old Rome. The design inside needed to include the grand wedding tableau, Mayor's box, and various events in the main arena included a 3-ring circus, chariot races, and wrestlers. The challenge was how to depict all these elements in one master keyframe that Francis could use as a communication tool for everyone. I blocked out the angle that would illustrate all the elements in one wide master keyframe, dressing the arena as the Colosseum might be for a grand celebratory event. Roman architectural language was the main influence of all the major set pieces. I did my best to illustrate the energy of a lavish, celebratory feast for the senses. Francis was very happy with this keyframe, and it became the guide for all departments moving forward.

I was invited up to his property in the Napa Valley to continue collaborating on designs. He wanted me to have full access to his immense research library. I set up on an oversized drafting table in the fiction room, surrounded by his brother August's books. In the corner was a leather club chair in which Francis would sit as he expressed what was in his thoughts for each scene and what he hoped visually for the film. Often it was a word, a phrase, a piece of art, an image, a book, an architect, or a film that would be expressed as an idea for the images. He would leave me to interpret those thoughts into a visual for that scene. I would block something out loosely, thinking about what we discussed.

Late one afternoon as we worked in the library, Francis asked if I ever wanted to do a freeform brainstorming session. I replied we could do it now! Sitting in the club chair, he proceeded to express various ideas and I started to take notes, but soon was so engrossed in the moment I abandoned the pen and paper. It was a pure stream of consciousness as he talked about literature, art, architecture, film, and music; the past and future and his wishes for mankind. It was an enlightenment for me to see and understand his vision of the world. These thoughts and ideas during this freeform session gave me a deeper understanding of what he is wanting to say to the world through this film. From that point on I found myself repeatedly referring to what was said in this session, and it became our shorthand for the visual interpretation.

THE CINEMATOGRAPHY OF *MEGALOPOLIS* - by Mihai Malaimare Jr., Cinematographer

In 2005, while in prep for *Youth Without Youth*, I remember seeing an amazing drawing of a man and a woman standing on a giant clockface on top of a city. I was told it was an art concept for *Megalopolis*. It was so visually striking I could never forget it. I also remember watching second unit footage shot by Ron Fricke in 2001 with a Sony F900, a brand-new digital camera at the time. Everybody else was still shooting film back then. I knew and admired Ron's work in *Koyaanisqatsi* and *Baraka* and all these second unit establishing shots had his visual signature. I really wanted to see this movie get made. 22 years later we finished *Megalopolis*, with the giant clockface image now a scene in the movie, and we used some of Ron Fricke's footage as well.

Francis and I developed a visual language early on with *Youth Without Youth*. Inspired by Yasujiro Ozu, the camera never moved. If someone was sitting in the scene and stood up, we would never follow, tilt, or reframe; we would place a second camera at the standing height. The idea seemed restrictive, but it forced us to compose better, more like still photography. We would eventually have some dolly shots but they had to be done for the very good reason of having to stand out within all the frozen compositions. We used this visual style for his next two films, *Tetro* and *Twixt* [now recut as *B'Twixt Now and Sunrise*].

When we first started talking about *Megalopolis*, Francis told me he would like to move the camera a little more this time. He was interested in certain floating crane moves and dolly shots but keeping the bulk of the coverage locked and minimizing the panning and tilting. The other idea was to have an IMAX release. We tested quite a few cameras and even if most could hold the resolution for the really big screen, there was something about the Arri Alexa 65 that stood out. In my mind IMAX is synonymous with 65mm. We had two Alexa 65s and one Alexa LF for main unit and an Alexa Mini LF for second unit. Lenses were provided by Panavision: a combination of wide Sphero 65s, Panaspeeds, and specialty lenses like the 200 and 250mm detuned Primo Artiste, rehoused Helios, and even Lensbaby for certain scenes.

Megalopolis is not set in a specific time frame. Francis loved the idea of mixing old and new elements, cars especially, and props like still photography cameras (we had everything from the 1940s Speed Graphic to Sony a7). Visually this can be a blessing and a curse at the same time, as a certain time period will limit your options and yet guide you. For this reason, Francis worked for a few weeks in prep with Dean Sherriff creating art keyframes that became a visual

map for the entire film. They weren't just references but precise cues for the way he saw the movie, including composition, color, lighting; every guide you could wish for. These keyframes became a very strong foundation to build upon. But even with the best map, sometimes things would change.

Francis and I have an interesting dynamic. Once in a while he would throw a crazy idea at me that changed everything I thought about a certain shot or scene. He knows that I love the challenge and somehow will find a solution to make it work. Every single time he did that it made the scene better. I think there's nothing more dangerous artistically speaking than being in a comfort zone. Restrictions and crazy ideas will always make better art. He would also bring up specific scenes from obscure movies, like the reflection in a dark water bowl the way they did it in the 1945 Sherlock Holmes film *The Woman In Green* or shooting the first scene between Julia and Cesar like the "Baby, It's Cold Outside" scene in *Neptune's Daughter* from 1949. Or, trying to figure out how Busby Berkeley would do the Madison Square Garden show. There's something really beautiful about all these tributes.

My favorite sequence in the movie is the driving scene where Julia is following Cesar and Clodio is following her. We started with the poor man's process in mind, having a stationary vehicle, with artificial background, night and rain onstage, but we kept throwing crazy ideas at it, moving lights and small set pieces, adding some exterior driving shots from Ron Fricke, some real driving exterior shots and an amazing miniature car with human statues that Roman Coppola, our second unit director, shot brilliantly.

For some reason we tend to think that the audience is craving for hyperreal shots, but movies are about ideas. Every time someone was concerned on set about a certain element not looking real enough, Francis would tell them, "This is poetic reality."

THE COSTUMES OF MEGALOPOLIS - by Milena Canonero, Costume Designer

I have called Francis "Francesco il Grande" since I began to work for him on *The Cotton Club* at Astoria Studios in Brooklyn in 1983. And ever since I can remember, Francis would bring up the project *Megalopolis*. It was inspired by the clashes in Ancient Rome between Catilina, a Roman aristocrat, and Cicero, a Roman Senator. This was the basis for Francis's story of two different ambitious men fighting for their own ideals.

Once Francis decided to go ahead in January 2022, and to set me in the right direction, he screened the material he had collected and shot many years ago around New York. It was of a New York that angled towards an ancient neoclassical imperial look to which he wanted to add and create a very futuristic look—a vision of a new world.

The word MEGALOPOLIS in Latin means BIG METROPOLIS. This was abundant for guiding me in my search for a look that would be in harmony with the movie that Francis had been wanting to make for so long. It was going to be operatic and 'big band' rich but in a 'classical movies' way with a great cast and hardly any special effects.

Francis is an extremely generous director and artist. He never imposes any ideas on costumes whenever I have worked with him. He gave me total freedom to express my concepts. In the previous movies he liked me to go ahead without sharing, as he enjoyed being surprised when the actors would appear on set. But on this film, I did not want him to be completely surprised but see what was coming and if necessary, I would be ready to revise. I would send him a rendering in Photoshop of the principal characters' looks and color palette. As it turned out, Francis was always happy with what I presented to him.

We prepped a great part of the movie in Rome before going to Atlanta to finish the prep and shoot it. In Rome I could have access to supplies and resources we did not have in Atlanta and there we set up our first workshop. To be able to have continuity, Francis made sure I could continue to work with my main collaborators in Atlanta as well, creating a mixture of Rome, Atlanta, New York, and Los Angeles crew members. I had a wonderful multinational crew!

In Atlanta we had a great tailoring department, as well as a leather and fabric design shop and a milliner with golden hands. We made most of the actors' clothes, as well as many of the background costumes. Actors were flown in sometimes just before shooting, making it hectic for us but my most wonderful crew was always ready to face the time constraint. We were making a movie that had to have the same attention as a period movie and everything had to be rethought and designed, whether it was a principal actor or an extra, giving them each the same attention.

I tried to be in harmony not only with Francis's own direction and inspired by his vision, but also to connect with his cinematographer and production designers to achieve the overall look. Francis gave me the possibility to set up a great team in Atlanta with my usual precious collaborators, but I also selected the makeup and hair keys Valli O'Reilly and Terrie Velasquez to help me achieve a complete and harmonious look. The actors were excited and intrigued to be part of Francis's movie and molded gladly into a chorus of different individual characters that all will glue together. Inspired by Francis's vision, I went towards a look that reaches out to a hopeful New World while also reflecting back to the ancient world of Rome that is disappearing.

It was a wonderful and exciting and at times hectic gallop and now at last Francesco il Grande has his *Megalopolis*.

EDITING MEGALOPOLIS - by Cam McLaughlin, Editor

They say a movie is made in three stages: writing, shooting, and editing. In all my years as an editor, I have never been included as much as I have in all three aspects as I have while working on *Megalopolis*.

I met Francis two years ago. He had seen a picture I had just cut, *Nightmare Alley*, and was interested in meeting. He sent me the script and I read it—I read it again, and again, and again. I

was trying to make sense of it all, scribbling notes down all over. It was boundless, ambitious, audacious, full of beauty, complexity, and splendor. And yet, almost impossible to track at times. How was it going to look, sound, and feel? It was saying so many things about humanity, history, and the future of our society, but it was elusive.

What I didn't realize at the time was that the script was just a rough map of ideas, drawn by an artist about to go on a wild adventure. I soon learned that Francis feels most at home in swirling chaos. His best work is when he goes out into the unknown and trusts in himself as much as he quests for the truth of the material and ideas he wants to uncover. To ride with Francis is not just to test yourself and your craft, but also to ask yourself the questions he is posing.

As an editor, you eventually end up in that dark room with the director, staring down the loaded barrel of truth. The material, the elements, the performances, the abundance of craft culminating from every department into one single frame. And initially it's a disaster, or several mini-disasters strung together by moments of beauty. The chaos still looms, but there is hope.

Francis never looked at cut footage until after we wrapped, which was slightly terrifying for me. Many directors nowadays are watching cut material daily and are altering the performances of the actors and production as the film takes on a life of its own. With Francis it was more of a theatrical style, almost live. In fact, at a certain point he started using classic theater warmup techniques, as evidenced in a scene in which Cesar and Julia start to play tug of war on an imaginary rope. That was a rehearsal take and as soon as we saw it in the dailies, it was clear this movie could lean into the weird very easily, and Francis ran in that direction.

Editorially, I was in the trenches with my colleague Glen Scantlebury. Francis initially expected us to grab scenes and work on them independently, but once we got the material, A) it was evident that we had the time to keep up to camera; and more importantly, B) we began to play with alternate versions. On the day of shooting the catwalks/model of the city scene, you couldn't hear a thing—the catwalk was noisy, actors couldn't hear other actors speaking, it was chaotic. So Francis devised a plan to pre-record all the dialogue and play it over a loudspeaker for the wide shots. He then asked Adam Driver to launch into *Hamlet*. At the nightly screening of dailies, Glen and I both laughed and thought, ok, this is just something to warm up the crowd, give Adam a chance to perform in the space, help the vibe of the scene. When we watched the dailies with Francis, he also laughed. Knowing Glen and I had this giant scene to break down, he walked away, never mentioning Shakespeare. I said to Glen, "It will never be in the film, but I'll take a crack at cutting it, just so we have it anyway."

Months later Francis had finished shooting, and he gave Glen the back half of the film and me the front half. We worked away until we had the Director's Cut, with both Glen and I trading sections of the film back and forth. Then Glen moved on to another project and Francis and I continued to cut the film for another eight months. At around month two of this second stage, he said, "Want to hear a crazy idea?" (Something he would say a lot during the edit.) "How about we put in the Shakespeare scene?"

Francis and I would spend the next eight months experimenting and playing with the structure of the film. We only screened for the postproduction crew, with a few exceptions. Two or three nights a week we would watch the cut, and then invariably our conversation would turn to something other than the film. But somehow, the ideas Francis was talking about, I knew they were attached to the swirling *mélange* of what he was trying to unearth.

Francis is a writer, director, producer, but above all, an explorer of humanity, willing to risk everything to uncover the meaning in what it is he is trying to unearth. His leadership style is like no other director in that he relies on you to deliver your end of the bargain in what might seem impossible conditions at times. Yet, he is right there with you. He is the calm within the storm of his own making. Working with him challenged and elevated my abilities like no other director has.

THE MUSIC OF *MEGALOPOLIS* - by Osvaldo Golijov, Composer

In March 2003 I received a handwritten letter by Francis that I have kept on top of my piano all these years. He introduced himself and told me he had been working on an ambitious film project and as the son of a classical musician, he was “most interested in the wedding of film and music.” He then invited me to his home in California, to discuss this project of his “over a meal and some wine.”

Soon after, I went to the Napa Valley to visit Francis and we read together the *Megalopolis* script. He asked if I would compose a *Megalopolis Symphony* developing in music the themes of the film. I loved the idea and set out to sketch it. Sometime later Francis told me he was shelving the project for a while and would work on a smaller film: *Youth Without Youth*. I was very happy when he invited me to write the music for it, followed by *Tetro*, and later *B'Twixt Now and Sunrise* (together with Dan Deacon). I was even happier when 20 years after the initial letter, Francis invited me to write the score for *Megalopolis* and sent me the new script: some plotlines and scenes were completely new to me, and some I remembered from 20 years earlier.

In February 2023 I visited the *Megalopolis* set in Atlanta. Francis's greeting, after several years of not seeing one another, was, “Oh, Osvaldo, we need a big love theme... because the love story is what will hook the audience the first time they see the film, and they'll come back later to absorb the other layers.” I said, “Great, what kind of love theme?” He replied, “Like Tchaikovsky's *Romeo and Juliet*, but geometric.” I laughed because that's a perfect example of the language Francis uses to convey his vision: utterly surprising yet surprisingly precise.

A few weeks later when the shoot wrapped, Francis showed me an assemblage of the film. As the screening finished, he said, “Think of the music and the film as an adventure. This is my gift to you: you can do whatever you want with the music.” This proved to be true, as long as it was also what *he* wanted! Fortunately, I have always felt his trust in my work, even in the cues for which I had to write many different versions.

Time that flows and time that stops is a big theme in the film, and, in the words of Fundi, “You can lose it, waste it, and it also flies.” Musically speaking we express time in several ways. Firstly, for Cesar’s time-stopping “superpower” we use the love theme in a few key scenes, but played in a non-realistic, spooky way, by a musical saw. Which brings me to how important it is for Francis to have unusual and specific musical fingerprints for each film. In this case I would say that the color of the musical saw and of the glass harmonica provide those fingerprints for the eerie cues, whereas the organ is featured prominently in the Madison Square Garden sequence.

Another way of expressing time in the soundtrack is by blurring the line between music and sound design: orchestral or percussive clocks that are mixed with sound design clocks, for instance. Francis’s focus on rhythm is natural because rhythm *is* a manifestation of time, but also because at some point in the scoring process he envisioned the texture of the movie as constant rhythm, mentioning *Black Orpheus* as an example. So for practically every orchestral cue, he wanted to have a clear rhythmic, propulsive element. Francis said he literally wanted the audience to get into the aisles and dance!

The film takes place in New York sometime in the 21st century, but it is at the same time the Roman Empire. But what is Roman Empire music? Nobody knows how Rome “sounded,” but we have Hollywood’s Rome. Francis suggested that Miklós Rózsa’s music for *Ben-Hur* had the “Rome believability effect” we were after. I decided to write an entire Roman Suite that would make sense on its own as a piece of music, unrelated to any specific scene, but with all its themes stemming from the Roman themes in the film: a big imperial fanfare that acts as a recurring chorus in the piece; a majestic, heroic, exuberantly paced section, noble at times (for Cesar and Julia), and pompous for others (Crassus, Clodio, Claudettes); and Cleopatra-like interludes, hazy, sensual, and with a certain Egyptian atmosphere. The Madison Square Garden sequence is almost a film within the film, and it contains a lot of music. When Francis showed me that sequence he simply said, “We are in Rome now.” He liked the Roman Suite and we extracted from it cues for many scenes in the film.

Seeing the progression of the film throughout the post-production process has been one of the great privileges of my life, and a powerful lesson in storytelling. There are perhaps two qualities of Francis that continue to inspire me every day in my work: his fearlessness as an artist, and his relentless search for the best way to tell a story. In his own words, film is “all illusion” and the director’s job is “to unlock the combination that creates the emotion in the audience.”

ABOUT THE CAST

ADAM DRIVER (Cesar Catilina)

Driver garnered Academy Award® nominations for his roles in Noah Baumbach’s *Marriage Story* and Spike Lee’s *BlacKkKlansman*. His many film credits include Michael Mann’s *Ferrari*, Ridley Scott’s *The Last Duel*, Baumbach’s *White Noise*, Leos Carax’s *Annette*, Jim Jarmusch’s *Paterson*, Terry Gilliam’s *The Man Who Killed Don Quixote*, Steven Soderbergh’s *Logan Lucky*, and Martin Scorsese’s *Silence* to name a few. He is widely known for his role as Kylo Ren in the *Star Wars* sequel trilogy. He has received four Emmy® nominations—three for his performance in HBO’s *Girls*, and one for his guest hosting role on *Saturday Night Live*. Driver has starred in numerous roles on and off-Broadway, including John Osborne’s *Look Back in Anger*, and most recently in the first Broadway revival of Lanford Wilson’s *Burn This*, which earned him a Tony Award® nomination for Best Performance in a Leading Role, and a Drama League Award nomination for Distinguished Performance. Driver is a Juilliard graduate and former Marine.

GIANCARLO ESPOSITO (Mayor Frank Cicero)

Giancarlo Esposito is an American actor and director born in Copenhagen to an Italian carpenter father and an African-American opera singer mother. He is well-known for his iconic portrayal of drug kingpin Gustavo “Gus” Fring in the critically acclaimed series *Breaking Bad*, for which he won the 2012 Critics’ Choice Award and earned an Emmy nomination. He reprised the role for *Better Call Saul*, which earned him two Emmy nominations for Outstanding Supporting Actor in a Drama Series. The sixth and final season included Esposito’s television directorial debut, *Axe and Grind*.

Esposito most recently starred in AMC’s *Parish*, which he also executive produced. He also starred in the anthology series *Kaleidoscope*, and is a supporting cast member on *Godfather of Harlem* in which he was nominated twice for a NAACP Image Award for Outstanding Supporting Actor in a Drama Series. For *The Mandalorian*, he was nominated for a two Emmys. Other television titles include *The Gentlemen*, *The Boys*, *Westworld*, *The Get Down*, *Drunk History*, and *Community*. He can also be seen in the films *Beauty*, *Stargirl*, *Okja*, *Coda*, *The Death Cure*, *The Maze Runner*, *Rabbit Hole*, *The Usual Suspects*, *Smoke*, *The Last Holiday*, *Do the Right Thing*, *Mo’ Better Blues*, *School Daze*, and *Malcolm X*. He first worked with Francis Ford Coppola in the 1984 film *The Cotton Club*.

Esposito began his career working in theater, making his Broadway debut in the 1968 musical *Maggie Flynn*. He also starred in the original cast of *Merrily We Roll Along*. His other stage credits include *Cat on a Hot Tin Roof*, *Sacrilege*, and *Don’t Get God Started*.

NATHALIE EMMANUEL (Julia Cicero)

Emmy Award-nominated actress Nathalie Emmanuel is best known for starring in the critically acclaimed HBO series *Game of Thrones*. Alongside her fellow cast, Emmanuel received a total of 6 nominations for “Outstanding Performance by an Ensemble in a Drama Series” at the Screen Actors Guild Awards throughout the course of the show’s run. Emmanuel also stars in the *Fast & Furious* franchise as

“Ramsey,” most recently reprising her role in *Fast X*. Emmanuel can also be seen in this role in *F9*, *The Fate Of The Furious* and *Furious 7*.

Notably, Emmanuel received a Primetime Emmy award nomination for her performance in *Die Hart*. She later reprised her role in the sequel season *Die Hart 2: Die Harter*, which became the #1 Roku Original TV series weekend premiere of all time. She received her second Primetime Emmy award nomination for the role as well as an NAACP Image Award nomination. Additional credits include her lead role feature debut in Screen Gems’ horror film *The Invitation*, Netflix’s heist comedy *Army Of Thieves*; Hulu’s romantic comedy series *Four Weddings and a Funeral*, produced by Mindy Kaling; and lending her voice to Netflix’s *Dark Crystal: Age of Resistance*.

Upcoming, Emmanuel will star opposite Omar Sy in Peacock’s *The Killer*, a reimagining of the 1989 John Woo film, which the director is also set to helm and produce.

AUBREY PLAZA (Wow Platinum)

Aubrey Plaza is an award-winning actress and producer who has been critically praised for her performances in drama and comedy. She starred in the second season of Mike White’s *The White Lotus*, which garnered her Emmy and Golden Globe Award nominations, as well as a Screen Actors Guild Award as part of the cast ensemble. Previously, she starred in the acclaimed feature, *Emily the Criminal*, which she also produced under her Evil Hag Productions Company. For her performance, she was nominated for a Gotham and Independent Spirit Award. She recently made her on-stage debut in the off-Broadway production of *Danny and the Deep Blue Sea*, opposite Christopher Abbott, for which she was nominated for a Drama League Award.

Plaza will be seen in Megan Park’s Sundance breakout *My Old Ass*, which will be released by Amazon later this year, and Marvel’s *Agatha: Darkhold Diaries* opposite Kathryn Hahn and Patti LuPone. She recently wrapped production on Legendary’s *Animal Friends*, alongside Ryan Reynolds, Dan Levy, and Jason Momoa, and is currently in production on Ethan Coen and Tricia Cooke’s dark comedy, *Honey Don’t!* opposite Margaret Qualley and Chris Evans.

Her other film credits include *Black Bear* (producer), *Ingrid Goes West* (producer), *Happiest Season*, *Operation Fortune: Rue De Guerre*, *Best Sellers*, *The Little Hours* (producer), *Funny People*, *Scott Pilgrim vs. the World*, *Safety Not Guaranteed*, *Life After Beth*, *Mike and Dave Need Wedding Dates*, *Dirty Grandpa*, and *The To Do List*. She is well known for the Emmy-nominated series, *Parks and Recreation*. She was named one of Time Magazine’s “100 Most Influential People of 2023.”

SHIA LABEOUF (Clodio Pulcher)

Shia LaBeouf received rave reviews for his performance in *Honey Boy*, which marked his first feature-length film as a screenwriter. The film received a Special Jury Award for Vision and Craft at the Sundance Film Festival. He also starred in *The Peanut Butter Falcon* which won the Audience Award at the 2019 SXSW Film Festival.

Other credits include *Pieces of a Woman*, *The Tax Collector*, *Borg vs. McEnroe*, *American Honey*, *Fury*, *Nymphomaniac: Vol. 1* and *Vol. 2*, the first three installments of *Transformers*, *The Company You Keep*, *Lawless*, *Eagle Eye*, *Disturbia*, *A Guide to Recognizing Your Saints*, *Bobby*, *The Greatest Game Ever Played*, *Constantine*, and made his feature film debut in the 2003 comedy *Holes*. On television, LaBeouf garnered praise for his performance on the series *Even Stevens*, which earned him a Daytime Emmy award for Outstanding Performer in a Children's Series. In addition to his work in front of the camera, Shia has also directed several projects including music videos for Kid Cudi and Future Unlimited.

JON VOIGHT (Hamilton Crassus III)

Jon Voight's prolific career has spanned six decades. He came to prominence in the late 1960s with his Academy Award-nominated performance in *Midnight Cowboy*. He then became a Hollywood star for his work on *Deliverance*, *The Champ*, and *Coming Home*, for which he won an Academy Award for Best Actor. Other notable films include *Runaway Train*, *Heat*, *Mission: Impossible*, *Enemy of the State*, and Francis Ford Coppola's *The Rainmaker*, which earned him a Golden Globe nomination for Best Supporting Actor.

Voight gave critically acclaimed biographical performances during the early 2000s, appearing in *Ali* and *Pearl Harbor*. He then appeared in box office hits *Lara Croft: Tomb Raider* and *Zoolander*, and went on to secure outstanding roles in hit franchises such as *National Treasure*, *Transformers*, and *Fantastic Beasts*. He earned his fourth Golden Globe as well as two Primetime Emmy Award nominations for the series *Ray Donovan*. On November 21, 2019, he was awarded the National Medal of Arts.

LAURENCE FISHBURNE (Fundi Romaine)

Laurence Fishburne has achieved an impressive body of work as an actor, producer, and director. He starred in his first television show at age 10 in the drama *One Life to Live*, and made his feature film debut at age 12 in *Cornbread, Earl and Me*. At 15, he appeared as "Clean" in Francis Ford Coppola's highly acclaimed *Apocalypse Now*.

Fishburne won a Tony Award for *Two Trains Running* and was nominated for his one-man show *Thurgood*. He received his first Emmy Award for "The Box" episode of *Tribeca*. He received an Academy Award nomination for Best Actor for *What's Love Got to Do with It* and an Emmy Award nomination and NAACP Image Award for his starring role in the telefilm *Miss Evers' Boys*, which he also executive-produced. He may be best known for his role in the blockbuster *The Matrix* trilogy, but his many film credits include the *John Wick* franchise, *Boyz n the Hood*, *The Color Purple*, *Searching for Bobby Fischer*, *Higher Learning*, *Mystic River*, *Deep Cover*, *King of New York*, the remake of *Roots*, TV miniseries *Madiba*, and the audio drama *Bronzeville*. In 2020, he won an Audie Award for his narration of *The Autobiography of Malcolm X*, and from 2021-22 he starred in *American Buffalo* on Broadway. In 2000, he co-founded Cinema Gypsy Productions and has produced numerous award-winning projects including *Thurgood*, *Five Fingers*, *Akeelah and the Bee*, *Once in the Life*, *Always Outnumbered*, and *Hoodlum*. He produced the animated series *Moon Girl and Devil Dinosaur*, and the television hit series

black-ish, which earned both Emmy and Golden Globe nominations and two spinoff shows. He has served as an Ambassador for UNICEF since 1996. In 2007, he was honored by Harvard University as Artist of the Year for his Outstanding Contributions to American and International Performing Arts as well as his humanitarian contributions.

TALIA SHIRE (Constance Crassus Catilina)

Talia Shire is best known for her roles as Connie Corleone in *The Godfather* trilogy and as Adrian Balboa in the *Rocky* series. For these legendary performances, Shire received two Oscar nominations: Best Supporting Actress for *The Godfather Part II* and Best Actress for *Rocky*, the latter for which she also earned the National Board of Review Award and the New York Film Critics Circle Award for Best Supporting Actress.

In addition to her dozens of screen credits, Shire has starred in such acclaimed films as *I Heart Huckabees*, *Palo Alto*, *Cold Heaven*, *Working Man*, *Chantilly Bridge*, and her son Robert Schwartzman's directorial debut, *Dreamland*. On television, Shire is known for starring in the hit miniseries *Rich Man, Poor Man*, and had recurring roles on the Emmy-nominated hit *Grace and Frankie* and the critically lauded boxing drama *Kingdom*. Behind the camera, she made her directorial debut with the romantic thriller *One Night Stand*, and produced the fantasy action film *Lionheart*. On Broadway, she produced the Tony Award-nominated play *Golden Child*. Shire and her late husband Jack Schwartzman proudly raised a combined family of five children—their sons together, Robert and Jason, as well as Talia's son Matthew Shire and Jack's children John Schwartzman and Stephanie Kuhlman—all of whom are artists who often collaborate as a family on their various film projects.

KATHRYN HUNTER (Teresa Cicero)

Kathryn Hunter is an American, Greek, and British Olivier Award-winning actress & director, and a New York Film Critics Circle Award-winner for Best Supporting Actress for her role in *The Tragedy of Macbeth*. She is best known for her appearances as Swiney in Yorgos Lanthimos's *Poor Things*, Eedy Karn in the Disney+ *Star Wars*, and Arabella Figg in the Harry Potter film series.

Kathryn made history in 1997 when she became the first female to play the ill-fated King Lear in Britain. Her theatre credits are infinite; some of her most notable roles include Red Peter in *Kafka's Monkey*, Puck, in Julie Taymor's *A Midsummer Night's Dream*, *Richard the III* at The Globe, *King Lear* at The Globe, and Hideki Noda's *The Bee*. Being a long-term associate of Théâtre de Complicité her credits include *The Visit*, for which she won the Olivier Award for Best Actress, *Drive Your Plow Over the Bones of the Dead*, *Foe*, *The Chairs*, *Out of the House Walked a Man*, *Anything for a Quiet Life*, *Help! I'm Alive*, *The Winter's Tale*.

GRACE VANDERWAAL (Vesta Sweetwater)

Grace VanderWaal is an actress and critically acclaimed musician who has been named to Billboard's *21 Under 21* multiple times and was the youngest person to be included in *Forbes's* 30 Under 30 Music List. She starred in *Hollywood Stargirl*, where she performed the original song "Figure It Out." In 2016, Grace

won the popular series America's Got Talent, and has since released a best-selling full-length album, *Just the Beginning*. She has headlined around the United States, and performed around the world, opening for Florence + The Machine and Imagine Dragons.

CHLOE FINEMAN (Clodia Pulcher)

Chloe Fineman is a cast member on *Saturday Night Live*, entertaining viewers with her standout impressions. *Glamour* raved "Chloe Fineman Can Impersonate Anyone" and the *Washington Post* called her "The Comedian We Need Right Now." Fineman made her film debut in the *Father of the Bride* remake for HBO. Other titles include *Babylon* and *White Noise*. Her TV credits include *Big Mouth*, *Search Party*, *Dickinson*, *High Fidelity*, and *Twisted Metal*. Fineman graduated from NYU's Tisch School of the Arts with Honors and is from Berkeley, California.

DUSTIN HOFFMAN (Nush 'The Fixer' Berman)

A two-time Academy Award winner and seven-time nominee, Dustin Hoffman first caught the world's attention for his roles in *The Graduate*, *Midnight Cowboy*, *Lenny*, *Tootsie* (a film he also produced through his company, Punch Productions), *Wag the Dog*, *Kramer Vs. Kramer*, and *Rain Man*. He starred in Noah Baumbach's critically acclaimed film, *The Meyerowitz Stories* which premiered at the 2017 Cannes Film Festival. He made his directorial debut with his feature *Quartet*, which was recognized by the National Board of Review as one of the Top Ten Independent Films of 2012 and was awarded with the Breakthrough Director Award by the Hollywood Film Awards.

His other credits include *Meet the Fockers*, *Stranger Than Fiction*, *Finding Neverland*, *I Heart Huckabees*, *Little Big Man*, *All the President's Men*, *Marathon Man*, *Hook*, and *Outbreak*. On television, Hoffman starred in HBO's *Luck*, and won the International Emmy Award for Best Performance by an Actor in *Esio Trot*. On stage, Hoffman made his Broadway debut in *Jimmy Shine* and his directorial debut with *All Over Town*. He garnered a Drama Desk Award for Best Actor for his portrayal of Willy Loman in the Broadway revival of *Death of a Salesman* as well as an Emmy Award for its special presentation on television. Hoffman received a Tony Award nomination for his performance in *The Merchant of Venice*.

ABOUT THE FILMMAKERS

FRANCIS FORD COPPOLA (Writer, Producer, Director)

Francis Ford Coppola is one of the most influential and acclaimed filmmakers of our time; a five-time Academy Award-winning director, writer, or producer of such films as *Patton*, *The Godfather* trilogy, *American Graffiti*, *The Conversation*, *Apocalypse Now*, *The Outsiders*, and *Bram Stoker's Dracula*. He joins a small group of filmmakers with multiple Palme d'Or awards, Golden Globes, Writers and Director's Guild awards, and the Academy's prestigious Irving G. Thalberg Memorial Award. As the co-founder of pioneering film company American Zoetrope with George Lucas, he initiated and nourished the careers of filmmakers Carroll Ballard, John Milius, Sofia Coppola, and actors Al Pacino, Robert De Niro, James Caan, Harrison Ford, Richard Dreyfus, Diane Keaton, Robert Duvall, Laurence Fishburne, Matt Dillon, and Diane Lane. Zoetrope-produced films have received sixteen Academy Awards® and seventy nominations. As a writer, director, producer, and technological pioneer, Francis Coppola has created a body of work that has helped to shape contemporary American cinema.

Born in Detroit in 1939 and growing up in Queens, New York, Coppola was the descendent of a musically gifted family. His maternal grandfather Francesco Pennino was a songwriter, and his father Carmine was principal flute in Toscanini's NBC Symphony. Paralyzed by polio as a child, Coppola wrote stories, played with puppetry, and developed an interest in film after being given a toy movie projector. He found kindred spirits at Great Neck High School and again at Hofstra University where his stellar contributions to theatre arts brought him many Dan Laurence theater awards, and the school's highest drama honor, the Beckerman Award. After graduating in 1959 with a BFA in Theatre, he enrolled at UCLA for graduate work in film. At UCLA, he won the 1962 Samuel Goldwyn Writing Award for his screenplay, *Pilma Pilma*, which led to him being hired by Seven Arts as a screenwriter. After varied stints on Roger Corman low-budget genre pictures, Corman allowed him to direct one of his own scripts, *Dementia 13*. It was on the set of this film that he met Eleanor Neil, whom he would later marry and have three children with: Gian-Carlo, Roman, and Sofia.

Early in his career, Coppola co-wrote *Patton*, which would go on to win seven Academy Awards including his first Oscar, for Best Adapted Screenplay. His second film, *You're a Big Boy Now*, was presented as his MFA thesis at UCLA and marked his first trip to Cannes. Then came *Finian's Rainbow* and an original work, *The Rain People*. His ability to make *The Rain People* independently of the studios inspired him and his friend George Lucas to found American Zoetrope in San Francisco. Lucas's first two features, *THX 1138* and *American Graffiti* were produced under its aegis. Later, with Zoetrope in financial hardship, Coppola was persuaded by Lucas to direct a gangster picture based on the best-selling novel by Mario Puzo, *The Godfather*. The film went on to create such a sensation that it altered the course of his career forever. Its follow-up, *The Godfather Part II*, won six Oscars, and is credited with starting an industry-wide trend by using numerals in titles and making sequels respectable—and immensely profitable.

In-between the two gangster epics, Coppola made *The Conversation* (1974) from his original screenplay. It is an off-beat quasi-thriller about wiretapping and responsibility which endures as one of his most admired and influential pictures and won the Cannes Palme d'Or.

In 1976, Coppola began filming *Apocalypse Now*, financing the Vietnam War epic himself. Almost everything that could go wrong did: star Martin Sheen suffered a heart attack; co-star Marlon Brando showed up grotesquely overweight; a typhoon destroyed the sets. Shooting stopped, then re-started, and the budget skyrocketed, delaying the film's release until 1979. Stylistically and thematically, *Apocalypse Now* was so unusual, especially for a war film, that critics were initially divided. Nevertheless, its box office was respectable and, over time, hugely successful. *Apocalypse Now* has come to occupy a very special place in the annals of American moviemaking, influencing generations of filmmakers across the globe.

In 1980, Coppola bought Hollywood General Studios and renamed it Zoetrope Studios. Production immediately began on *One From the Heart*. Some of the innovations that came out of this period were "previsualization" (a phrase coined by Coppola), use of ethernet as a means of departments communicating, word processing for screenplays (which garnered much suspicion from the Writers Guild who thought a computer was writing the scripts), re-introduction of video assist, the development of 5.1 stereo sound (pioneered by the making of *Apocalypse Now*), electronic editing, and experimentation with high-definition. He then made two Oklahoma-based youth pictures, *The Outsiders* and its "antidote" *Rumble Fish*. *The Outsiders* enjoyed commercial success, but it wasn't enough to pay the bills and ownership of Zoetrope Studios passed into the hands of creditors. Coppola's ensuing financial hardship led to a decade of 'work for hire' pictures in order to pay off debts and provide financial security for his family. Although he directed films in the corporate sphere that he had no rights of ownership to, he chose projects that piqued his imagination and always endeavored to turn them into beautiful and memorable films.

In the ensuing years, Francis and Eleanor's Napa and Sonoma wineries expanded, and Coppola directed *The Godfather Part III* which garnered seven Oscar nominations. He later was able to recut the film to his and Puzo's original structure and title as *Coda: The Death of Michael Corleone*. Then in 1992 came *Bram Stoker's Dracula* which snared four Oscar nominations and won three Awards. *Dracula* was a major financial success, and Coppola was finally free of his financial obligations. In his mind, his career of 'work for hire' had come to an end and he went on to make three personal films: *Youth Without Youth*, *Tetro*, and *B'Twixt Now and Sunrise*. In 2023, he realized his dream of making *Megalopolis*, a film he had first envisioned 40 years earlier.

Francis Ford Coppola has always been a dreamer, but he is one of those rare people who determinedly has turned his dreams into reality. With the imagination of a child and an ever-curious mind, he continues to pursue his conviction that the magic combination of talent and technology, which was the basis of the birth of the motion picture, can continue to combine in ever new ways.

BARRY HIRSCH (Producer)

Barry Hirsch obtained his J.D. at the University of Southern California in 1957, and while a student he won the Nathan Burkan Competition for the best article on copyright law. He later obtained an M.A. in Behavioral Science from Azusa Pacific University and is a licensed marriage, family, and child counselor. He received the Torch of Liberty Award from the ACLU in 1996, and Entertainment Lawyer of the Year from the Beverly Hills Bar Association in 2007. His present law practice includes the representation of actors, actresses, directors, writers, and producers in motion pictures, television, and on the legitimate stage.

FRED ROOS (Producer)

Oscar-winning producer and “casting guru” Fred Roos has worked on many of the most seminal films of the past 50 years, including *American Graffiti*, *The Godfather* trilogy, *Star Wars*, *The Black Stallion*, *Lost in Translation*, and *The Conversation*. His sharp eye as a casting director recognized the emerging careers of Harrison Ford, Jack Nicholson, Nicolas Cage, Al Pacino, Richard Dreyfuss, Carrie Fisher, and many others. His long-term collaboration with Francis Coppola earned him an Academy Award for producing the Best Picture winner *The Godfather Part II*. In addition to producing or executive-producing numerous Coppola films, other producing credits include Jack Nicholson’s *Drive, He Said*, as well as *St. Vincent*, *The Black Stallion*, *The Secret Garden*, and Sofia Coppola’s *The Virgin Suicides*, *Marie Antoinette*, *Somewhere*, *The Bling Ring*, and Eleanor Coppola’s celebrated documentary *Hearts of Darkness*.

MICHAEL BEDERMAN (Producer)

Michael Bederman executive-produced the feature film adaptation of Stephen King’s best-selling novel *Salem’s Lot*, as well as *Dear Evan Hansen*, *The King of Staten Island*, *Timmy Failure: Mistakes Were Made*, *Collateral Beauty*, *Kill the Messenger*, and *Spotlight*, which was nominated for six Academy Awards and won two. Bederman also produced *Motherless Brooklyn* and *The Adjustment Bureau*.

ANAHID NAZARIAN (Executive Producer)

Anahid Nazarian holds the unique distinction of having worked alongside Francis Coppola (and on *Megalopolis*) for over 40 years. She began working for Coppola’s company American Zoetrope as director of Zoetrope’s research library and has continued her long-time collaboration with Coppola as his story editor, script supervisor, and executive producer of his last four films. In addition to Coppola’s films, she has served as a script editor working with many notable screenwriters including Ronald Bass, Arnold Schulman, Mario Puzo, David Peoples, Sofia Coppola, John Le Carre, Carroll Ballard, and Paul Schrader.

BARRIE OSBORNE (Executive Producer)

Barrie M. Osborne is an Academy Award-winning producer who began working with Francis Coppola in 1983 on *The Cotton Club*. Along with Peter Jackson and Fran Walsh, Osborne was awarded the Academy Award for Best Picture for *The Return of the King*, which also earned him the Producers Guild Award and a BAFTA Award. Additionally, he received Best Picture Oscar nominations for the first and second films, *The Fellowship of the Ring* and *The Two Towers*.

Osborne served as executive producer for *Mulan*, *Pete's Dragon*, *The Great Gatsby*, *The Matrix*, *The World's Fastest Indian*, *Little Fish*, *The Fan*, *Dick Tracy*, *Child's Play*, *Wilder Napalm*, *Rapa Nui*, and *Peggy Sue Got Married*.

DARREN DEMETRE (Executive Producer)

Darren Demetre began his television and film career working for Francis Coppola on *The Godfather Part III*, followed by *Bram Stoker's Dracula*. He has worked with Joel Silver, Jason Bateman, Steven Spielberg, JJ Abrams, Sofia Coppola, Roman Coppola, and David Oyelowo. He was nominated for an Emmy for his work as a producer for HBO's *Confirmation*. His recent films are *Lean on Pete*, *American Animals*, *Bad Words*, and *The Waterman*.

MIHAI MALAIMARE JR., ASC (Director of Photography)

Megalopolis marks Director of Photography Mihai Malaimare Jr.'s fourth collaboration with Francis Coppola. His previous collaborations are *Youth Without Youth*, for which he received an Independent Spirit Award nomination for Best Cinematography, *Tetro*, and *B'Twixt Now and Sunrise*. Other works include HBO's *Winning Time: The Rise of the Lakers Dynasty*, *The Master*, *The Harder They Fall*, *A Walk Among the Tombstones*, and *JoJo Rabbit*, which earned Malaimare Jr. the Hollywood Film Award for Cinematographer of the Year. He also won a coveted Camerimage Golden Frog nomination for *The Master*, which earned five Best Cinematography awards. In 2018, he shot *The Hate U Give*, which garnered more than 20 awards and was one of the most critically acclaimed films of the year. A native of Romania, Malaimare Jr. began his film career after attending the National University of Theatre and Film in Bucharest.

RON FRICKE (Special Cinematography)

Ron Fricke is an American film director and cinematographer, considered to be a master of time-lapse photography and large format cinematography. He was the director of photography for *Koyaanisqatsi* and directed the purely cinematic non-verbal and non-narrative feature *Baraka*. He designed and used his own 65mm camera equipment for *Baraka* and his later projects, and directed the IMAX films *Chronos* and *Sacred Site*. He worked as a cinematographer for parts of the film *Star Wars Episode III: Revenge of the Sith*. His most recent credits include *Samsara* and *Journey of Hanuman*.

DEAN SHERRIFF (Visual Concept Designer)

Born and raised in Toronto, Dean Sherriff comes from a family of three generations of architects. After graduating with honors from the Ontario College of Art and Design University with a degree in Illustration, Dean began his career in advertising and as a newspaper editorial illustrator. His artwork was frequently published in international advertising campaigns and national newspapers before he embarked on a design career in the animation industry. His first feature film opportunity came in 2002 when he was hired to create concept designs for *X2*. Since then, Dean has moved to Los Angeles and has worked on many films including *Watchmen*, *Sucker Punch*, *Jurassic World*, *Guardians of the Galaxy Vol. 2*, *Deepwater Horizon*, *Mission Impossible: Ghost Protocol*, and the *Godzilla x Kong* feature franchise series.

BRADLEY RUBIN (Production Designer)

Bradley Rubin is a production designer based in Los Angeles, California. Rubin was born in Puerto Rico and grew up crisscrossing the United States. Along the way, he developed an interest in experiential design which led him to pursue a bachelor's degree in architecture from Syracuse University. He was inspired to switch to film after meeting with set designer Paul Sonski, and later visiting the art department of *Rush Hour 3* during his college education, though he kept with architecture for years after. He has collaborated and contributed to the designs of numerous films and series including *The Mandalorian*, *Westworld*, *A Star Is Born*, *Ghostbusters*, and *Our Flag Means Death*.

BETH MICKLE (Production Designer)

Beth Mickle first garnered international acclaim for her work on *Half Nelson*. In 2011, Mickle worked with Nicolas Winding Refn on *Drive*, for which she received an Art Directors Guild Award nomination for Excellence in Production Design. The two worked together again on *Only God Forgives*. She collaborated with Ryan Gosling on his directorial debut *Lost River*, and then joined directors John Requa and Glenn Ficarra for their film *Focus*, later reteaming with them again on *Whiskey Tango Foxtrot*. Other credits include *The Family Fang*, *Collateral Beauty*, the HBO series *The Deuce*, and *An Englishman in New York*, which earned her a BAFTA Award nomination. In 2018, she received a Golden Satellite Award for her work on *Motherless Brooklyn*. Most recently, she has worked on *The Suicide Squad* and *Guardians of the Galaxy 3*.

CAM MCLAUHLIN (Editor)

Cam McLaughlin is a film & television editor based out of Toronto and Los Angeles. His work on Guillermo Del Toro's *The Shape of Water* led to his being lead editor on *Nightmare Alley*, which received an Academy nomination for Best Picture. Other works include Ana Lily Amirpour's episode of Del Toro's *Cabinet of Curiosities*, *The Outside*, as well as *The Girlfriend Experience*, *The Kindness of Strangers*, and acclaimed actor Max Minghella's directorial debut *Teen Spirit*.

GLEN SCANTLEBURY (Editor)

Glen Scantlebury's editing career began in San Francisco working for American Zoetrope. He has worked on a number of films for Francis Coppola, including as an editor on *The Godfather Part III* which garnered him an Academy Award nomination. He also served as an editor on *Bram Stoker's Dracula*. He has edited for other members of the Coppola clan including Eleanor Coppola's *Paris Can Wait* and Gia Coppola's *Palo Alto*. His other credits include *Armageddon*, *Transformers*, *Con Air*, *The General's Daughter*, *Lara Croft: Tomb Raider*, *Joy Ride*, *The Texas Chainsaw Massacre*, and *Prisoner's Daughter*. He has edited several documentaries including *Little Dieter Needs to Fly*, *Muddy Track*, and *Cobain: Montage of Heck*.

MILENA CANONERO (Costume Designer)

Milena Canonero is a four-time Academy Award-winning costume designer who grew up in Genova, Italy before moving to England to finish her studies. Her film career began with Stanley Kubrick, designing the costumes of three of his films: *Clockwork Orange*, *Barry Lyndon*, and *The Shining*. Along with *Barry Lyndon*, she has won Oscars for her work on *The Grand Budapest*

Hotel, Marie Antoinette, and Chariots of Fire. Canonero's collaborations with Francis Coppola include *The Cotton Club, Tucker: The Man and His Dream, and The Godfather Part III.* Other titles include *Paris Can Wait, The Hunger, Midnight Express, Out of Africa, Damage, Dick Tracy, Bulworth, Titus, The Life Aquatic with Steve Zissou, The Darjeeling Limited, The French Dispatch, and Asteroid City.* She was as an associate producer on *Good Morning Babylon* and co-produced *Hill of Vision* and *Someday This Pain Will Be Useful to You.* She production-designed *Single White Female* and *Last Summer,* and designed costumes for opera productions at La Scala, the Vienna State Opera, the Metropolitan Opera, and the Guarnier Opera de Paris.

ROMAN COPPOLA (Second Unit Director)

Roman Coppola is a director, producer, inventor, and an Academy Award-nominated screenwriter. Growing up in the world of filmmaking, Coppola wore many hats on set, which included sound recording, cinematography, and visual effects, for which he earned a BAFTA nomination for *Bram Stoker's Dracula.* In addition to his personal feature films *CQ* and *A Glimpse Inside the Mind of Charles Swan III,* Coppola has played an integral part in many other films with frequent collaborators Sofia Coppola and Wes Anderson. These include *On the Rocks, Marie Antoinette, Lost in Translation, Somewhere, The Virgin Suicides, The French Dispatch, Isles of Dogs, The Grand Budapest Hotel, The Darjeeling Limited, The Life Aquatic with Steve Zissou, Asteroid City, and Moonrise Kingdom,* which earned him an Academy Award nomination for Best Original Screenplay. He founded the award-winning commercial and music video production company The Directors Bureau, and has directed countless iconic music videos for the likes of Sir Paul McCartney, Daft Punk, Air, The Strokes, and Phoenix.

OSVALDO GOLIJOV (Composer)

Oswaldo Golijov, recipient of a MacArthur Fellowship, is one of the most renowned classical composers of our time. *Megalopolis* is his fourth film score for Francis Coppola, following *Youth Without Youth, Tetro, and B'Twixt Now and Sunrise.* His classical works include the *St. Mark Passion,* the opera *Ainadamar,* cello concerto *Azul, The Dream* and *Prayers of Isaac the Blind* for clarinet and string quartet, and the song cycles *Ayre* and *Falling Out of Time.* His two most recent works are *LAIKA,* written for Anthony Roth Costanzo and the Met Orchestra Ensemble, and *The Given Note,* a work for violinist Johnny Gandelsman and The Knights orchestra. He was born in La Plata, Argentina, in 1960, and lived in Jerusalem for several years before immigrating to the US in 1986. He was Composer-in-Residence at the College of the Holy Cross and has worked with many high-profile musicians including the Kronos Quartet and Yo-Yo Ma.

JESSE JAMES CHISHOLM (Visual Effects Supervisor)

Jesse James Chisholm began his career in visual effects in 1997 at Digital Domain. After working there for over 19 years, he joined Marvel Studios in 2016. His illustrious movie career has spanned from *The Curious Case of Benjamin Button* to the Marvel blockbuster *Ant-Man and the Wasp.* Along the way, he's done everything from sweeping set floors to supervising effects shots alongside legendary directors David Fincher, Clint Eastwood, Steven Spielberg, and Francis Coppola.

CREDITS

WRITTEN, PRODUCED AND DIRECTED BY FRANCIS FORD COPPOLA

...WITH THE GRACIOUS COLLABORATION OF ROMAN COPPOLA
SECOND UNIT DIRECTION

ADAM DRIVER
AS CESAR CATILINA

GIANCARLO ESPOSITO
AS MAYOR CICERO

NATHALIE EMMANUEL
AS JULIA CICERO

AUBREY PLAZA
AS WOW PLATINUM

SHIA LABEOUF
AS CLODIO PULCHER

JON VOIGHT
AS HAMILTON CRASSUS III

LAURENCE FISHBURNE
AS FUNDI ROMAINE

TALIA SHIRE
AS CONSTANCE CRASSUS CATILINA

JASON SCHWARTZMAN
AS JASON ZANDERZ

KATHRYN HUNTER
AS TERESA CICERO

GRACE VANDERWAAL
AS VESTA SWEETWATER

CHLOE FINEMAN
AS CLODIA PULCHER

JAMES REMAR
AS CHARLES COTHOPE

D.B. SWEENEY
AS COMMISSIONER STANLEY HART

ISABELLE KUSMAN
AS CLAUDINE PULCHER

BAILEY IVES
AS HUEY WILKES

MADELEINE GARDELLA
AS CLAUDETTE PULCHER

BALTHAZAR GETTY
AS ARAM KAZANJIAN

ROMY MARS
AS GIRL REPORTER

HALEY SIMS
AS SUNNY HOPE CATILINA

AND
DUSTIN HOFFMAN
AS NUSH 'THE FIXER' BERMAN

PRODUCED BY
FRED ROOS, BARRY HIRSCH, MICHAEL BEDERMAN

EXECUTIVE PRODUCERS
ANAHID NAZARIAN, BARRIE OSBORNE, DARREN DEMETRE

DIRECTOR OF PHOTOGRAPHY
MIHAI MALAIMARE JR., ASC

SPECIAL CINEMATOGRAPHY
RON FRICKE

VISUAL CONCEPT DESIGNER
DEAN SHERRIFF

PRODUCTION DESIGNERS
BRADLEY RUBIN, BETH MICKLE

FILM EDITORS
CAM MCLAUHLIN, CCE, GLEN SCANTLEBURY, ACE

COSTUME DESIGNER
MILENA CANONERO

MUSIC BY
OSVALDO GOLIJOV

VISUAL EFFECTS SUPERVISOR
JESSE JAMES CHISHOLM

CASTING BY
COURTNEY BRIGHT & NICOLE DANIELS

UNIT PRODUCTION MANAGERS
ROBERT MAZARAKI, MICHAEL BEDERMAN

FIRST ASSISTANT DIRECTOR
MARIELA COMITINI

KEY SECOND ASSISTANT DIRECTOR
RACHEL JAROS

CHOREOGRAPHY BY
DANIEL EZRALOW

CO-PRODUCERS
JAMES MOCKOSKI, MASA TSUYUKI, MARIELA COMITINI

CAST

| | |
|-----------------------------|------------------------|
| ZENA THE MODEL | SONIA AMMAR |
| DR. LYRA SHIR | NERI OXMAN |
| BALIN THE FRACTAL | AJ CABA |
| ASSASSIN BOY | MICHAEL MOURRA |
| FELIX THE BUTLER | CHARLIE TALBERT |
| GENERAL | TOMMY LEE DRIVER |
| CESAR'S SECRETARY | CAROLINE BLOOM |
| BANDMASTER | GEORGE DILLARD |
| RINGMASTER | DONALD PITTS |
| CONTROL ROOM ENGINEER | PHILIP DIDO |
| MRS. GAYLE | GAYLE HOOKER |
| LAUGHING MAN | JAMES KEANE |
| TV NEWSCASTER | SEAN HANKINSON |
| SPANISH-SPEAKING PROTESTER | ANDREW AYALA |
| MR. SINGH | RITWIK CHATTERJEE |
| SERVILIA | KENDRA STOUT |
| NON ENGLISH-SPEAKING DRIVER | MAX BOJORQUEZ |
| BOARD CHAIRWOMAN | RENEE MCNEIL |
| WALL STREET LAWYER | SUZAN NORTON |
| WALL STREET LAWYER | VINCE PASANI |
| ELVIS IMPERSONATOR | ROBERT KIM |
| SUNNY PUPPET DANCER | LAURA HAWKINS |
| TOWNHOUSE GUARD | HENRY LOUIS ADAMS, JR. |
| DANCE INSTRUCTOR | PAUL PUDNEY |
| VESTA LOOKALIKES | VANESSA NICHOLE |
| | NIKKI RUSH |
| | TAMMY HURTADO |
| FAKE VESTA IN BED | EMMA WEDEMEYER |
| LADY JUSTICE STATUE | IVY LIGHTSEY |
| SAW LAW STATUE | ART NEWARK |
| MOURNFUL LADY STATUE | SAVANNAH POWERS |
| JANE DOE | EMILY BERRY |
| STUNT COORDINATOR | BUDDY JOE HOOKER |
| STUNT CO-COORDINATOR | JASON GUPTON |

(GEORGIA PEACH LOGO)

| | |
|---|---|
| PRODUCTION SUPERVISOR | GAVIN ATILANO |
| ARCHITECTURAL AND SCIENTIFIC ADVISOR | NERI OXMAN |
| ASSOCIATE PRODUCERS | JESSE JAMES CHISHOLM, ADRIANA ROTARU |
| ART DIRECTORS | FREDDY WAFF, SAMANTHA AVILA, BRITTANY HITES DAVE SCOTT, DOMENIC SILVESTRI |
| SET DECORATOR LEADPERSON | LISA SESSIONS MORGAN SUSAN TANNER |
| PROPERTY MASTER ASSISTANT PROPERTY MASTERS | DREW PETROTTA BRAD GOOD, HANNAH HINKEL |
| CONCEPT ARTIST SET DESIGNERS | TILL NOWAK KRISTEN JENKINS, DANIELA MEDEIROS, CHRIS SANFORD RANDALL WILKINS |
| GRAPHIC DESIGNERS | ELLEN LAMPL, STEPHEN FAUSTINA, ADEE SERRAO |
| 'A' CAMERA OPERATOR 'B' CAMERA OPERATOR / STEADICAM DIT STILL PHOTOGRAPHER | MIHAI MALAIMARE JR., ASC HENRY TIRL ELI BERG PHILLIP V. CARUSO |
| EDITOR ADDITIONAL EDITORS 1 ST ASSISTANT EDITOR | ROBERT SCHAFER CHRISTOPHER DONALDSON, ACE, STEPHEN FLETCHER, PETER HAGAN GRETCHEN SCHROEDER |
| PRODUCTION COORDINATOR ASSISTANT PRODUCTION COORDINATOR | DENNIS M. MITCHELL II THOMAS SALOMON |
| SOUND MIXER BOOM OPERATOR SCRIPT SUPERVISOR | MICHAEL "KOFFY" KOFF, CAS IAN BENDER ANAHID NAZARIAN |
| SPECIAL EFFECTS SUPERVISOR KEY SPECIAL EFFECTS FOREMAN | JOHN BAKER DYLAN KENNEDY |
| VIDEO ASSIST | MASA TSUYUKI |
| GAFFER BEST BOY ELECTRIC KEY GRIP BEST BOY GRIP A-DOLLY GRIP | JEFF MURRELL JERRY WHEAT MACKIE ROBERTS RICHARD ARNOLD KENNETH BOLTON |
| ASSISTANT COSTUME DESIGNERS COSTUME SUPERVISOR | RAFFAELLA FANTASIA, MARCO PIEMONTESE, PATRICIA COLIN DAVID DAVENPORT |

| | |
|--|------------------------------------|
| "CESAR" COSTUMER | JULIAN ANDRÉS ARANGO |
| MAKEUP DEPARTMENT HEAD | VALLI O'REILLY |
| ASSISTANT MAKEUP DEPARTMENT HEAD | KRIS EVANS |
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SOUND MIXED AT ALL-MOVIE HOTEL, PEACHTREE CITY, GEORGIA

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TITLE DESIGN DERRICK SCOCCHERA

DIGITAL DAILIES BY COMPANY 3 ATLANTA

POST-PRODUCTION DI SERVICES BY PICTURE SHOP

SENIOR DI COLORIST WALTER VOLPATTO

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MUSIC CLEARANCES
CLEARANCES BY

GRETCHEN O'NEAL & MELODEE SUTTON, 818 MUSIC GROUP
PRODUCTION RESOURCES

"MY PLEDGE"

WRITTEN & PERFORMED BY GRACE VANDERWAAL
COURTESY OF COLUMBIA RECORDS
BY ARRANGEMENT WITH SONY MUSIC ENTERTAINMENT
PRODUCED AND ORCHESTRATED BY KRIS KUKUL
MATT STINE, 27 SOUND ENTERTAINMENT

"NO TURNING AROUND"

WRITTEN & PERFORMED BY GRACE VANDERWAAL
COURTESY OF COLUMBIA RECORDS
BY ARRANGEMENT WITH SONY MUSIC ENTERTAINMENT
MIGUEL "MIKE" ELIZONDO, PRODUCER
ED REYES, NO EXPECTATIONS MUSIC
RACHEL KURSTIN, NO EXPECTATIONS MUSIC

"ENTRY OF THE GLADIATORS"

WRITTEN BY JULIUS FUCIK
PERFORMED BY THE UNITED STATES MARINE BAND

"HIGH SCHOOL CADETS"

WRITTEN BY JOHN PHILIP SOUSA
PERFORMED BY THE UNITED STATES MARINE BAND

"US ARMY SONG (THE CAISSONS GO ROLLING ALONG)"

PERFORMED BY THE UNITED STATES ARMY BAND

"AZUL: PAZ SULFURICA, SILENCIO, TRANSIT"

WRITTEN BY OSVALDO GOLIJOV
PERFORMED BY YO-YO MA, THE KNIGHTS, AND ERIC JACOBSEN
COURTESY OF WARNER MUSIC GROUP

"LONELY PLANET"

WRITTEN BY MATT JOHNSON
PERFORMED BY THE THE
COURTESY OF SONY MUSIC ENTERTAINMENT (UK)

"DANIELLE (SMILE ON MY FACE)"

WRITTEN BY DANIELLE BALBUENA, MIKE DEAN, RONJAE ENGLAND, FRED GIBSON, BENJAMIN JAMES GIBSON, DAVE
HAMELIN, MARCO PARISI, GIAMPAOLO PARISI, SEAN SOLYMAR
PERFORMED BY FRED AGAIN FEATURING DANIELLE BALBUENA
COURTESY OF WARNE MUSIC GROUP

"WHAT A DIFF'RENCE A DAY MAKES"

WRITTEN BY STANLEY ADAMS AND MARIA GREVER
PERFORMED BY DINAH WASHINGTON
COURTESY OF THE VERVE MUSIC GROUP UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"CUANDO VUELVA A TU LADO"

WRITTEN BY MARIA GREVER

PERFORMED BY PEDRO VIA AND HIS ORCHESTRA

COURTESY OF RCA VICTOR/SONY MUSIC ENTERTAINMENT

"SENZA MAMMA [SUOR ANGELICA, OPERA LIRICA IN UN ATTO]"

WRITTEN BY GIACOMO PUCCINI AND GIOVACCHINO FORZANO

PERFORMED BY VIRGINIA ZEANI, ORCHESTRA DELL'ACCADEMIA NAZIONALE DI SANTA CECILIA, FRANCO PATANÉ

COURTESY OF DECCA MUSIC GROUP LIMITED UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"ALLEGRETTO [SYMPHONY NO. 7 IN A, OP. 92]"

WRITTEN BY LUDWIG VAN BEETHOVEN

PERFORMED BY SYMPHONIEORCHESTER DES BAYERISCHEN RUNDFUNKS, RAFAEL KUBELÍK

COURTESY OF DEUTSCHE GRAMMOPHON GMBH UNDER LICENSE FROM UNIVERSAL MUSIC ENTERPRISES

"ROBIN'S LOVE NEST"

WRITTEN BY ITALIA PENNINO & F.F. COPPOLA

PERFORMED BY KRIS KUKUL

COURTESY OF AMERICAN ZOETROPE

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WATCHES SPECIALLY DESIGNED BY GIANNI BULGARI
ACCESSORIES BY FENDI

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(LOGOS)

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(AMERICAN ZOETROPE LOGO)

FACT SHEET

Title: Megalopolis

Copyright: © 2024 Caesar Film LLC

Year of release: 2024

Aspect Ratio: 2:1

Final Run time: 02:18:00

Sound mix: Dolby Atmos, 7.1 and 5.1

MPAA Rating: N/A

Language: English

Genre: Drama

Country of Origin: United States of America

Filming locations: Atlanta, Georgia, Fayetteville, Georgia

Shoot Days: 79

Shoot Dates: Start - November 7, 2022
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Production Co.: Caesar Film LLC