

REGAL ENTERTAINMENT GROUP

Form 8-K

June 22, 2004

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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### FORM 8-K

#### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **June 16, 2004**

### Regal Entertainment Group

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-31315</b> (Commission File Number)	<b>02-0556934</b> (IRS Employer Identification No.)
<b>9110 East Nichols Avenue, Suite 200, Centennial, CO 80112</b> (Address of Principal Executive Offices) (Zip Code)		

Registrant's telephone number, including area code **303-792-3600**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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#### Item 9. Regulation FD Disclosure.

On June 15, 2004, Regal Entertainment Group (the "Company") paid a quarterly dividend in the amount of \$0.18 per share to the holders of record on June 10, 2004 of the Company's Class A and Class B common stock. In connection with the payment of the quarterly dividend, the Company was required to make an adjustment to the conversion price of the 3<sup>3</sup>/<sub>4</sub>% Convertible Senior Notes due May 15, 2008 (the "Notes") pursuant to the Indenture, dated as of May 28, 2003, under which the Notes were issued. After adjustment for the quarterly dividend, effective June 16, 2004, the conversion price of the Notes is \$16.0176 per share.

#### Limitation of Incorporation by Reference

In accordance with the general instruction B.2 of Form 8-K, the information in this report is furnished pursuant to Item 9 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 22, 2004

REGAL ENTERTAINMENT GROUP

By: /s/ PETER B. BRANDOW

Name: Peter B. Brandow  
Title: Executive Vice President

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Item 9. Regulation FD Disclosure.

SIGNATURES