

REGAL ENTERTAINMENT GROUP

Form 8-K

November 13, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

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): **November 10, 2006**

Regal Entertainment Group

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31315
(Commission
File Number)

02-0556934
(IRS Employer
Identification No.)

7132 Regal Lane, Knoxville, Tennessee 37918
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **865-922-1123**

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities.

On November 7, 2006, in connection with the previously announced secondary offering of Class A common stock, par value \$0.001 per share, of Regal Entertainment Group (the Company) by OCM Principal Opportunities Fund II, L.P. (Oaktree), the underwriter exercised a portion of its over-allotment option to acquire additional shares of Class A common stock. On November 10, 2006, in connection with the closing of such over-allotment option, 300,000 shares of Class B common stock, par value \$0.001 per share, of the Company held by Oaktree automatically converted into a like number of shares of Class A common stock. The shares of Class A common stock issued upon the conversion are exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereof.

Shares of Class B common stock may be converted at any time into shares of Class A common stock on a one-for-one basis by the holder and are automatically converted into shares of Class A common stock on a one-for-one basis upon a transfer that is not a Permitted Transfer. Each holder of Class A common stock is entitled to one vote for each outstanding share of Class A common stock and each holder of Class B common stock is entitled to ten votes for each outstanding share of Class B common stock. Other than the number of votes per share, Class A and Class B common stock have identical material terms and provisions.

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.

REGAL ENTERTAINMENT GROUP

Date: November 13, 2006

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|--------|------------------------------------------------------------|
| By: | /s/ PETER B. BRANDOW |
| Name: | Peter B. Brandow |
| Title: | Executive Vice President, General Counsel and Secretary |