

REGAL CINEMAS CORP
Form S-4
October 13, 2009

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As filed with the Securities and Exchange Commission on October 13, 2009

Registration No. 333-

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

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Regal Cinemas Corporation

(Exact name of registrant as specified in its charter)

(See table of additional registrant guarantors on the following page)

Delaware
(State or other jurisdiction of
incorporation or organization)

7830
(Primary Standard Industrial
Classification Code Number)

02-0624987
(I.R.S. Employer
Identification Number)

**7132 Regal Lane
Knoxville, Tennessee 37918
(865) 922-1123**
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Peter B. Brandow, Esq.
Executive Vice President,
General Counsel and Secretary
7132 Regal Lane
Knoxville, Tennessee 37918
(865) 922-1123**
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

with copies to:

**Richard J. Mattera, Esq.
Hogan & Hartson LLP
One Tabor Center
1200 Seventeenth St., Suite 1500
Denver, Colorado 80202
(303) 899-7300**

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
8.625% Senior Notes due 2019	\$400,000,000	100.000%	\$400,000,000	\$22,320
Guarantee of 8.625% Senior Notes due 2019(2)				
Total	\$400,000,000		\$400,000,000	\$22,320

(1) Estimated pursuant to Rule 457(f) under the Securities Act of 1933, as amended, solely for the purposes of calculating the registration fee.

(2) Each of the entities listed as additional registrant guarantors on the following page has agreed to jointly, severally and unconditionally guarantee the 8.625% Senior Notes due 2019 on a senior unsecured basis. Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no separate fee is payable for the guarantee.

Each registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until such registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter(1)	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code Number
A 3 Theatres of San Antonio, Ltd.	Texas	74-2445508	7830
A 3 Theatres of Texas, Inc.	Delaware	95-4211888	7830
Consolidated Theatres Management, L.L.C.	Delaware	56-2100237	7830
Eastgate Theatre, Inc.	Oregon	93-0557513	7830
Edwards Theatres, Inc.	Delaware	33-0976218	7830
Frederick Plaza Cinema, Inc.	Maryland	04-2500121	7830
Hoyts Cinemas Corporation	Delaware	04-2981190	7830
Interstate Theatres Corporation	Massachusetts	04-1472970	7830
R.C. Cobb, Inc.	Alabama	63-0376608	7830
RCI/FSSC, LLC	New York	16-1768756	7830
RCI/RMS, LLC	Delaware	06-1683875	7830
Regal Cinemas Holdings, Inc.	Delaware	62-1843011	7830
Regal Cinemas, Inc.	Tennessee	62-1412720	7830
Regal CineMedia Corporation	Virginia	03-0398467	7830
Regal Entertainment Group	Delaware	02-0556934	7830
Regal Gallery Place, LLC	Washington D.C.	20-1702561	7830
Regal Investment Company	Colorado	52-2032807	7830
Richmond I Cinema, L.L.C.	Delaware	56-2115915	7830
UA Swansea, LLC	Tennessee	20-1997413	7830
United Artists Properties I Corp.	Colorado	84-1093560	7830
United Artists Realty Company	Delaware	22-2861013	7830
United Artists Theatre Company	Delaware	84-1198391	7830

(1)

The address and telephone number of each of the additional registrant guarantor's principal executive offices is c/o Regal Cinemas Corporation, 7132 Regal Lane, Knoxville, Tennessee 37918, (865) 922-1123.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED OCTOBER 13, 2009

PROSPECTUS

\$400,000,000

Regal Cinemas Corporation

Offer to Exchange

**\$400,000,000 8.625% Senior Notes due 2019 for
\$400,000,000 8.625% Senior Notes due 2019 that have been registered under the Securities Act**

We are offering to exchange all of our outstanding unregistered \$400,000,000 8.625% senior notes due 2019, which we refer to as the outstanding notes, for registered \$400,000,000 8.625% senior notes due 2019, which we refer to as the exchange notes, on the terms and subject to the conditions detailed in this prospectus and the accompanying letter of transmittal. We refer to the outstanding notes and the exchange notes together as the notes.

Material Terms of the Exchange Offer:

This exchange offer will expire at 5:00 p.m., New York City time, on _____, 2009, unless extended.

Upon expiration of the exchange offer, all outstanding notes that are validly tendered and not withdrawn will be exchanged for an equal principal amount of exchange notes.

You may withdraw tendered outstanding notes at any time prior to the expiration of the exchange offer.

The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.

The exchange of the exchange notes for outstanding notes will not be a taxable exchange for U.S. Federal income tax purposes.

We are offering the exchange pursuant to a registration rights agreement that we entered into in connection with the issuance of the outstanding notes.

Material Terms of the Exchange Notes:

The terms of the exchange notes and the guarantees thereof are substantially identical to the terms of the outstanding notes and the guarantees thereof, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes will not apply to the exchange notes.

The exchange notes will be fully and unconditionally guaranteed on a joint and several senior unsecured basis by our indirect parent, Regal Entertainment Group, or REG, and by all of our existing and future domestic restricted subsidiaries that guarantee our other indebtedness.

There is no existing public market for the outstanding notes or the exchange notes. We do not intend to list the exchange notes on any securities exchange or quotation system.

See "Risk Factors" beginning on page 10 for a discussion of risks that you should consider in connection with the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2009.

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We have not authorized anyone to give any information or make any representation about us or the exchange notes that is different from or in addition to that contained in this prospectus. Therefore, if anyone does give you information of this sort, then you should not rely on it as authorized by us. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this prospectus are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this prospectus does not extend to you. You should assume that the information contained in this prospectus is accurate only as of the date on the front of this prospectus, regardless of the date of delivery of this prospectus or the sale of the securities made hereunder.

MARKET INFORMATION

Information regarding market share, market position and industry data pertaining to our business contained in this prospectus consists of estimates based on data and reports compiled by industry professional organizations (including the Motion Picture Association of America and the National Association of Theatre Owners) and analysts, and our knowledge of our revenues and markets.

We take responsibility for compiling and extracting, but have not independently verified, market and industry data provided by third parties, or by industry or general publications, and take no further responsibility for such data. Similarly, while we believe our internal estimates are reliable, our estimates have not been verified by any independent sources, and we cannot assure you as to their accuracy.

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FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of invoking these safe harbor provisions. All statements other than statements of historical facts included, or incorporated by reference, in this prospectus, including, without limitation, certain statements regarding our financial position, future plans, strategies and expectations on revenue growth, expansion opportunities, strategic acquisitions, operating costs and expenses, and industry trends, may constitute forward-looking statements. In some cases you can identify these forward-looking statements by words like "may," "will," "should," "expects," "plans," "anticipates," "intends," "foresees," "believes," "estimates," "predicts," "potential" or "continue" or the negative of those words and other comparable words. These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those indicated in these statements as a result of certain risk factors as more fully discussed in "Risk Factors" below.

Specific factors that might cause actual results to differ from our expectations and that may affect our ability to pay timely amounts due under the notes or that may affect the value of the notes include, but are not limited to:

our substantial debt and lease obligations and the availability and adequacy of cash flow to meet our lease obligations and debt service requirements, including payments of amounts due under the notes and Regal Cinemas' senior credit facility;

competitive pressures from other motion picture exhibitors;

our dependence upon motion picture production, distribution, supply and performance and our relationships with film distributors;

increased capital expenditures due to the development of digital technology and changes in consumer preferences for our current megaplex format;

reduced attendance and ticket prices at movies generally, whether due to a prolonged economic downturn, a reduction in popular movies, a reduction of marketing of films by movie studios or an increase in the use or popularity of alternative film delivery methods;

failure to identify suitable acquisition candidates and successfully integrate businesses that we acquire in the future;

dependence on senior management;

control by Anschutz Company;

performance of our investment in National CineMedia, LLC;

increased costs of operation, such as increased film licensing costs, rising cost of concessions or increases in hourly wages;

a change in the cost of attending movies relative to alternative forms of entertainment;

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national, regional and local economic conditions that may affect the markets in which we operate;

changes in our credit rating may impact the market price or liquidity of the notes, an active trading market for the notes may not develop and transfers of the outstanding notes will be restricted;

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in a case of a change of control, we may not have the funds required to repurchase the notes as required by the indenture;

the notes are effectively subordinated to the existing and future liabilities of our non-guarantor subsidiaries, and your right to receive payments on the notes could be adversely affected if any of our non-guarantor subsidiaries declare bankruptcy, liquidate or reorganize;

only subsidiaries that guarantee our other indebtedness guarantee the notes, and in certain circumstances, their guarantees are subject to automatic release; and

other factors discussed under "Risk Factors" or elsewhere in this prospectus, including in the filings with the Securities and Exchange Commission, or the SEC, that are incorporated by reference in this prospectus.

We do not guarantee future results and undertake no obligation to update the forward-looking statements to reflect events or circumstances occurring after the date of this prospectus, unless we have obligations under the federal securities laws to update and disclose material developments to previously disclosed information.

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PROSPECTUS SUMMARY

This prospectus summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in, and incorporated by reference into, this prospectus. Except as otherwise noted or unless the context otherwise requires, the references to "REG," "we," "our," "us" or the "Company" refer to Regal Entertainment Group and its consolidated subsidiaries, including Regal Cinemas Corporation. Except as otherwise noted or unless the context otherwise requires, references to "Regal Cinemas" refer to Regal Cinemas Corporation. References in this prospectus to subsidiaries of the guarantors do not include Regal Cinemas as the issuer of the notes.

Regal Cinemas Corporation

Regal Cinemas is an intermediate holding company and is the wholly-owned subsidiary of Regal Entertainment Holdings, Inc., or REH, which is the wholly owned subsidiary of REG. Regal Cinemas' wholly-owned direct and indirect subsidiaries, which include Regal Cinemas, Inc., Edwards Theatres, Inc., Hoyts Cinemas Corporation, and United Artists Theatre Company, hold substantially all of REG's theatre assets. Only one theatre containing 14 screens is held outside of Regal Cinemas and its consolidated subsidiaries.

Regal Entertainment Group

We operate the largest and most geographically diverse theatre circuit in the United States, consisting of 6,778 screens in 549 theatres in 39 states and the District of Columbia as of July 2, 2009, with over 245 million annual attendees for the fifty-three week fiscal year ended January 1, 2009. Our geographically diverse circuit includes theatres in all of the top 32 and 44 of the top 50 United States designated market areas.

We operate multi-screen theatres and, as of July 2, 2009, had an average of 12.3 screens per location, which is well above the North American motion picture exhibition industry 2008 average of 6.7 screens per location. We develop, acquire and operate multi-screen theatres primarily in mid-sized metropolitan markets and suburban growth areas of larger metropolitan markets throughout the United States.

We also have an investment in National CineMedia, LLC, or National CineMedia, which primarily concentrates its efforts on in-theatre advertising and creating complementary business lines that leverage the operating personnel, asset and customer bases of its theatrical exhibition partners, which includes us, AMC Entertainment, Inc. and Cinemark, Inc. National CineMedia operates the largest digital in-theatre network in North America and utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content.

Competitive Strengths

We believe that the following competitive strengths position us to capitalize on future opportunities:

Industry Leader. We are the largest domestic motion picture exhibitor operating 6,778 screens in 549 theatres in 39 states and the District of Columbia. We believe that the quality and size of our theatre circuit is a significant competitive advantage for negotiating attractive national contracts and generating economies of scale. We believe that our market leadership allows us to capitalize on favorable attendance trends and attractive consolidation opportunities.

Superior Management Drives Strong Operating Margins. Our operating philosophy focuses on efficient operations and strict cost controls at both the corporate and theatre levels. At the corporate level, we are able to capitalize on our size and operational expertise to achieve economies of scale in

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purchasing and marketing functions. We also have developed an efficient purchasing and distribution supply chain that generates favorable concession margins. At the theatre level, management devotes significant attention to cost controls through the use of detailed management reports and performance-based compensation programs to encourage theatre managers to control costs effectively and increase concession sales.

Acquisition and Integration Expertise. We have significant experience identifying, completing and integrating acquisitions of theatre circuits. Since our 2002 initial public offering, we have demonstrated our ability to enhance revenues and realize operating efficiencies through the successful acquisition and integration of seven theatre circuits, consisting of 149 theatres and 1,702 screens, including the acquisition of Consolidated Theatre Holdings, G.P., or Consolidated Theatres, in fiscal 2008. We have generally achieved immediate cost savings at acquired theatres and improved their profitability through the application of our consolidated operating functions and key supplier contracts.

Quality Theatre Portfolio. We believe that we operate one of the most modern theatre circuits among major motion picture exhibitors. As of July 2, 2009, approximately 79% of our screens were located in theatres featuring stadium seating. As of July 2, 2009, approximately 85% of our screens were located in theatres with 10 or more screens. Our theatres have an average of 12.3 screens per location, which is well above the North American motion picture exhibition industry 2008 average of 6.7 screens per location. We believe that our modern theatre portfolio coupled with our operating margins should allow us to generate significant cash flows from operations. We believe that our theatre circuit will be further enhanced with the installation of digital projection systems in our theatres.

Investment in National CineMedia. National CineMedia operates the largest digital in-theatre network in North America representing approximately 17,300 theatre screens (of which 15,200 are part of National CineMedia's digital content network) as of January 1, 2009 and reaching over 643 million movie guests during 2008 (excluding Star Theatres and Consolidated Theatres). National CineMedia utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content. We owned, as of July 2, 2009, on a fully diluted basis, a 25.0% interest in National CineMedia.

Business Strategy

Our business strategy is to continue to focus on enhancing our position in the motion picture exhibition industry by capitalizing on industry consolidation opportunities, realizing selective growth opportunities through new theatre construction and expanding and upgrading our existing asset base with new technologies. Key elements of our strategy include:

Expanding Leading Market Position. We are the largest domestic motion picture exhibitor operating 6,778 screens in 549 theatres in 39 states and the District of Columbia. We will continue to seek to maintain and expand our market leadership position through attractive consolidation opportunities and by leveraging the quality and size of our theatre circuit.

Pursuing Strategic Acquisitions. We believe that our acquisition experience and capital structure position us well to take advantage of future acquisition opportunities. We intend to selectively pursue accretive theatre acquisitions that enhance our asset base and improve our consolidated operating results.

Pursuing Selective Growth Opportunities. We intend to selectively pursue expansion opportunities through new theatre construction that meets our strategic and financial return criteria. We also intend to enhance our theatre operations by selectively expanding and upgrading existing properties in prime locations. In addition, we expect to continue to create new strategic marketing and loyalty programs aimed at increasing attendance and enhance our food and beverage offerings.

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Pursuing Premium Experience Opportunities. We continue to embrace new technologies to enhance the movie-going experience and broaden our content offerings. Specifically, we expect that the installation of digital projection systems, when combined with 3D technology or IMAX® theatre systems, will allow us to offer our patrons premium 3D and large format movie experiences, which we believe will generate incremental revenue for us. In addition, we believe digital projections systems will allow us to broaden our offerings by permitting producers of specialty content cost-efficient access to our screens. Through July 2, 2009, we operated 40 IMAX® screens, 26 of which are digital 3D capable, and 273 additional screens outfitted with digital 3D projection systems.

Recent Developments

On October 13, 2009, we filed a Form 8-K with the SEC relating to certain required accounting adjustments and reclassifications to our Annual Report on Form 10-K for the fiscal year ended January 1, 2009 that we filed on March 2, 2009 in order to reflect the required retrospective application of the Financial Accounting Standards Board's Staff Position No. APB 14-1 *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)* and Statement of Financial Accounting Standards No. 160 *Noncontrolling Interest in Consolidated Financial Statements*.

Additional Information

We and Regal Cinemas are incorporated under the laws of the State of Delaware. Our principal executive offices are located at 7132 Regal Lane, Knoxville, Tennessee 37918, and our telephone number is (865) 922-1123. Our Internet address is www.regmovies.com. The contents of our website are not a part of this prospectus.

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Summary of the Exchange Offer

With respect to this summary of the exchange offer, the following summary of the exchange notes and the discussion of the terms of the exchange offer and the exchange notes on the cover page, the words "Regal Cinemas," "we," "our," "us" and the "Company" refer only to Regal Cinemas Corporation and not to any of its subsidiaries or its indirect parent, REG. The following is a summary of the principal terms of the exchange offer. A more detailed description is contained in the section "The Exchange Offer" in this prospectus.

The Exchange Offer	<p>We are offering to exchange up to \$400,000,000 principal amount of our 8.625% Senior Notes due 2019 that have been registered under the Securities Act for an identical principal amount of our outstanding 8.625% Senior Notes due 2019 that we issued in a private placement in July 2009.</p> <p>The terms of the exchange notes and the guarantees thereof are substantially identical to the terms of the outstanding notes and the guarantees thereof, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes will not apply to the exchange notes. You may only exchange outstanding notes in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.</p> <p>In order to exchange your outstanding notes for exchange notes, you must properly tender them before the expiration of the exchange offer.</p>
Expiration Date	<p>The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2009, unless the exchange offer is extended, in which case, the expiration date will be the latest date and time to which the exchange offer is extended. See "The Exchange Offer Terms of the Exchange Offer; Expiration Date."</p>
Conditions to the Exchange Offer	<p>The exchange offer is subject to customary conditions, see "The Exchange Offer Conditions to the Exchange Offer," some of which we may waive in our sole discretion. The exchange offer is not conditioned upon any minimum principal amount of outstanding notes being tendered.</p>
Procedures for Tendering Outstanding Notes	<p>If you wish to tender your outstanding notes, then, except as described in "The Exchange Offer Guaranteed Delivery Procedures," you must, on or prior to the expiration date:</p> <ul style="list-style-type: none"> complete, sign and date the accompanying letter of transmittal, or a facsimile of the letter of transmittal, in accordance with the instructions contained in the letter of transmittal, and mail or otherwise deliver the letter of transmittal, together with your outstanding notes, to the exchange agent at the address set forth under "The Exchange Offer The Exchange Agent;" or

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arrange for The Depository Trust Company, or DTC, to transmit to the exchange agent certain required information, including an agent's message forming part of a book-entry transfer in which you agree to be bound by the terms of the letter of transmittal, and transfer the outstanding notes being tendered into the exchange agent's account at DTC through the Automated Tender Offer Program, known as ATOP.

See "The Exchange Offer How to Tender Outstanding Notes for Exchange."

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedures for book-entry transfer cannot be completed by the expiration date, you may tender your outstanding notes according to the guaranteed delivery procedures described in "The Exchange Offer Guaranteed Delivery Procedures."

Special Procedures for Beneficial Owners

If you beneficially own outstanding notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct that person to tender on your behalf. See "The Exchange Offer How to Tender Outstanding Notes for Exchange."

Withdrawal of Tenders

You may withdraw your tender of outstanding notes at any time on or prior to 5:00 p.m., New York City time, on the expiration date by delivering a written notice of withdrawal to the exchange agent in conformity with the procedures discussed under "The Exchange Offer Withdrawal Rights."

Acceptance of Outstanding Notes and Delivery of Exchange Notes

Upon consummation of the exchange offer, we will accept any and all outstanding notes that are properly tendered in the exchange offer and not withdrawn prior to 5:00 p.m., New York City time, on the expiration date. The exchange notes issued pursuant to the exchange offer will be delivered promptly after acceptance of the tendered outstanding notes. See "The Exchange Offer Acceptance of Outstanding Notes for Exchange; Delivery of Exchange Notes."

Registration Rights Agreement

We are making the exchange offer pursuant to the registration rights agreement that we entered into in July 2009 with the initial purchasers of the outstanding notes.

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Resales of Exchange
Notes

We believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, provided that:

- you are not an "affiliate" of ours;
- the exchange notes you receive pursuant to the exchange offer are being acquired in the ordinary course of your business;
- you have no arrangement or understanding with any person to participate in the distribution of the exchange notes issued to you in the exchange offer; and
- if you are a broker-dealer, you will receive the exchange notes for your own account, the outstanding notes were acquired by you as a result of market-making or other trading activities, and you will deliver a prospectus when you resell or transfer any exchange notes issued in the exchange offer. See "Plan of Distribution" for a description of the prospectus delivery obligations of broker-dealers in the exchange offer.

By executing the letter of transmittal relating to this exchange offer, or by agreeing to the terms of the letter of transmittal, you represent to us, that you satisfy each of the requirements. If you do not meet these requirements, your resale of the exchange notes must comply with the registration and prospectus delivery requirements of the Securities Act.

Our belief is based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties. The staff of the SEC has not considered this exchange offer in the context of a no-action letter, and we cannot assure you that the staff of the SEC would make a similar determination with respect to this exchange offer.

If our belief is not accurate and you transfer an exchange note without delivering a prospectus meeting the requirements of the federal securities laws or without an exemption from these laws, you may incur liability under the federal securities laws. We do not and will not assume, or indemnify you against, this liability.

See "The Exchange Offer - Consequences of Exchanging Outstanding Notes."

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Consequences of Failure to Exchange Your Outstanding Notes	If you do not exchange your outstanding notes in the exchange offer, your outstanding notes will continue to be subject to the restrictions on transfer provided in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold unless registered or sold in a transaction exempt from registration under the Securities Act and applicable state securities laws. In addition, you will no longer have any registration rights or be entitled to additional interest with respect to the outstanding notes. If a substantial amount of the outstanding notes is exchanged for a like-amount of the exchange notes, the liquidity and the trading market for your untendered outstanding notes could be adversely affected. See "The Exchange Offer Consequences of Failure to Exchange Outstanding Notes."
Exchange Agent	The exchange agent for the exchange offer is U.S. Bank National Association. For additional information, see "The Exchange Offer Exchange Agent" and the accompanying letter of transmittal.
Material U.S. Federal Income Tax Consequences	The exchange of your outstanding notes for exchange notes will not be a taxable exchange for U.S. federal income tax purposes. You should consult your own tax advisor as to the tax consequences to you of the exchange offer, as well as tax consequences of the ownership and disposition of the exchange notes. For additional information, see "Material U.S. Federal Income Tax Considerations."
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes in the exchange offer.

Table of Contents**Summary of the Exchange Notes**

The terms of the exchange notes and the guarantees thereof are substantially identical to the terms of the outstanding notes and the guarantees thereof, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes will not apply to the exchange notes. The exchange notes will evidence the same debt as the outstanding notes and be entitled to the benefits of the indenture. The following is a summary of the principal terms of the exchange notes. A more detailed description is contained in the section "Description of the Exchange Notes" in this prospectus.

Issuer	Regal Cinemas Corporation
Notes Offered	\$400,000,000 aggregate principal amount of 8.625% Senior Notes due 2019.
Maturity Date	July 15, 2019
Interest	8.625% per annum on the principal amount, payable semi-annually in arrears on July 15 and January 15 of each year, beginning January 15, 2010.
Guarantees	The exchange notes will be fully and unconditionally guaranteed on a joint and several senior unsecured basis by Regal Cinemas' indirect parent, REG, and by all of Regal Cinemas' existing and future domestic restricted subsidiaries that guarantee its other indebtedness. See "Description of the Exchange Notes Parent Guarantee" and "Description of the Exchange Notes Subsidiary Guarantees."
Ranking	<p>The exchange notes will be Regal Cinemas' general senior unsecured obligations and they will:</p> <ul style="list-style-type: none"> rank equally in right of payment with all of Regal Cinemas' existing and future senior unsecured indebtedness; rank senior in right of payment to all of Regal Cinemas' existing and future subordinated indebtedness, including Regal Cinemas' existing 9³/₈% senior subordinated notes due 2012; be effectively subordinated to all of Regal Cinemas' existing and future secured indebtedness, including all borrowings under Regal Cinemas' senior credit facility, to the extent of the value of the collateral securing such indebtedness; and be structurally subordinated to all existing and future indebtedness and other liabilities of any of Regal Cinemas' subsidiaries that is not a guarantor of the notes. <p>The guarantees will be the guarantors' general senior unsecured obligations and they will:</p> <ul style="list-style-type: none"> rank equally in right of payment with all of the guarantors' existing and future senior unsecured indebtedness, including REG's 6¹/₄% convertible senior notes due 2011; rank senior in right of payment to all of the guarantors' existing and future subordinated indebtedness, including the guarantees of Regal Cinemas' existing 9³/₈% senior subordinated notes due 2012;

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be effectively subordinated to all of the guarantors' existing and future secured indebtedness, including the guarantees under Regal Cinemas' senior credit facility, to the extent of the value of the collateral securing such indebtedness; and

be structurally subordinated to all existing and future indebtedness and other liabilities of any of the guarantors' subsidiaries that is not a guarantor of the notes.

Optional Redemption	Prior to July 15, 2014, Regal Cinemas may redeem all or any part of the exchange notes at its option at 100% of the principal amount plus a make-whole premium. Regal Cinemas may redeem the exchange notes in whole or in part at any time on or after July 15, 2014 at the redemption prices described in this prospectus. In addition, prior to July 15, 2012, Regal Cinemas may redeem up to 35% of the original aggregate principal amount of exchange notes from the net proceeds of certain equity offerings at the redemption price set forth in this prospectus. See "Description of the Exchange Notes Optional Redemption."
Sinking Fund	None
Change of Control	If Regal Cinemas experiences a change of control, holders of the exchange notes will have the right to require Regal Cinemas to repurchase the exchange notes at a purchase price of 101% of the principal amount of the exchange notes, plus accrued and unpaid interest to the date of the repurchase. See "Description of the Exchange Notes Change of Control."
Covenants	<p>The exchange notes will be issued under the same indenture that governs the outstanding notes. Among other things, that indenture restricts Regal Cinemas' and its subsidiary guarantors' (but not REG's) ability to:</p> <ul style="list-style-type: none">incur additional indebtedness;make distributions or certain other restricted payments;enter into transactions with their affiliates;grant liens securing indebtedness;create dividend and other payment restrictions affecting their subsidiaries; andmerge or consolidate with or into other companies or transfer all or substantially all of their assets. <p>These restrictions and prohibitions are subject to a number of important qualifications and exceptions, including suspension of certain of these covenants if, and for so long as, the exchange notes have investment grade ratings. For more details, see "Description of the Exchange Notes Certain Covenants."</p>
Trustee	U.S. Bank National Association
Risk Factors	Before tendering outstanding notes, you should carefully consider the

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information set forth in the section entitled "Risk Factors" beginning on page 10 of this prospectus and all other information provided to you in this prospectus and the documents incorporated by reference in this prospectus.

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RISK FACTORS

Before tendering outstanding notes for exchange notes, prospective participants should carefully consider the following risk factors, which are not intended as, and should not be construed as, an exhaustive list of relevant risk factors. There may be other risks that a prospective participant should consider that are relevant to its own particular circumstances or generally. Some statements in this prospectus, including within the risk factors below, are forward-looking statements. Please refer to the section entitled "Forward-Looking Statements."

Risks Related to Our Business

Our substantial lease and debt obligations could impair our financial condition.

We have substantial lease and debt obligations. For fiscal 2008, our total rent expense and net interest expense were approximately \$363.3 million and \$128.4 million, respectively. As of January 1, 2009, we had total debt obligations of \$2,004.9 million. As of January 1, 2009, we had total contractual cash obligations of approximately \$6,475.2 million. In addition, as of July 2, 2009, we had total debt obligations of \$1,995.1 million. For a detailed discussion of our contractual cash obligations and other commercial commitments over the next several years, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations Contractual Cash Obligations and Commitments" provided in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended January 1, 2009, incorporated by reference in this prospectus.

If we are unable to meet our lease and debt service obligations, then we could be forced to restructure or refinance our obligations and seek additional equity financing or sell assets. We may be unable to restructure or refinance our obligations and obtain additional equity financing or sell assets on satisfactory terms or at all. As a result, inability to meet our lease and debt service obligations could cause us to default on those obligations. Many of our lease agreements and the agreements governing the terms of our debt obligations contain restrictive covenants that limit our ability to take specific actions or require us not to allow specific events to occur and prescribe minimum financial maintenance requirements that we must meet. If we violate those restrictive covenants or fail to meet the minimum financial requirements contained in a lease or debt instrument, then we would be in default under that instrument, which could, in turn, result in defaults under other leases and debt instruments. Any such defaults could materially impair our financial condition and liquidity.

Our theatres operate in a competitive environment.

The motion picture exhibition industry is fragmented and highly competitive with no significant barriers to entry. Theatres operated by national and regional circuits and by small independent exhibitors compete with our theatres, particularly with respect to film licensing, attracting patrons and developing new theatre sites. Moviegoers are generally not brand conscious and usually choose a theatre based on its location, the films showing there and its amenities.

Generally, stadium seating found in modern megaplex theatres is preferred by patrons over slope-floored multiplex theatres, which were the predominant theatre-type built prior to 1996. Although, as of July 2, 2009, approximately 79% of our screens were located in theatres featuring stadium seating, we still serve many markets with sloped-floored multiplex theatres. These theatres may be more vulnerable to competition than our modern megaplex theatres, and should other theatre operators choose to build and operate modern megaplex theatres in these markets, the performance of our theatres in these markets may be significantly and negatively impacted. In addition, should other theatre operators return to the aggressive building strategies undertaken in the late 1990's, our attendance, revenue and income from operations per screen could decline substantially.

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We depend on motion picture production and performance.

Our ability to operate successfully depends upon the availability, diversity and appeal of motion pictures, our ability to license motion pictures and the performance of such motion pictures in our markets. We license first-run motion pictures, the success of which have increasingly depended on the marketing efforts of the major studios. Poor performance of, or any disruption in the production of these motion pictures (including by reason of a strike or lack of adequate financing), or a reduction in the marketing efforts of the major studios, could hurt our business and results of operations. In addition, a change in the type and breadth of movies offered by studios may adversely affect the demographic base of moviegoers.

Development of digital technology may increase our capital expenses.

The industry is in the process of converting film-based media to electronic-based media. There are a variety of constituencies associated with this anticipated change, which may significantly impact industry participants, including content providers, distributors, equipment providers and exhibitors. Should the conversion process rapidly accelerate and the major studios not cover the cost of the conversion as expected, we may have to use cash flow from operations, cash on hand or raise additional capital to finance the conversion costs associated with this potential change. The additional capital necessary may not, however, be available to us on attractive terms, if at all. Furthermore, it is impossible to accurately predict how the roles and allocation of costs (including operating costs) between various industry participants will change if the industry changes from physical media to electronic media.

An increase in the use of alternative film delivery methods may drive down movie theatre attendance and reduce ticket prices.

We also compete with other movie delivery vehicles, including cable television, downloads via the Internet, in-home video and DVD, satellite and pay-per-view services. Traditionally, when motion picture distributors licensed their products to the domestic exhibition industry, they refrained from licensing their motion pictures to these other delivery vehicles during the theatrical release window. We believe that a material contraction of the current theatrical release window could significantly dilute the consumer appeal of the in-theatre motion picture offering, which could have a material adverse effect on our business and results of operations. We also compete for the public's leisure time and disposable income with other forms of entertainment, including sporting events, concerts, live theatre and restaurants.

We depend on our relationships with film distributors.

The film distribution business is highly concentrated, with ten major film distributors accounting for 93% of our admissions revenues during fiscal 2008. Our business depends on maintaining good relations with these distributors. In addition, we are dependent on our ability to negotiate commercially favorable licensing terms for first-run films. A deterioration in our relationship with any of the ten major film distributors could affect our ability to negotiate film licenses on favorable terms or our ability to obtain commercially successful films and, therefore, could hurt our business and results of operations.

No assurance of a supply of motion pictures.

The distribution of motion pictures is in large part regulated by federal and state antitrust laws and has been the subject of numerous antitrust cases. Consent decrees resulting from those cases effectively require major motion picture distributors to offer and license films to exhibitors, including us, on a film-by-film and theatre-by-theatre basis. Consequently, we cannot assure ourselves of a supply

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of motion pictures by entering into long-term arrangements with major distributors, but must compete for our licenses on a film-by-film and theatre-by-theatre basis.

We may not benefit from our acquisition strategy.

We may have difficulty identifying suitable acquisition candidates. Even if we do identify such candidates, we anticipate significant competition from other motion picture exhibitors and financial buyers when trying to acquire these candidates, and there can be no assurances that we will be able to acquire such candidates at reasonable prices or on favorable terms. Moreover, some of these possible buyers may be stronger financially than we are. As a result of this competition for limited assets, we may not succeed in acquiring suitable candidates or may have to pay more than we would prefer to make an acquisition. If we cannot identify or successfully acquire suitable acquisition candidates, then we may not be able to successfully expand our operations and the market price of our securities could be adversely affected.

In any acquisition, we expect to benefit from cost savings through, for example, the reduction of overhead and theatre-level costs, and from revenue enhancements resulting from the acquisition. There can be no assurance, however, that we will be able to generate sufficient cash flow from these acquisitions to service any indebtedness incurred to finance such acquisitions or realize any other anticipated benefits. Nor can there be any assurance that our profitability will be improved by any one or more acquisitions. If we cannot generate sufficient cash flow to service debt incurred to finance an acquisition, then our results of operations and profitability would be adversely affected. Any acquisition may involve operating risks, such as:

the difficulty of assimilating the acquired operations and personnel and integrating them into our current business;

the potential disruption of our ongoing business;

the diversion of management's attention and other resources;

the possible inability of management to maintain uniform standards, controls, procedures and policies;

the risks of entering markets in which we have little or no experience;

the potential impairment of relationships with employees;

the possibility that any liabilities we may incur or assume may prove to be more burdensome than anticipated;

the possibility that any acquired theatres or theatre circuit operators do not perform as expected; and

the possibility that the Antitrust Division of the United States Department of Justice may require us to dispose of existing or acquired theatres in order to complete acquisition opportunities.

Our investment in and revenues from National CineMedia may be negatively impacted by the competitive environment in which National CineMedia operates.

As of July 2, 2009, we owned on a fully diluted basis approximately 25.0% of National CineMedia. In addition, we receive theatre access fees and mandatory distributions of excess cash from National CineMedia. National CineMedia's in-theatre advertising operations compete with other cinema advertising companies and other advertising mediums including, most notably, television, newspaper, radio and the Internet. There can be no guarantee that in-theatre advertising will continue to attract major advertisers or that National CineMedia's in-theatre advertising

format will be able to generate

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expected sales of advertising. Although we have representation on the board of directors of National CineMedia, we do not control this business. Should National CineMedia fail to maintain the level of profitability it hopes to achieve, its results of operations may be adversely affected and our investment in and earnings and cash flows from National CineMedia may be adversely impacted.

We depend on our senior management.

Our success depends upon the retention of our senior management. We cannot assure you that we would be able to find qualified replacements for the individuals who make up our senior management if their services were no longer available. The loss of services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations. The loss of any member of senior management could adversely affect our ability to effectively pursue our business strategy.

We are controlled by Anschutz Company.

We are controlled by Anschutz Company, or Anschutz. As of January 1, 2009, Anschutz controlled approximately 78% of the voting power of all of our outstanding common stock. As long as Anschutz continues to hold more than 50% of the voting power of our common stock, Anschutz will be able to elect all of the members of our board of directors as well as determine the outcome of matters submitted to a vote of REG stockholders, including matters such as mergers and other business combinations, acquisitions or dispositions of assets, and the incurrence of indebtedness. Anschutz will also have the power to prevent or cause a change in control in us. This indirect control means that Anschutz could take actions that might be desirable to Anschutz but not to investors in the notes. For example, Anschutz and its affiliates have controlling interests in companies in related and unrelated industries, including motion picture production. In the future, Anschutz may combine our company with one or more of its other holdings.

A prolonged economic downturn could materially affect our business by reducing consumer spending on movie attendance.

We depend on consumers voluntarily spending discretionary funds on leisure activities. Motion picture theatre attendance may be affected by prolonged negative trends in the general economy that adversely affect consumer spending, such trends resulting from terrorist attacks on, or wars or threatened wars involving, the United States. During 2008, many economists determined that the U.S. economy has entered into a recession as a result of the deterioration in the credit markets and the related financial crisis, as well as a variety of other factors. Continued reduction in consumer confidence or disposable income in general may affect the demand for motion pictures or severely impact the motion picture production industry, which, in turn, could adversely affect our operations.

The global financial crisis may have an impact on our business and financial condition in ways that we currently cannot predict.

The continued credit crisis and related turmoil in the global financial system has had, and may continue to have, an impact on our business and our financial condition. For example, the credit crisis could impact our ability to borrow on our revolving credit facility or the effectiveness of our remaining and future interest rate hedging arrangements, if one or more counterparties files for bankruptcy protection or otherwise fails to perform their obligations.

In addition, the global financial crisis may present significant challenges for us if conditions in the financial markets do not improve or continue to worsen. For example, our ability to access capital markets may be severely restricted at times when the implementation of our business strategy may require us to do so, which could have an impact on our flexibility to react to changing economic and

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business conditions. Also, deteriorating conditions in the global credit markets could negatively impact our business partners, which may impact film production, the development of new theatres or the enhancement of existing theatres, including delaying the deployment of new projection and other technologies to our theatres. All of these factors could adversely affect our credit ratings and our financial condition and results of operations.

Risks Related to the Exchange Offer

Holders of outstanding notes who fail to exchange their outstanding notes in the exchange offer will continue to be subject to restrictions on transfer.

If you do not exchange your outstanding notes for exchange notes in the exchange offer, you will continue to be subject to the restrictions on transfer applicable to the outstanding notes. The restrictions on transfer of your outstanding notes arise because we issued the outstanding notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the outstanding notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold under an exemption from these requirements. We do not plan to register the outstanding notes under the Securities Act. For further information regarding the consequences of tendering your outstanding notes in the exchange offer, see the discussion below under the captions "The Exchange Offer Consequences of Failure to Exchange Outstanding Notes" and "The Exchange Offer Consequences of Exchanging Outstanding Notes."

You must comply with the exchange offer procedures in order to receive new, freely tradable exchange notes.

Delivery of exchange notes in exchange for outstanding notes tendered and accepted for exchange pursuant to the exchange offer will be made only after timely receipt by the exchange agent of book-entry transfer of outstanding notes into the exchange agent's account at DTC, as depositary, including an agent's message (as defined herein). We are not required to notify you of defects or irregularities in tenders of outstanding notes for exchange. Outstanding notes that are not tendered or that are tendered but we do not accept for exchange will, following consummation of the exchange offer, continue to be subject to the existing transfer restrictions under the Securities Act and, upon consummation of the exchange offer, certain registration and other rights under the registration rights agreement will terminate. See "The Exchange Offer How to Tender Outstanding Notes for Exchange Notes, Procedures for Tendering," "The Exchange Offer Consequences of Failure To Exchange Outstanding Notes" and "The Exchange Offer Consequences of Exchanging Outstanding Notes."

Some holders who exchange their outstanding notes may be deemed to be underwriters, and these holders will be required to comply with the registration and prospectus delivery requirements in connection with any resale transaction.

If you exchange your outstanding notes in the exchange offer for the purpose of participating in a distribution of the exchange notes, you may be deemed to have received restricted securities and, if so, will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

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Risks Related to the Exchange Notes

Regal Cinemas' substantial lease and debt obligations could adversely affect Regal Cinemas' ability to meet its payment obligations under the notes and its other debt.

Regal Cinemas has substantial lease and debt obligations that could have important consequences to its financial health. For example, it could:

make it more difficult for Regal Cinemas to satisfy its obligations with respect to the exchange notes and its other debt;

increase its vulnerability to general adverse economic and industry conditions or a downturn in its business;

require it to dedicate a substantial portion of its cash flow from operations to debt service, thereby reducing the availability of its cash flow to fund working capital, capital expenditures and other general corporate purposes;

limit its flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;

place it at a competitive disadvantage compared to its competitors that are not as highly leveraged;

limit, along with the financial and other restrictive covenants in its indebtedness, among other things, its ability to borrow additional funds; and

result in an event of default if Regal Cinemas fails to satisfy its obligations under the exchange notes or other debt or fails to comply with the financial and other restrictive covenants contained in the indenture or its senior credit facility, which event of default could result in all of its debt becoming immediately due and payable and could permit its lenders to foreclose on the assets securing such debt.

Any of the above-listed factors could adversely affect Regal Cinemas' ability to meet its payment obligations under the exchange notes and its other debt.

REG has no material assets other than its investment in Regal Cinemas.

REG will fully and unconditionally guarantee all payments due on the exchange notes. However, REG has no material assets other than its investment in Regal Cinemas. Regal Cinemas is an intermediate holding company and is the wholly owned subsidiary of REH, which is the wholly owned subsidiary of REG. Regal Cinemas' wholly owned direct and indirect subsidiaries hold substantially all of REG's theatre assets. Only one theatre containing 14 screens is held outside of Regal Cinemas and its consolidated subsidiaries.

Regal Cinemas is a holding company dependent on its subsidiaries for the ability to service its debt.

Regal Cinemas is a holding company with no operations of its own. Consequently, the ability to service its debt is dependent upon the earnings from the businesses conducted by its subsidiaries. Regal Cinemas' subsidiaries are separate and distinct legal entities and have no obligation to provide Regal Cinemas with funds for its payment obligations, whether by dividends, distributions, loans or other payments. Any distribution of earnings to Regal Cinemas from its subsidiaries, or advances or other distributions of funds by these subsidiaries to Regal Cinemas, all of which are subject to statutory or contractual restrictions, are contingent upon the subsidiaries' earnings and are subject to various business considerations. Regal Cinemas' right to receive any assets of any of its subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of these exchange notes to participate in those assets, will be structurally subordinated to the claims of that subsidiary's creditors.

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In addition, even if Regal Cinemas were a creditor of any of its subsidiaries, its rights as a creditor would be subordinated to any secured debt of its subsidiaries to the extent of the assets securing that debt and to any indebtedness of its subsidiaries senior to that held by Regal Cinemas.

To service its indebtedness, Regal Cinemas will require a significant amount of cash, which depends on many factors beyond its control.

Regal Cinemas' ability to make payments on its debt, including the exchange notes and other financial obligations, and to fund capital expenditures and acquisitions will depend on its ability to generate substantial operating cash flow. This operating cash flow generation will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors beyond our control. In addition, the \$200.0 million of REG's 6¹/₄% convertible senior notes due 2011, the \$51.5 million of Regal Cinemas' 9³/₈% senior subordinated notes due 2012 and the borrowings under Regal Cinemas' senior credit facility all have an earlier maturity date than that of the exchange notes offered hereby, and we will be required to repay or refinance such indebtedness prior to when the exchange notes offered hereby come due. If our cash flows were to prove inadequate to meet our debt service, rental and other obligations in the future, then we may be required to refinance all or a portion of our existing or future debt, including the exchange notes, on or before maturity, to sell assets or to obtain additional financing. We cannot assure you that we will be able to refinance any of our indebtedness, including our senior credit facility and the exchange notes, sell any such assets or obtain additional financing on commercially reasonable terms or at all.

The exchange notes and the guarantees thereof are unsecured. Therefore, secured creditors of Regal Cinemas and the guarantors (including the lenders under Regal Cinemas' senior credit facility) would have a prior claim, ahead of holders of the exchange notes, on the assets of Regal Cinemas and the guarantors to the extent of the assets securing that secured debt.

The exchange notes are general unsecured senior obligations of Regal Cinemas and the guarantors and will rank equal in right of payment to Regal Cinemas' and the guarantors' other existing and future unsecured senior debt. The exchange notes are not secured by any of our assets. Any future claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the exchange notes with respect to those assets.

As a result, upon any distribution to our creditors in a bankruptcy, liquidation or reorganization or similar proceeding relating to us or our property, the holders of secured debt of Regal Cinemas and the guarantors, including the lenders under Regal Cinemas' senior credit facility, will be entitled to be paid in full from our assets securing that secured debt before any payment may be made with respect to the exchange notes. In addition, if Regal Cinemas fails to meet its payments or other obligations under any secured debt, including its senior credit facility, the holders of that secured debt would be entitled to foreclose on its assets securing that secured debt and liquidate those assets to the exclusion of the holders of the exchange notes, even if an event of default existed under the indenture governing the exchange notes at such time.

The obligations of Regal Cinemas and the guarantors under the senior credit facility are secured by, among other things, a lien on substantially all of their tangible and intangible personal property (including but not limited to accounts receivable, inventory, equipment, general intangibles, investment property, deposit and securities accounts and intellectual property), and certain of their real property and a lien on the capital stock of Regal Cinemas. In addition, the indenture governing the notes and our other debt agreements permit us to incur additional indebtedness in the future, including senior secured indebtedness.

Furthermore, if the assets or equity interests in any subsidiary guarantor are sold as an entirety, then that guarantor will be released from its obligations under its guarantee of the exchange notes

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automatically upon such sale. In such event, because the exchange notes will not be secured by any of the assets or the equity interests in that subsidiary guarantor, it is possible that the assets of the remaining guarantors may not be sufficient to satisfy the claims of holders of exchange notes. Accordingly, Regal Cinemas may not have sufficient funds to pay amounts due on the exchange notes. As a result, you may lose a portion of or the entire value of your investment in the exchange notes.

The exchange notes are effectively subordinated to the existing and future liabilities of any non-guarantor subsidiaries.

Because the exchange notes are general unsecured senior obligations of Regal Cinemas and the guarantors, creditors of any non-guarantor subsidiaries will be entitled to a claim on the assets of any non-guarantor subsidiaries prior to any claims by Regal Cinemas, as an equity holder of those subsidiaries on behalf of holders of the exchange notes. In addition, the non-guarantor subsidiaries have no obligation, contingent or otherwise, to pay amounts due under the exchange notes or to take any funds available to pay those amounts, whether by dividend, distribution, loan or other payments. Consequently, upon any distribution to its creditors in a bankruptcy, liquidation or reorganization or similar proceeding relating to any non-guarantor subsidiary or its property, creditors of the non-guarantor subsidiary will be entitled to be paid in full before any distribution is made to Regal Cinemas, except to the extent that Regal Cinemas is recognized as a creditor of such non-guarantor subsidiary. Any of Regal Cinemas' claims as the creditor of any non-guarantor subsidiary would be unsecured and therefore effectively subordinated to any secured debt of that non-guarantor subsidiary to the extent of the assets securing that secured debt and would rank junior to any indebtedness of such non-guarantor subsidiary senior to that held by Regal Cinemas. Accordingly, there may be insufficient funds, even before taking account of the senior debt, to satisfy claims of exchange note holders.

Regal Cinemas' subsidiaries are only required to guarantee the exchange notes if they guarantee Regal Cinemas' other indebtedness, and in certain circumstances, their guarantees will be subject to automatic release.

Regal Cinemas' existing and future subsidiaries are only required to guarantee the exchange notes if they guarantee other indebtedness of Regal Cinemas or any of the subsidiary guarantors. If a subsidiary guarantor is released from its guarantee of such other indebtedness for any reason whatsoever, or if such other guaranteed indebtedness is repaid in full or refinanced with other indebtedness that is not guaranteed by such subsidiary guarantor, then such subsidiary guarantor also will be released from its guarantee of the exchange notes.

The indenture governing the exchange notes contains, and Regal Cinemas' senior credit facility contains, significant operating and financial restrictions that may limit the ability of Regal Cinemas and the subsidiary guarantors to operate their business.

The indenture governing the exchange notes contains, and Regal Cinemas' senior credit facility contains, significant operating and financial restrictions on Regal Cinemas and the subsidiary guarantors. These restrictions limit the ability of Regal Cinemas and the subsidiary guarantors to, among other things:

incur additional indebtedness;

make distributions or make certain other restricted payments;

incur liens;

incur dividend and other payment restrictions affecting our subsidiaries;

sell certain assets or merge with or into other companies; and

enter into transactions with affiliates.

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These restrictions could limit the ability of Regal Cinemas and the subsidiary guarantors to finance their future operations or capital needs, make acquisitions or pursue available business opportunities. In addition, Regal Cinemas' senior credit facility requires Regal Cinemas to maintain specified financial ratios and to satisfy certain financial covenants. Regal Cinemas may be required to take action to reduce its debt or act in a manner contrary to its business objectives to meet these ratios and satisfy these covenants. Events beyond its control, including changes in economic and business conditions in the markets in which it operates, may affect its ability to do so. Regal Cinemas may not be able to meet these ratios or satisfy these covenants and we cannot assure you that its lenders will waive any failure to do so. A breach of any of the covenants in, or its inability to maintain the required financial ratios under, its debt would, in the case of the senior credit facility, prevent it from borrowing additional money under the senior credit facility and could result in a default under such debt, which could lead to that debt becoming immediately due and payable and, if such debt is secured, foreclosure on our assets that secure that obligation which, in the case of Regal Cinemas' senior credit facility, could result in foreclosure on substantially all of our tangible and intangible personal property, some real property and the capital stock of Regal Cinemas. A default under a debt instrument could, in turn, result in defaults under other obligations and result in other creditors accelerating the payment of other obligations and foreclosing on assets securing such debt, if any. Any such defaults could materially impair our financial condition and liquidity. In addition, if the lenders under Regal Cinemas' senior credit facility or any of our other obligations accelerate the maturity of those obligations, we cannot assure you that we will have sufficient assets to satisfy our obligations under the exchange notes or our other indebtedness.

REG is not subject to the covenants in the indenture for the exchange notes.

REG has guaranteed the exchange notes, but is not directly subject to the covenants in the indenture governing the exchange notes. As a result, the indenture does not restrict the ability of REG to incur additional debt (secured or unsecured), sell, encumber or dispose of assets, pay dividends, make other distributions or enter into transactions with its affiliates. Any such transactions could have a material adverse effect on the ability of REG to make payments in respect of its guarantee of the exchange notes.

Federal and state statutes could allow courts, under specific circumstances, to avoid the exchange notes and guarantees thereof, and to require note holders to return payments received from Regal Cinemas or the guarantors.

Regal Cinemas' creditors and the creditors of the guarantors of the notes could challenge the issuance of the exchange notes or the guarantors' issuance of their guarantees, respectively, as fraudulent conveyances or on other grounds. Under the federal bankruptcy law and similar provisions of state fraudulent transfer laws, the issuance of exchange notes and the delivery of the guarantees, could be avoided (that is, cancelled) as fraudulent transfers if a court determined that the issuer, at the time it issued the exchange notes, or the guarantor, at the time it issued the guarantee (or, in some jurisdictions, when payment became due under the guarantee):

issued the exchange notes or guarantees thereof, as the case may be, with the intent to hinder, delay or defraud its existing or future creditors; or

received less than reasonably equivalent value or did not receive fair consideration for the delivery of the exchange notes or guarantees thereof, as the case may be, and if the issuer or guarantor:

was insolvent or rendered insolvent at the time it issued the exchange notes or issued the guarantee thereof;

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was engaged in a business or transaction for which the issuer's or guarantor's remaining assets constituted unreasonably small capital; or

intended to incur, or believed that it would incur, debts beyond its ability to pay such debts generally as they mature.

If the exchange notes or guarantees thereof were avoided or limited under fraudulent transfer or other laws, then any claim you may make against Regal Cinemas or the guarantors for amounts payable on the exchange notes would be unenforceable to the extent of such avoidance or limitation. Moreover, the court could order you to return any payments previously made by Regal Cinemas or the guarantors.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a party would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the sum of its property, at a fair valuation;

if the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

Regal Cinemas cannot be sure what standard a court would apply in making these determinations or, regardless of the standard, that a court would not avoid the exchange notes or guarantees thereof.

Despite our current levels of debt, we may still incur substantially more debt ranking equal to the exchange notes or the guarantees thereof, and increase the risks associated with our existing leverage.

The provisions contained in the agreements relating to our indebtedness limit but do not prohibit our ability to incur additional indebtedness on an equal and ratable basis with the exchange notes, and the amount of indebtedness that we could incur could be substantial. Accordingly, we or our subsidiaries could incur significant additional indebtedness in the future, much of which could constitute secured or senior indebtedness. In addition, any of our or our subsidiaries' existing debt, including Regal Cinemas' senior credit facility, could be guaranteed in the future by REG or our subsidiaries that are not currently guarantors or could be further secured. If we incur any additional debt that ranks equally with the exchange notes offered hereby, then the holders of that debt will be entitled to share ratably with the holders of these exchange notes in any proceeds distributed in connection with any bankruptcy, liquidation, reorganization or similar proceedings. This ratably sharing may have the effect of reducing the amount of proceeds paid to you. If new debt is added to our current debt levels, then the related risks that we now face could intensify. See "Description of the Exchange Notes Certain Covenants Limitation on Indebtedness."

Changes in our credit rating could adversely affect the market price or liquidity of the exchange notes.

We may or may not seek a rating on the exchange notes. Credit rating agencies continually revise their ratings for the companies that they follow, including us. The credit rating agencies also evaluate our industry as a whole and may change their credit ratings for us based on their overall view of our industry. We cannot be sure that credit rating agencies will maintain their ratings on the exchange notes. A negative change in our ratings could have an adverse effect on the price of the exchange notes.

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An active trading market for the exchange notes may not develop.

There is no public market for the exchange notes. The initial purchasers informed us at the time the outstanding notes were issued that they intend to make a market in the notes, but they may cease their market-making activities at any time without notice. We do not intend to apply for a listing of any of the exchange notes on any securities exchange or for quotation on any automated dealer quotation system. We do not know if an active market will develop for the exchange notes, or if developed, will continue. If an active market is not developed or maintained, then the market price and the liquidity of the exchange notes may be adversely affected. In addition, the liquidity and the market price of the exchange notes may be adversely affected by changes in the overall market for debt securities and by changes in our financial performance or prospects, or in the prospects of the companies in our industry. As a result, you cannot be sure that an active trading market will develop for the exchange notes. As such, holders of the exchange notes may experience difficulty in reselling, or an inability to sell, the exchange notes.

We may not have the funds necessary to finance a repurchase required by the indenture in the event of a change of control.

Upon the occurrence of a "change of control" as defined in the "Description of the Exchange Notes" in this prospectus, holders of exchange notes will have the right to require Regal Cinemas to repurchase their exchange notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. Regal Cinemas may not have sufficient financial resources or the ability to arrange financing to pay the repurchase price for all exchange notes delivered by holders seeking to exercise their repurchase rights, particularly as that change of control may trigger a similar repurchase requirement for, or result in an event of default under or the acceleration of, other indebtedness. In addition, it is possible that restrictions in our other indebtedness will not allow such repurchases. Any failure by Regal Cinemas to repurchase the exchange notes upon a change of control would result in an event of default under the indenture and may also constitute a cross-default on other indebtedness existing at that time.

The market price of the exchange notes may decline if we enter into a transaction that is not a change of control under the indenture.

We may enter into a highly leveraged transaction, reorganization, merger or similar transaction that is not a change of control under the indenture. Such a transaction could result in a downgrade of our credit ratings, thereby negatively affecting the value of the exchange notes.

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We will not receive any proceeds from the exchange offer. Any outstanding notes that are properly tendered and exchanged pursuant to the exchange offer will be retired and cancelled. Accordingly, the issuance of the exchange notes will not result in any change in our indebtedness.

RATIO OF EARNINGS TO FIXED CHARGES

Regal Entertainment Group
(in millions, except ratios)

	Year Ended 12/30/2004	Year Ended 12/29/2005	Year Ended 12/28/2006	Year Ended 12/27/2007	Year Ended 1/1/2009	Two Quarters Ended July 2, 2009
Pretax Income	\$ 142.9	\$ 152.3	\$ 173.8	\$ 601.5	\$ 186.4	\$ 103.0
Fixed Charges						
Interest Expense, net of capitalized interest	93.6	114.4	129.8	130.6	127.7	70.2
Interest Capitalized		0.7	0.8	1.2	0.7	0.2
Amortization of Debt Costs	5.2	5.2	5.6	6.1	7.0	4.6
One-third of Rent Expense	95.7	103.5	107.7	112.0	121.1	62.8
Total Fixed Charges	194.5	223.8	243.9	249.9	256.5	137.8
Earnings	337.4	376.1	417.7	851.4	442.9	240.8
Ratio of Earnings to Fixed Charges	1.7x	1.7x	1.7x	3.4x	1.7x	1.7x
Deficiency	\$	\$	\$	\$	\$	
Rent Expense	\$ 287.0	\$ 310.5	\$ 323.2	\$ 335.9	\$ 363.3	188.5

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

This exchange offer is being made pursuant to the registration rights agreement we entered into with the initial purchasers of the outstanding notes on July 15, 2009 in which we agreed to file a registration statement relating to an offer to exchange the outstanding notes for exchange notes. The registration statement of which this prospectus forms a part was filed in compliance with this obligation. We also agreed to use our best efforts to file the registration statement with the SEC and to cause it to become effective under the Securities Act. The summary of the registration rights agreement contained herein does not purport to be complete and is qualified in its entirety by reference to the registration rights agreement. A copy of the registration rights agreement is filed as an exhibit to the registration statement of which this prospectus is a part.

Each broker-dealer that receives exchange notes for its own account in exchange for outstanding notes, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge in the letter of transmittal that it will deliver a prospectus in connection with any resale of such exchange notes. See "Plan of Distribution."

Shelf Registration Statement

If (i) because of any change in law or in applicable interpretations thereof by the staff of the SEC, we are not permitted to effect the exchange offer, (ii) the exchange offer is not consummated by the 30th business day after the registration statement of which this prospectus forms a part is declared effective by the SEC, (iii) any initial purchaser of the outstanding notes so requests with respect to outstanding notes not eligible to be exchanged in the exchange offer and held by it following consummation of the exchange offer or (iv) any holder (other than certain broker-dealers) is not eligible to participate in the exchange offer or, in the case of any holder (other than certain broker-dealers) that participates in the exchange offer, such holder does not receive freely tradeable notes on the date of the exchange (we refer to the date on which any of the conditions described in the foregoing clauses (i) through (iv) occur, as the "trigger date"), we will as promptly as practicable (but in no event more than 30 days after the trigger date) file with the SEC and thereafter shall use our best efforts to cause to be declared effective (unless it becomes effective automatically upon filing) as promptly as practicable (but in no event more than 60 days after the trigger date, such 60th day we refer to as the "shelf effectiveness deadline") a shelf registration statement on an appropriate form under the Securities Act relating to the offer and sale of the transfer restricted securities by the holders thereof from time to time in accordance with the methods of distribution set forth in the shelf registration statement and Rule 415 under the Securities Act. We will use our best efforts to keep the shelf registration statement continuously effective in order to permit the prospectus included therein to be lawfully delivered by the holders of the relevant notes, for a period of two years (or for such longer period if extended in certain circumstances) from the date the outstanding notes were originally issued or such shorter period that will terminate when all the outstanding notes covered by the shelf registration statement (i) have been sold pursuant thereto or (ii) are no longer restricted securities (as defined in Rule 144 under the Securities Act, or any successor rule thereof). We may require each holder of outstanding notes to be sold pursuant to the shelf registration statement to furnish to us such information regarding the holder and the distribution of the notes as we may from time to time reasonably require for inclusion in the shelf registration statement.

Terms of the Exchange Offer; Expiration Date

This prospectus and the accompanying letter of transmittal together constitute the exchange offer. Subject to the terms and conditions in this prospectus and the letter of transmittal, we will accept for exchange outstanding notes that are validly tendered on or before the expiration date and are not

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validly withdrawn as permitted below. The expiration date for the exchange offer is 5:00 p.m., New York City time, on _____, 2009, or such later date and time to which we, in our sole discretion, extend the exchange offer.

We expressly reserve the right, in our sole discretion:

to extend the expiration date;

if any of the conditions set forth below under " Conditions to the Exchange Offer" has not been satisfied, to terminate the exchange offer and not accept any outstanding notes for exchange; and

to amend the exchange offer in any manner.

We will give oral or written notice of any extension, delay, non-acceptance, termination or amendment as promptly as practicable by a public announcement, and in the case of an extension, no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

During an extension, all outstanding notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by us, upon expiration of the exchange offer, unless validly withdrawn.

How to Tender Outstanding Notes for Exchange

Only a record holder of outstanding notes may tender in the exchange offer. When the holder of outstanding notes tenders and we accept outstanding notes for exchange, a binding agreement between us and the tendering holder is created, subject to the terms and conditions in this prospectus and the accompanying letter of transmittal. Except as set forth below, a holder of outstanding notes who desires to tender outstanding notes for exchange must, on or prior to 5:00 p.m., New York City time, on the expiration date:

transmit a properly completed and duly executed letter of transmittal, the outstanding notes being tendered and all other documents required by such letter of transmittal, to U.S. Bank National Association, the exchange agent, at the address set forth below under the heading " The Exchange Agent;" or

if outstanding notes are tendered pursuant to the book-entry procedures set forth below, an agent's message must be transmitted by The Depository Trust Company, or DTC, to the exchange agent at the address set forth below under the heading " The Exchange Agent," and the exchange agent must receive, prior to the expiration date, a confirmation of the book-entry transfer of the outstanding notes being tendered into the exchange agent's account at DTC, along with the agent's message; or

if time will not permit the required documentation to reach the exchange agent before the expiration date, or the procedures for book-entry transfer cannot be completed by the expiration date, the holder may effect a tender by complying with the guaranteed delivery procedures described below.

The term "agent's message" means a message that:

is transmitted by DTC;

is received by the exchange agent and forms a part of a book-entry transfer;

states that DTC has received an express acknowledgement that the tendering holder has received and agrees to be bound by, and makes each of the representations and warranties contained in, the letter of transmittal; and

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states that we may enforce the letter of transmittal against such holder.

The method of delivery of the outstanding notes, the letter of transmittal or agent's message and all other required documents to the exchange agent is at the election and sole risk of the holder. If such delivery is by mail, then we recommend registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure timely delivery. No letters of transmittal or outstanding notes should be sent directly to us.

Signatures on a letter of transmittal must be guaranteed unless the outstanding notes surrendered for exchange are tendered:

by a holder of outstanding notes who has not completed the box entitled "Special Issuance Instructions" or "Special Delivery Instructions" on the letter of transmittal; or

for the account of a recognized member in good standing of a Medallion Signature Guarantee Program recognized by the exchange agent, such as a firm which is a member of a registered national securities exchange, a member of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States or certain other eligible institutions, each of the foregoing being referred to herein as an "eligible institution."

If signatures on a letter of transmittal or notice of withdrawal are required to be guaranteed, the guarantor must be an eligible institution. If outstanding notes are registered in the name of a person other than the person who signed the letter of transmittal, the outstanding notes tendered for exchange must be endorsed by, or accompanied by a written instrument or instruments of transfer or exchange, in satisfactory form as determined by us in our sole discretion, duly executed by the registered holder with the registered holder's signature guaranteed by an eligible institution.

We will determine in our sole discretion all questions as to the validity, form, eligibility (including time of receipt) and acceptance of outstanding notes tendered for exchange and all other required documents. We reserve the absolute right to:

reject any and all tenders of any outstanding note not validly tendered;

refuse to accept any outstanding note if, in our judgment or the judgment of our counsel, acceptance of the outstanding note may be deemed unlawful;

waive any defects or irregularities or conditions of the exchange offer, either before or after the expiration date; and

determine the eligibility of any holder who seeks to tender outstanding notes in the exchange offer.

Our determinations, either before or after the expiration date, under and of the terms and conditions of the exchange offer, including the letter of transmittal and the instructions to it, or as to any questions with respect to the tender of any outstanding notes, will be final and binding on all parties. To the extent we waive any conditions to the exchange offer, we will waive such conditions as to all outstanding notes. Holders must cure any defects and irregularities in connection with tenders of outstanding notes for exchange within such reasonable period of time as we will determine, unless we waive such defects or irregularities. Neither we, the exchange agent nor any other person will be under any duty to give notification of any defect or irregularity with respect to any tender of outstanding notes for exchange, nor will any of us incur any liability for failure to give such notification.

If you beneficially own outstanding notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your outstanding notes in the exchange offer, then you should contact the registered holder promptly and instruct it to tender on your behalf.

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WE MAKE NO RECOMMENDATION TO THE HOLDERS OF THE OUTSTANDING NOTES AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING ALL OR ANY PORTION OF THEIR OUTSTANDING NOTES IN THE EXCHANGE OFFER. IN ADDITION, WE HAVE NOT AUTHORIZED ANYONE TO MAKE ANY SUCH RECOMMENDATION. HOLDERS OF THE OUTSTANDING NOTES MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER PURSUANT TO THE EXCHANGE OFFER, AND, IF SO, THE AGGREGATE AMOUNT OF OUTSTANDING NOTES TO TENDER, AFTER READING THIS PROSPECTUS AND THE LETTER OF TRANSMITTAL AND CONSULTING WITH THEIR ADVISERS, IF ANY, BASED ON THEIR FINANCIAL POSITIONS AND REQUIREMENTS.

Book-Entry Transfers

Any financial institution that is a participant in DTC's system must make book-entry delivery of outstanding notes by causing DTC to transfer the outstanding notes into the exchange agent's account at DTC in accordance with DTC's Automated Tender Offer Program, known as ATOP. Such participant should transmit its acceptance to DTC on or prior to the expiration date or comply with the guaranteed delivery procedures described below. DTC will verify such acceptance, execute a book-entry transfer of the tendered outstanding notes into the exchange agent's account at DTC and then send to the exchange agent confirmation of such book-entry transfer. The confirmation of such book-entry transfer will include an agent's message. The letter of transmittal or facsimile thereof or an agent's message, with any required signature guarantees and any other required documents, must be transmitted to and received by the exchange agent at the address set forth below under " The Exchange Agent" on or prior to the expiration date of the exchange offer; or the holder must comply with the guaranteed delivery procedures described below.

Guaranteed Delivery Procedures

If a holder of outstanding notes desires to tender such notes and the holder's notes are not immediately available, or time will not permit such holder's outstanding notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected if:

the holder tenders the outstanding notes through an eligible institution;

prior to 5:00 p.m., New York City time, on the expiration date, the exchange agent receives from such eligible institution a validly completed and executed notice of guaranteed delivery, substantially in the form accompanying this prospectus, by facsimile transmission, mail or hand delivery, setting forth the name and address of the holder of the outstanding notes being tendered and the amount of the outstanding notes being tendered. The notice of guaranteed delivery will state that the tender is being made and guarantee that within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery, the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a validly completed and executed letter of transmittal with any required signature guarantees or an agent's message and any other documents required by the letter of transmittal will be transmitted to the exchange agent; and

the exchange agent receives the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a validly completed and executed letter of transmittal with any required signature guarantees or an agent's message and any other documents required by the letter of transmittal, within three New York Stock Exchange trading days after the date of execution of the notice of guaranteed delivery.

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The notice of guaranteed delivery must be received prior to 5:00 p.m., New York City time, on the expiration date.

Withdrawal Rights

You may withdraw tenders of your outstanding notes at any time prior to 5:00 p.m., New York City time, on the expiration date.

For a withdrawal to be effective, a written notice of withdrawal, by facsimile (with receipt confirmed by telephone) or by mail, must be received by the exchange agent, at the address set forth below under " The Exchange Agent," on or prior to the expiration date. Any such notice of withdrawal must:

specify the name of the person having tendered the outstanding notes to be withdrawn;

identify the outstanding notes to be withdrawn, including the principal amount of such outstanding notes;

where outstanding notes have been tendered pursuant to the procedure for book-entry transfer described above, specify the name and number of the account at DTC to be credited with the withdrawn outstanding notes and otherwise comply with the procedures of DTC; and

bear the signature of the holder in the same manner as the original signature on the letter of transmittal by which such outstanding notes were tendered, with such signature guaranteed by an eligible institution, unless such holder is an eligible institution.

We will determine all questions as to the validity, form and eligibility (including time of receipt) of such notices and our determination will be final and binding on all parties. Any tendered outstanding notes validly withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Properly withdrawn notes may be re-tendered by following one of the procedures described under " How to Tender Outstanding Notes for Exchange" above at anytime on or prior to 5:00 p.m., New York City time, on the expiration date.

Acceptance of Outstanding Notes for Exchange; Delivery of Exchange Notes

All of the conditions to the exchange offer must be satisfied or waived prior to the expiration of the exchange offer. On the expiration date we will accept for exchange all outstanding notes validly tendered and not validly withdrawn as of such date. We will promptly issue exchange notes for all validly tendered outstanding notes. For purposes of the exchange offer, we will be deemed to have accepted validly tendered outstanding notes for exchange when, as and if we have given oral or written notice to the exchange agent, with written confirmation of any oral notice to be given promptly thereafter. See " Conditions to the Exchange Offer" for a discussion of the conditions that must be satisfied before we accept any outstanding notes for exchange.

For each outstanding note accepted for exchange, the holder will receive an exchange note registered under the Securities Act having a principal amount equal to, and in the denomination of, that of the surrendered outstanding note. Accordingly, registered holders of exchange notes that are outstanding on the relevant record date for the first interest payment date following the consummation of the exchange offer will receive interest accruing from the most recent date through which interest has been paid on the outstanding notes. Outstanding notes that we accept for exchange will cease to accrue interest from and after the date of consummation of the exchange offer.

If we do not accept any tendered outstanding notes, or if a holder submits outstanding notes for a greater principal amount than the holder desires to exchange, then we will return such unaccepted or non-exchanged outstanding notes without cost to the tendering holder. In the case of outstanding notes tendered by book-entry transfer into the exchange agent's account at DTC, such non-exchanged

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outstanding notes will be credited to an account maintained with DTC. We will return the outstanding notes or have them credited to DTC promptly after the withdrawal, rejection of tender or termination of the exchange offer, as applicable.

Conditions to the Exchange Offer

The exchange offer is not conditioned upon the tender of any minimum principal amount of outstanding notes. Notwithstanding any other provision of the exchange offer, or any extension of the exchange offer, we will not be required to accept for exchange, or to issue exchange notes in exchange for, any outstanding notes and may terminate or amend the exchange offer, by oral or written notice to the exchange agent or by a timely press release, if at any time before the expiration of the exchange offer, any of the following conditions exist:

any action or proceeding is instituted or threatened in any court or by or before any governmental agency challenging the exchange offer or which we believe might be expected to prohibit or materially impair our ability to proceed with the exchange offer;

any stop order is threatened or in effect with respect to either (1) the registration statement of which this prospectus is a part or (2) the qualification of the indenture governing the notes under the Trust Indenture Act of 1939, as amended;

any law, rule or regulation is enacted, adopted, proposed or interpreted that we believe might be expected to prohibit or impair our ability to proceed with the exchange offer or to materially impair the ability of holders generally to receive freely tradeable exchange notes in the exchange offer. See "Consequences of Failure to Exchange Outstanding Notes";

any change or a development involving a prospective change in our business, properties, assets, liabilities, financial condition, operations, results of operations taken as a whole, that is or may be adverse to us;

any declaration of war, armed hostilities or other similar international calamity directly or indirectly involving the United States, or the worsening of any such condition that existed at the time that we commence the exchange offer; or

we become aware of facts that, in our reasonable judgment, have or may have adverse significance with respect to the value of the outstanding notes or the exchange notes to be issued in the exchange offer.

Accounting Treatment

For accounting purposes, we will not recognize gain or loss upon the issuance of the exchange notes for outstanding notes. We are expensing costs incurred in connection with the issuance of the exchange notes when incurred.

Fees and Expenses

We will not make any payment to brokers, dealers, or others soliciting acceptance of the exchange offer except for reimbursement of mailing expenses. We will pay the cash expenses to be incurred in connection with the exchange offer, including:

SEC registration fees;

fees and expenses of the exchange agent and trustee;

our accounting and legal fees;

printing fees; and

related fees and expenses.

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Transfer Taxes

Holders who tender their outstanding notes for exchange notes will not be obligated to pay any transfer taxes in connection with the exchange. If, however, exchange notes issued in the exchange offer are to be delivered to, or are to be issued in the name of, any person other than the holder of the outstanding notes tendered, or if a transfer tax is imposed for any reason other than the exchange of outstanding notes in connection with the exchange offer, then the holder must pay these transfer taxes, whether imposed on the registered holder or on any other person. If satisfactory evidence of payment of or exemption from these taxes is not submitted with the letter of transmittal, then the amount of these transfer taxes will be billed directly to the tendering holder.

The Exchange Agent

U.S. Bank National Association has been appointed as exchange agent for the exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent addressed as follows:

U.S. Bank National Association
(Exchange Agent/Depository addresses)

By Registered & Certified Mail:

U.S. BANK NATIONAL ASSOCIATION
Corporate Trust Services
EP-MN-WS3C
60 Livingston Avenue
St. Paul, Minnesota 55107-1419

In Person by Hand Only:

U.S. BANK NATIONAL ASSOCIATION
60 Livingston Avenue
1st Floor Bond Drop Window
St. Paul, Minnesota 55107

Regular Mail or Overnight Courier:

U.S. BANK NATIONAL ASSOCIATION
60 Livingston Avenue
St. Paul, Minnesota 55107-1419
Attention: Specialized Finance

By Facsimile (for Eligible Institutions only):
(651) 495-8158

*For Information or Confirmation by
Telephone:*
(800) 934-6802

DELIVERY OF THE LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION VIA FACSIMILE OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY OF SUCH LETTER OF TRANSMITTAL.

Consequences of Failure to Exchange Outstanding Notes

Outstanding notes that are not tendered or are tendered but not accepted will, following the consummation of the exchange offer, continue to be subject to the provisions in the indenture and the legend contained on the outstanding notes regarding the transfer restrictions of the outstanding notes. In addition, you will no longer have any registration rights or be entitled to additional interest with respect to the outstanding notes. In general, outstanding notes, unless registered under the Securities Act, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not currently anticipate that we will take any action to register the outstanding notes under the Securities Act or under any state securities laws.

Holders of the exchange notes and any outstanding notes that remain outstanding after consummation of the exchange offer will vote together as a single series for purposes of determining

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whether holders of the requisite percentage of the series have taken certain actions or exercised certain rights under the indenture.

Consequences of Exchanging Outstanding Notes

We have not requested, and do not intend to request, an interpretation by the staff of the SEC as to whether the exchange notes issued in the exchange offer may be offered for sale, resold or otherwise transferred by any holder without compliance with the registration and prospectus delivery provisions of the Securities Act. However, based on interpretations of the staff of the SEC, as set forth in a series of no-action letters issued to third parties, we believe that the exchange notes may be offered for resale, resold or otherwise transferred by holders of those exchange notes without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

the holder is not an "affiliate" of ours within the meaning of Rule 405 promulgated under the Securities Act;

the exchange notes issued in the exchange offer are acquired in the ordinary course of the holder's business;

neither the holder, nor, to the actual knowledge of such holder, any other person receiving exchange notes from such holder, has any arrangement or understanding with any person to participate in the distribution of the exchange notes issued in the exchange offer;

if the holder is not a broker-dealer, the holder is not engaged in, and does not intend to engage in, a distribution of the exchange notes; and

if such a holder is a broker-dealer, such broker-dealer will receive the exchange notes for its own account in exchange for outstanding notes and that:

such outstanding notes were acquired by such broker-dealer as a result of market-making or other trading activities; and

it will deliver a prospectus meeting the requirements of the Securities Act in connection with the resale of exchange notes issued in the exchange offer, and will comply with the applicable provisions of the Securities Act with respect to resale of any exchange notes. (In no-action letters issued to third parties, the SEC has taken the position that broker-dealers may fulfill their prospectus delivery requirements with respect to exchange notes (other than a resale of an unsold allotment from the original sale of outstanding notes) by delivery of the prospectus relating to the exchange offer). See "Plan of Distribution" for a discussion of the exchange and resale obligations of broker-dealers in connection with the exchange offer.

Each holder participating in the exchange offer will be required to furnish us with a written representation in the letter of transmittal that they meet each of these conditions and agree to these terms.

Notwithstanding the foregoing, because the SEC has not considered the exchange offer for our outstanding notes in the context of a no-action letter, we cannot guarantee that the staff of the SEC would make similar determinations with respect to this exchange offer. If our belief is not accurate and you transfer an exchange note without delivering a prospectus meeting the requirements of the federal securities laws or without an exemption from these laws, you may incur liability under the federal securities laws. We do not and will not assume, or indemnify you against, this liability.

Any holder that is an affiliate of ours or that tenders outstanding notes in the exchange offer for the purpose of participating in a distribution:

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may not rely on the applicable interpretation of the SEC staff's position contained in Exxon Capital Holdings Corp., SEC No-Action Letter (April 13, 1988), Morgan, Stanley & Co., Inc.,

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SEC No-Action Letter (June 5, 1991) and Shearman & Sterling, SEC No-Action Letter (July 2, 1993); and

must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction.

The exchange notes issued in the exchange offer may not be offered or sold in any state unless they have been registered or qualified for sale in such state or an exemption from registration or qualification is available and complied with by the holders selling the exchange notes. We currently do not intend to register or qualify the sale of the exchange notes in any state where we would not otherwise be required to qualify.

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DESCRIPTION OF THE EXCHANGE NOTES

General

The exchange notes will be senior debt securities issued pursuant to the indenture, dated as of July 15, 2009, between us and U.S. National Bank Association, as trustee. The following information should be read together with the description of the senior debt securities in the indenture. We urge you to read the indenture because it, and not this description, defines your rights as holders of the notes. A copy of the indenture was filed as Exhibit 4.1 to REG's Current Report on Form 8-K on July 15, 2009, and is incorporated by reference herein. The indenture has been qualified under the Trust Indenture Act.

You can find the definitions of certain terms used in this description under "Certain Definitions." In this description, "Regal Cinemas," "we," "us," "our," the "issuer," and the "Company" refer only to Regal Cinemas Corporation and not to any of its subsidiaries or to Regal Entertainment Group, its indirect parent, and "Parent Guarantor" refers only to Regal Entertainment Group and not to any of its subsidiaries. In this section the term "notes" refers to both the exchange notes and the outstanding notes, unless the context requires otherwise.

This section summarizes the material terms and provisions of the indenture and the notes. Because this is only a summary, it does not contain all of the details found in the full text of the indenture and the exchange notes. If you would like additional information, you should read the indenture and the form of exchange notes.

Exchange Notes Versus Outstanding Notes

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