

REGAL ENTERTAINMENT GROUP

Form 8-K

December 02, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

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



Date of report (Date of earliest event reported): **November 30, 2005**

## **Regal Entertainment Group**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31315**  
(Commission  
File Number)

**02-0556934**  
(IRS Employer  
Identification No.)

**7132 Regal Lane, Knoxville, Tennessee 37918**

(Address of Principal Executive Offices) (Zip Code)

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

**N/A**

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

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

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

**Item 3.02 Unregistered Sales of Equity Securities.**

On November 30, 2005, Regal Entertainment Group (the Company ) issued an aggregate of 1,500,000 shares of Class A common stock of the Company, to OCM Principal Opportunities Fund II, L.P. ( OCM ) upon the conversion by OCM of an equal number of shares of Class B common stock of the Company. The shares of Class A common stock issued by the Company upon the conversion by OCM are exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereof.

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

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**SIGNATURES**

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

REGAL ENTERTAINMENT GROUP

Date: December 2, 2005

By: /s/ Peter B. Brandow

Name: Peter B. Brandow

Title: Executive Vice President,  
General Counsel and Secretary

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