

REGAL ENTERTAINMENT GROUP  
Form 8-K  
February 26, 2014

**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): **February 25, 2014**

**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)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 25, 2014, Regal Entertainment Group (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC (the Underwriters) with respect to the Company's offering of \$775.0 million aggregate principal amount of its 53/4% senior notes due 2022 (the Notes) in a registered public offering. The Underwriting Agreement includes customary representations, warranties and covenants. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to Exhibit 1.1.

**Item 8.01 Other Events.**

On February 25, 2014, the Company issued a press release announcing its plan to offer the Notes in a registered offering. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on February 25, 2014, the Company issued a press release announcing the pricing of the Notes. The press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

In addition, on February 25, 2014, the Company issued a press release announcing cash tender offers for its 91/8% senior notes due 2018 and Regal Cinemas Corporation's 85/8% senior notes due 2019. The press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated February 25, 2014, by and among the Company, Credit Suisse Securities (USA) LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Wells Fargo Securities, LLC. |
| 99.1               | Press release of the Company, dated February 25, 2014, announcing the offering of the Notes.   |
| 99.2               | Press release of the Company, dated February 25, 2014, announcing the pricing of the Notes.  |

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99.3 Press release of the Company, dated February 25, 2014, announcing the tender offers.

**SIGNATURES**

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

REGAL ENTERTAINMENT GROUP

Date: February 26, 2014

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

EXHIBIT INDEX

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