

REGAL ENTERTAINMENT GROUP  
Form 8-K  
May 11, 2015

**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): **May 6, 2015**

**Regal Entertainment Group**

(Exact Name of Registrant as Specified in its 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**

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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 5.07 Submission of Matters to a Vote of Security Holders**

On May 6, 2015, Regal Entertainment Group (the "Company") held its Annual Meeting of Stockholders (the "Meeting"). The total number of shares of the Company's Class A and Class B common stock voted in person or by proxy at the Meeting, voting as a single class, was 151,060,670. The combined voting shares of the Company's Class A and Class B common stock, voting as a single class, represented 96.5% of the 156,477,823 shares issued and outstanding and entitled to vote at the Meeting. The Company's Class A Common Stock is entitled to one vote per share, while the Company's Class B common stock is entitled to ten votes per share. The total number of votes represented by the Company's Class A and Class B common stock voted in person or by proxy at the Meeting, voting as a single class, was 364,438,422. The combined votes of the Company's Class A and Class B common stock, voting as a single class, represented 98.5% of the 369,855,574 total votes outstanding and entitled to vote at the Meeting. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, as applicable, with respect to each matter is set out below.

Proposal 1 Election of Class I Directors

The stockholders elected all three director nominees at the Meeting to serve as Class I directors until the Annual Meeting of Stockholders in 2018. The voting results were as follows:

Nominee	Votes Cast For	Votes Withheld	Broker Non-Votes
Charles E. Brymer	355,619,148	222,548	8,596,726
Michael L. Campbell	354,582,835	1,258,861	8,596,726
Alex Yemendjian	355,558,698	282,998	8,596,726

Proposal 2 Advisory Vote on the Compensation of the Company's Named Executive Officers

The stockholders approved the compensation of the Company's named executive officers. The voting results were as follows:

Votes Cast For	Votes Cast Against	Votes Abstain	Broker Non-Votes
353,592,395	2,191,053	58,248	8,596,726

Proposal 3 Ratification of the Selection of the Company's Independent Registered Public Accounting Firm

The stockholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. The voting results were as follows:

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Votes Cast For	Votes Cast Against	Votes Abstain
364,157,330	202,038	79,054

**Item 8.01 Other Events**

As previously disclosed in a Current Report on Form 8-K filed by the Company on April 13, 2015, Mr. Nestor R. Weigand, Jr. resigned from the board of directors effective April 10, 2015. On May 6, 2015, in accordance with Section 3.2 of the Company's Amended and Restated Bylaws, the Board adopted a resolution to reduce the number of directors serving on the Company's Board from ten to nine, effective immediately.

**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: May 11, 2015

By: /s/ Peter B. Brandow  
Name: Peter B. Brandow  
Title: Executive Vice President, General Counsel &  
Secretary