

REGAL ENTERTAINMENT GROUP

Form 8-K

July 03, 2003

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported) July 2, 2003

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.)

9110 East Nichols Avenue, Suite 200, Centennial, CO
(Address of Principal Executive Offices)

80112
(Zip Code)

Registrant's telephone number, including area code **303-792-3600**

N/A

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

Item 9. Regulation FD Disclosure.

On July 1, 2003, Regal Entertainment Group (the "Company") paid an extraordinary dividend in the amount of \$5.05 per share to the holders of record on June 20, 2003 of Regal's Class A and Class B common stock. In connection with the payment of the extraordinary dividend, the Company was required to make an adjustment to the conversion price of the 3³/₄% Convertible Senior Notes due May 15, 2008 (the "Notes") pursuant to the Indenture, dated as of May 28, 2003, under which the Notes were issued. After adjustment for the extraordinary dividend, the conversion price of the Notes is \$21.175 per share.

Limitation of Incorporation by Reference

In accordance with the general instruction B.2 of Form 8-K, the information in this report is furnished pursuant to Item 9 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

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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: July 3, 2003

By: /s/ AMY E. MILES

Name: Amy E. Miles
Title: Chief Financial Officer

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Item 9. Regulation FD Disclosure.

SIGNATURES