

REGAL ENTERTAINMENT GROUP  
Form 8-K  
February 07, 2008

**UNITED STATES**  
**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): **February 7, 2008**

**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**

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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 2.02 Results of Operations and Financial Condition.**

On February 7, 2008, Regal Entertainment Group ( Regal ) announced its financial results for its fourth fiscal quarter ended December 27, 2007. A copy of the earnings release is furnished to the United States Securities and Exchange Commission (the Commission ) with this current report on Form 8-K as Exhibit 99.1. The earnings release contains certain non-GAAP financial measures for the periods set forth therein, including adjusted earnings per diluted share and adjusted EBITDA. Adjusted earnings per diluted share is diluted earnings per share excluding loss on debt extinguishment, net of related tax effects, gain on NCM transaction, net of related tax effects and gain on sale of Fandango interest, net of related tax effects. The most directly comparable GAAP financial measure to this non-GAAP financial measure is earnings per diluted share, which is set forth in the earnings release and below for the relevant periods set forth in the earnings release. Adjusted EBITDA is earnings before interest, taxes, depreciation and amortization expense, gain on NCM transaction, gain on sale of Fandango interest, gain/loss on disposal and impairment of operating assets, restructuring expenses, share-based compensation expense, joint venture employee compensation and depreciation and amortization, loss on debt extinguishment and minority interest and other, net. The most directly comparable GAAP financial measure to this non-GAAP financial measure is net cash provided by operating activities, which is set forth in the earnings release and below for the relevant periods set forth in the earnings release.

	Quarter Ended	
	Dec. 27, 2007	Dec. 28, 2006
Earnings per diluted share	\$ 0.15	\$ 0.19

  

	Quarter Ended	
	Dec. 27, 2007	Dec. 28, 2006
Net cash provided by operating activities (in millions)	\$ 127.3	\$ 148.3

Reconciliations of the non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the earnings release.

Regal is also furnishing to the Commission as Exhibit 99.2 to this current report on Form 8-K certain other financial information for its last four completed fiscal quarters, including reconciliations to the most directly comparable GAAP financial measures of the non-GAAP financial measures included therein.

**Item 8.01 Other Events.**

On February 7, 2008, Regal's board of directors declared a cash dividend in the amount of \$0.30 per share of Class A and Class B common stock, payable on March 20, 2008 to the Class A and Class B common stockholders of record on March 10, 2008.

On February 7, 2008, Regal announced that it may acquire up to \$50.0 million in principle amount of its 3 ¾% Convertible Senior Notes due May 15, 2008 (the Notes ) from time to time prior to maturity of the Notes, either in open market or privately negotiated transactions or in any other manner deemed appropriate by Regal, included through conversion of Notes. The timing and the amount of any acquisition of Notes will be determined by Regal's board of directors based on its evaluation of market conditions and other factors with the accreted value of the Notes in cash plus the conversion spread (the excess conversion value over the accreted value) in either cash, shares of our Class A common stock or a combination of stock and cash.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired.

N/A

(b) Pro forma financial information.

N/A

(c) Shell company transactions.

N/A

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	Earnings release furnished pursuant to Item 2.02
99.2	Reconciliations of Non-GAAP Financial Measures furnished pursuant to Item 2.02

**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 7, 2008

By: */s/ Amy E. Miles*  
Name: Amy E. Miles  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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