

GSCP RECOVERY INC
Form SC 13G/A
July 09, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-1)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 1)*

Regal Entertainment Group

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

758766109

(CUSIP Number)

July 7, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 17 Pages

SCHEDULE 13G

| | | |
|------------|--|----------------------------|
| CUSIP No.: | | Page <u>2</u> of <u>17</u> |
|------------|--|----------------------------|

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GSCP Recovery, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 3 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GSCP (NJ), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
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| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 4 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GSCP (NJ), Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

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11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 5 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Greenwich Street Investments II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.2%

12 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 6 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Greenwich Street Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 11,674,685

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.2%

12 TYPE OF REPORTING PERSON*
PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 7 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
GSCP Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES 5 SOLE VOTING POWER

| | | | |
|--|---|--------------------------|------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.2%

12 TYPE OF REPORTING PERSON*
PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 8 of 17 |
|------------|--|--------------|

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Greenwich Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
| | 6 | SHARED VOTING POWER | 11,674,685 |
| | 7 | SOLE DISPOSITIVE POWER | |
| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |
| <hr/> | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 11,674,685 | | |
| <hr/> | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| | [] | | |
| <hr/> | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 8.2% | | |
| <hr/> | | | |
| 12 | TYPE OF REPORTING PERSON* | | |
| | PN | | |

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|--------------|
| CUSIP No.: | | Page 9 of 17 |
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| | | | |
|-------|--|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | Greenwich Street Employee Fund, L.P. | | |
| <hr/> | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | |
| | (a) [] | | |
| | (b) [] | | |
| <hr/> | | | |
| 3 | SEC USE ONLY | | |

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|--------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER | |
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| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

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11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

| | | |
|------------|--|---------------|
| CUSIP No.: | | Page 10 of 17 |
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TRV Executive Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|---|--------------------------|------------|
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| | 8 | SHARED DISPOSITIVE POWER | 11,674,685 |

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11,674,685

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Regal Entertainment Group.

Item 1(b). Address of Issuer's Principal Executive Offices:

9110 East Nichols Avenue, Suite 200
Centennial, Colorado 80112

Item 2(a). Name of Person Filing:

GSCP Recovery, Inc.
GSCP (NJ), L.P., the manager of GSCP Recovery, Inc.
GSCP (NJ), Inc., the sole general partner of GSCP (NJ), L.P.

Greenwich Street Investments II, L.L.C.*
Greenwich Street Capital Partners II, L.P.*
GSCP Offshore Fund, L.P.*
Greenwich Fund, L.P.*
Greenwich Street Employee Fund, L.P.*
TRV Executive Fund, L.P.*

Item 2(b). Address of Principal Business Office or, if None, Residence:

500 Campus Drive
Florham Park, New Jersey 07932

Item 2(c). Citizenship:

GSCP Recovery, Inc. is a Cayman Islands corporation
GSCP (NJ), L.P. is a Delaware limited partnership
GSCP (NJ), Inc. is a Delaware corporation
Greenwich Street Investments II, L.L.C. is a Delaware limited liability company
Greenwich Street Capital Partners II, L.P. is a Delaware limited partnership
GSCP Offshore Fund, L.P. is a Cayman Islands limited partnership
Greenwich Fund, L.P. is a Delaware limited partnership
Greenwich Street Employee Fund, L.P. is a Delaware limited partnership
TRV Executive Fund, L.P. is a Delaware limited partnership

* Greenwich Street Investments II, L.L.C. is the general partner of Greenwich Street Capital Partners II, L.P., GSCP Offshore Fund, L.P., Greenwich Fund, L.P., Greenwich Street Employee Fund, L.P. and TRV Executive Fund, L.P., which collectively own all of the outstanding capital stock of GSCP Recovery, Inc. Each of GSCP (NJ), L.P., GSCP (NJ), Inc., Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., GSCP Offshore Fund, L.P., Greenwich Fund, L.P., Greenwich Street Employee Fund, L.P. and TRV Executive Fund, L.P. disclaims beneficial ownership of the Issuer's securities, except to the extent of each Reporting Person's pecuniary interest in the Issuer's securities.

Item 2(d). Title of Class of Securities:

Class A Common Stock

Item 2(e). CUSIP Number:

758766109

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with Rule 13d- 1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 11,674,685.
- (b) Percent of class: 8.2%.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote _____.
 - (ii) Shared power to vote or to direct the vote 11,674,685.
 - (iii) Sole power to dispose or to direct the disposition of _____.
 - (iv) Shared power to dispose or to direct the disposition of 11,674,685.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: .

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2003

GSCP RECOVERY, INC.

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director

GSCP (NJ), L.P.

By: GSCP (NJ), Inc.,
its General Partner:

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director

GSCP (NJ), Inc.

By: GSCP (NJ) Holdings, L.P.,
its sole member

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director

Greenwich Street Investments II, L.L.C.

By: /s/ Matthew C. Kaufman

Name: Matthew C. Kaufman

Title: Managing Director

GREENWICH STREET CAPITAL PARTNERS II, L.P.

GSCP OFFSHORE FUND, L.P.

GREENWICH FUND, L.P.

GREENWICH STREET EMPLOYEES FUND, L.P.

TRV EXECUTIVE FUND, L.P.

By: Greenwich Street Investments II, L.L.C.,
its general partner

By: /s/ Matthew C. Kaufman

Name: Matthew C. Kaufman

Title: Managing Director

EXHIBIT A - JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G filed herewith (and any amendments thereto), is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended, on behalf of each such person.

GSCP RECOVERY, INC.

By: /s/ Matthew C. Kaufman

Name: Matthew C. Kaufman

Title: Managing Director

GSCP (NJ), L.P.

By: GSCP (NJ), Inc.,
its General Partner:

By: /s/ Matthew C. Kaufman

Name: Matthew C. Kaufman

Title: Managing Director

GSCP (NJ), Inc.

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By: GSCP (NJ) Holdings, L.P.,
its sole member

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director

Greenwich Street Investments II, L.L.C.

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director

GREENWICH STREET CAPITAL PARTNERS II, L.P.
GSCP OFFSHORE FUND, L.P.
GREENWICH FUND, L.P.
GREENWICH STREET EMPLOYEES FUND, L.P.
TRV EXECUTIVE FUND, L.P.

By: Greenwich Street Investments II, L.L.C.,
its general partner

By: /s/ Matthew C. Kaufman
Name: Matthew C. Kaufman
Title: Managing Director