

REGAL ENTERTAINMENT GROUP
Form 8-K
May 14, 2004

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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) May 13, 2004

Regal Entertainment Group

(Exact Name of Registrant as Specified in Charter)

Delaware

001-31315

02-0556934

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

9110 East Nichols Avenue, Suite 200, Centennial, CO 80112
(Address of Principal Executive Offices) (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 5. Other Events and Regulation FD Disclosure.

On May 13, 2004, Regal Entertainment Group ("Regal") issued a press release announcing that, among other things, its board of directors had declared an extraordinary cash dividend to Regal's Class A and Class B common stockholders. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated by reference into this Item 5. Also attached as Exhibit 99.2 to this Current Report on Form 8-K is a notice of optional conversion rights that Regal provided to the holders of its 3³/₄% Convertible Senior Notes Due May 15, 2008 (the "Notes") issued under the Indenture, dated as of May 28, 2003, among Regal and U.S. Bank National Association, as trustee, which notice is incorporated by reference into this Item 5.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c)
Exhibits.

Exhibit No.	Description
99.1	Press Release, dated May 13, 2004, announcing, among other things, the extraordinary cash dividend.
99.2	Notice of optional conversion rights provided to holders of Regal Notes.

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 14, 2004

By: /s/ Amy E. Miles

Name: Amy E. Miles
Title: Chief Financial Officer

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