

REGAL ENTERTAINMENT GROUP
Form 8-K
May 14, 2013

**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): **May 8, 2013**

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 8, 2013, 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 42,555,100. The combined voting shares of the Company's Class A and Class B common stock, voting as a single class, represent 1.5% of the 155,821,027 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 355,932,851. The combined votes of the Company's Class A and Class B common stock, voting as a single class, represent 6.4% of the 369,198,778 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 II Directors

The stockholders elected all four director nominees at the Meeting to serve as Class II directors until the Annual Meeting of Stockholders in 2016. The voting results were as follows:

| Nominee | Votes Cast For | Votes Withheld | Broker Non-Votes |
|---------------------|----------------|----------------|------------------|
| Thomas D. Bell, Jr. | 341,468,087 | 911,842 | 13,552,922 |
| David H. Keyte | 341,534,527 | 845,402 | 13,552,922 |
| Amy E. Miles | 341,497,902 | 882,027 | 13,552,922 |
| Lee M. Thomas | 341,535,131 | 844,798 | 13,552,922 |

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 |
|----------------|--------------------|---------------|------------------|
| 341,573,077 | 681,509 | 125,343 | 13,552,922 |

Proposal 3 Approval of the Material Terms of the Performance Goals Under the Company's Annual Executive Incentive Program and 2002 Stock Incentive Plan

The stockholders re-approved the material terms of the performance goals under the Company's Annual Executive Incentive Program and 2002 Stock Incentive Plan, as amended, pursuant to Section 162(m) of the Internal Revenue Code. The voting results were as follows:

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| Votes Cast For | Votes Cast Against | Votes Abstain | Broker Non-Votes |
|---------------------------|-------------------------------|--------------------------|-----------------------------|
| 337,619,067 | 4,685,378 | 75,484 | 13,552,922 |

Proposal 4 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 26, 2013. The voting results were as follows:

| Votes Cast For | Votes Cast Against | Votes Abstain |
|---------------------------|-------------------------------|--------------------------|
| 355,751,484 | 138,235 | 43,132 |

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, 2013

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