

REGAL ENTERTAINMENT GROUP
Form SC 13G
February 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. N/A)*

Regal Entertainment Group

(Name of Issuer)

Common Stock

(Title of Class of Securities)

758766109

(CUSIP Number)

December 31st, 2014

(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 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).

CUSIP No. **758766109**

13G

1. Name of Reporting Person:

TD Asset Management Inc.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Canada

5. Sole Voting Power:

NUMBER OF
SHARES

234,767

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

234,767

PERSON WITH

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

234,767

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

0.18%

12. Type of Reporting Person (See Instructions):

CO

CUSIP No. **758766109**

13G

1. Name of Reporting Person:

Epoch Investment Partners, Inc.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

USA

5. Sole Voting Power:

NUMBER OF
SHARES

6,987,119

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

7. Sole Dispositive Power:

EACH

REPORTING

6,987,119

PERSON WITH

8. Shared Dispositive Power:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

6,987,119

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

5.27%

12. Type of Reporting Person (See Instructions):

CO

Item 1. (a). Name of Issuer

Regal Entertainment Group (the Issuer)

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

7132 Regal Lane, Knoxville, TN 37918

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

(i) TD Asset Management Inc. (TDAM)

Canada Trust Tower, BCE Place, 161 Bay Street, 35th Floor, Toronto, Ontario, M5J 2T2

Citizenship: Canada

(ii) Epoch Investment Partners, Inc. (Epoch)

399 Park Avenue, New York, New York 10022

Citizenship: USA

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. The Reporting Persons are wholly-owned subsidiaries of TD Bank Financial Group. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Securities Exchange Act of 1934, as amended (the Act), the beneficial owner of the shares reported herein.

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

Common Stock

Item 2(e). CUSIP Number: 758766109

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

This Item 3 is not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

TDAM individually beneficially owns 234,767 shares of Common Stock.

Epoch individually beneficially owns 6,987,119 shares of Common Stock.

Collectively, the Reporting Persons beneficially own 7,221,886 shares of Common Stock.

(b) Percent of class:

The ownership percentages set forth below are based on 132,465,000 shares of the Issuer's Common Stock outstanding as of December 31st, 2014.

TDAM may be deemed to beneficially own approximately 0.18 % of the outstanding shares of Common Stock.

Epoch may be deemed the beneficial owner of approximately 5.27 % of the shares of Common Stock outstanding.

Collectively, the Reporting Persons may be deemed the beneficial owner of approximately 5.45 % of the outstanding shares of Common Stock.

(c) Number of Shares as to which the Reporting Person has:

TDAM:

234,767 (i) Sole power to vote or to direct the vote:

0 (ii) Shared power to vote or to direct the vote:

234,767 (iii) Sole power to dispose or to direct the disposition of:

0 (iv) Shared power to dispose or to direct the disposition of:

Epoch:

- 6,987,119 (i) Sole power to vote or to direct the vote:

- 0 (ii) Shared power to vote or to direct the vote:

- 6,987,119 (iii) Sole power to dispose or to direct the disposition of:

- 0 (iv) Shared power to dispose or to direct the disposition of:

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.

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

This Item 7 is not applicable.

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

The filing of this statement should not be construed to be an admission that the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act or the rules thereunder.

Item 9. Notice of Dissolution of Group.

This Item 9 is not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

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: February 9th, 2015

TD ASSET MANAGEMENT INC.

By: /s/ Barbara Callbeck
Name: Barbara Callbeck
Title: Managing Director

EPOCH INVESTMENT PARTNERS, INC.

By: /s/ David A. Barnett
Name: David A. Barnett
Title: Managing Attorney & Chief
Compliance Officer

EXHIBIT LIST

Exhibit 99.1 Joint Filing Agreement, dated February 9th, 2015, among the Reporting Persons (filed herewith).

Page 8 of 9

1 Taxpayer Registry under #485.322.749-00, with commercial address at Setor Bancário Sul, Quadra 1, Bloco C, Lote 32, Edifício Sede III, 6º andar, in the City of Brasília, DF;

(v) Mr. **Nelson Henrique Barbosa Filho**, Brazilian, married, economist, bearer of the identity card #07.555.659-7 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #007.073.727-08, with commercial address at Esplanada dos Ministérios, Bloco P, 4º andar, in the City of Brasília, DF, as Director and as his respective alternate Mr. **Eustáquio Wagner Guimarães Gomes**, Brazilian, married, administrator, bearer of the identity card #4.332 issued by CRA/MG, enrolled at the General Taxpayer Registry under #009.513.746-72, with commercial address at Praia de Botafogo nº 501, 4º andar, Botafogo, in the City of Rio de Janeiro, RJ;

(vi) Mr. **Renato da Cruz Gomes**, Brazilian, divorced, engineer, bearer of the identity card #2.659.814 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #426.961.277-00, with commercial address at Avenida Graça Aranha nº 26, 19º andar, Centro, in the City of Rio de Janeiro, RJ, as Director and as his respective alternate Mr. **Luiz Carlos de Freitas**, Brazilian, married, accountant, bearer of the identity card #7.580.603 issued by SSP/SP, enrolled at the General Taxpayer Registry under #659.575.638-20, with commercial address at Avenida Paulista nº 1.450, 9º andar, in the City of São Paulo, SP;

(vii) Mr. **Fuminobu Kawashima**, Japanese, married, economist, bearer of passport #TK1637548, with commercial address at 2-1, Ohtemachi 1-Cchome, Chiyoda-ku, in the City of Tokyo, Japan, as Director and as his respective alternate Mr. **Hajime Tonoki**, Japanese, married, administrator, bearer of passport #TZ0249558, with commercial address at Praia do Flamengo nº 200, 14º andar, Flamengo, in the City of Rio de Janeiro, RJ;

(viii) Mr. **Oscar Augusto de Camargo Filho**, Brazilian, divorced, lawyer, bearer of the identity card #1.952.457-2 issued by SSP/SP, enrolled at the General Taxpayer Registry under #030.754.948-87, with commercial address at Avenida

Table of Contents

Continuation of the Minutes of the Ordinary General Shareholders Meeting
held on April 19th, 2011.

das Américas nº 700, Bloco 6, Conjunto 330, Cittä América, Barra da Tijuca, na Cidade do Rio de Janeiro, RJ, as Director and as his respective alternate Mr. **Eduardo de Oliveira Rodrigues Filho**, Brazilian, married, engineer, bearer of the identity card #03144859-0 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #442.810.487-15, with commercial address at Avenida das Américas nº 700, Bloco 6, Conjunto 330, Cittä América, Barra da Tijuca, in the City of Rio de Janeiro, RJ;

(ix) Mr. **Luciano Galvão Coutinho**, Brazilian, divorced, economist, bearer of the identity card # SSP/SP nº 8.925.795, enrolled at the General Taxpayer Registry under #636.831.808-20, with commercial address at Avenida República do Chile nº 100, 22º andar, Centro, in the City of Rio de Janeiro, RJ, as Director and as his respective alternate Mr. **Paulo Sérgio Moreira da Fonseca**, Brazilian, married, economist, bearer of the identity card #2.418.456 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #268.745.477-04, with commercial address at Avenida República do Chile nº 100, 8º andar, Centro, in the City of Rio de Janeiro, RJ;

(x) **José Mauro Mettrau Carneiro da Cunha**, Brazilian, married, engineer, bearer of the identity card #02549734-8 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #299.637.297-20, with commercial address at Praia de Botafogo nº 300, room 1.101, Botafogo, in the City of Rio de Janeiro, RJ, as a Director of Vale, remaining vacant the alternate position.

For the purposes outlined in Article 146, paragraph 2 of Law # 6,404/76, Director Mr. **Fuminobu Kawashima**, has nominated and constituted as his attorney Mr. **Shunji Komai**., Japanese, married, economist, bearer of the Foreigner Identity card #V320140-0 issued by RNE/RJ, enrolled at the General Taxpayer Registry under #057.477.947-79, with commercial address at Praia do Flamengo nº200, 14º andar, in the City of Rio de Janeiro, RJ;

6.5. the appointment of the Fiscal Council members, whose term shall last until the 2012 Ordinary General Shareholders Meeting is held, as follows:

- 6.5.1. Mr. **Antonio Henrique Pinheiro Silveira**, Brazilian, married, economist, bearer of the identity card #114.703.65-51 issued by SSP/BA, enrolled at the General Taxpayer Registry under #010.394.107-07; with commercial address at Esplanada dos Ministérios, Bloco P, Sala 309, in the City of Brasília, DF; and Mr. **Marcus Pereira Aucélio**, Brazilian, married, engineer, bearer of the identity card # 814.379 issued by SSP/DF, enrolled at the General Taxpayer Registry under #393.486.601-87, with commercial address at Esplanada dos Ministérios, Ministério da Fazenda, Bloco P, Anexo A, 1º andar, Ala A, sala 101, in the City of Brasília, DF as member and respective alternate, as indicated by Federal Union and adhesion of Caixa Econômica Federal;
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Table of Contents

Continuation of the Minutes of the Ordinary General Shareholders Meeting
held on April 19th, 2011.

- 6.5.2. Appointed by the majority of the voting shareholders, the dissension and the voting abstentions forms of the Federal Union, Caixa Econômica Federal, the funds managed by Argucia Capital Management and Banco do Brasil, Danilo Chammas, Clarice Cassab, Leandro Uchoas Ribeiro, and Karina Kato, have been received by the Panel and were duly noted, as follows: Mr. **Arnaldo José Vollet**, Brazilian, married, mathematician, bearer of the identity card # 9.208.006-8 issued by DETRAN/RJ, enrolled at the General Taxpayer Registry under #375.560.618-68, with commercial address at Praia de Botafogo n° 501, 4° andar, Botafogo, in the City of Rio de Janeiro, RJ; Mr. **Marcelo Amaral Moraes**, Brazilian, married, bachelor in Economics, bearer of the identity card # 07.178.889-7 issued by IFP/RJ, enrolled at the General Taxpayer Registry under #929.390.077-72, with commercial address at Avenida Paulista n° 1.450, 9° andar, in the City of São Paulo, SP; and Mr. **Aníbal Moreira dos Santos**, Brazilian, married, accountant technician, bearer of the identity card #010912/O-6 issued by CRC/RJ, enrolled at the General Taxpayer Registry under #011.504.567-87, resident and domiciled at Rua Getúlio das Neves n° 25, apto. 204, in the City of Rio de Janeiro, RJ, as effective members of the Fiscal Council, and Mr. **Cícero da Silva**, Brazilian, married, accountant, bearer of the identity card #221.710 issued by SSP/MT, enrolled at the General Taxpayer Registry under #045.747.611-72, with commercial address at Rua 15 de Novembro n° 310, 5° andar, sala 503, in the City of Campo Grande, MS; and **Oswaldo Mário Pêgo de Amorim Azevedo**, Brazilian, married, engineer, bearer of the identity card #190.839 issued by *Ministério da Marinha*, enrolled at the General Taxpayer Registry under #005.065.327-04, resident and domiciled at Rua Sacopã n° 729, apto. 501, in the City of Rio de Janeiro, RJ, as alternates for the first two members appointed hereby, remaining vacant the alternate position for Mr. Aníbal Moreira dos Santos;
- 6.6. by the majority of the shareholders, the dissension and the voting abstentions forms of the Federal Union, Caixa Econômica Federal, the funds managed by Argucia Capital Management and Banco do Brasil, Danilo Chammas, Clarice Cassab, and Karina Kato, have been received by the Panel and were duly noted, the determination of the annual global remuneration for the Senior Management, Members of the Board of Directors, Advisory Committees and Fiscal Council members for the year 2011, at up to at up to R\$108.961.196,00 to be distributed by the Board of Directors;
- 6.7. by the majority of the shareholders, the dissension and the voting abstentions forms of the Federal Union, Caixa Econômica Federal, the funds managed by Argucia Capital Management and Banco do Brasil, Danilo Chammas, Clarice Cassab, and Karina Kato, have been received by the Panel and were duly noted, the determination of the monthly remuneration for each acting member of the Fiscal Council from May 1, 2011, until the holding of the 2012 Ordinary General Shareholders Meeting, at ten per cent of the average remuneration paid to each director. Benefits, allowances and shares in profits not included in that figure, besides the right to reimbursement of traveling and lodging expenses necessary to the performance of their duties. The alternate members will only receive remuneration when substituting for their respective effective members, in case of vacancy, disqualification or absence.
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Table of Contents

Continuation of the Minutes of the Ordinary General Shareholders Meeting
held on April 19th, 2011.

07 ADJOURNMENT

After been drafted and approved, these Minutes were signed.

Rio de Janeiro, April 19th, 2011.

Ricardo José da Costa Flores
Chairman

Fábio Eduardo de Pieri Spina
Secretary

Table of Contents

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, thereunto duly authorized.

Date: April 19, 2011

Vale S.A.
(Registrant)

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations