

REGAL ENTERTAINMENT GROUP
Form 424B5
May 29, 2013

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Filed pursuant to Rule 424(b)(5)
Registration Statement No. 333-182383

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 29, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 27, 2012)

\$

% Senior Notes due 2023

Regal Entertainment Group is offering \$ principal amount of its % Senior Notes due 2023. We will pay interest on the notes at a rate of % per year, in arrears, on and of each year, beginning , 2013. The notes will mature on , 2023.

We may redeem some or all of the notes at any time prior to , 2018 at a price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest to the redemption date and a "make-whole" premium, as described in this prospectus supplement. We may redeem some or all of the notes at any time on or after , 2018 at the redemption prices set forth in this prospectus supplement. In addition, prior to , 2016, we may redeem up to 35% of the original aggregate principal amount of the notes using the net proceeds from certain equity offerings at the redemption price set forth in this prospectus supplement. If we experience certain change of control events, we will be required to make an offer to purchase the notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. There is no sinking fund for the notes.

The notes will be our senior unsecured obligations. They will rank equal in right of payment with all of our existing and future senior unsecured indebtedness and prior to all of our future subordinated indebtedness. The notes will be effectively subordinated to all of our future secured indebtedness to the extent of the value of the collateral securing that indebtedness and structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risk. See "Risk Factors" beginning on page S-11 of this prospectus supplement and page 6 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Per note Total	Public Offering Price(1) %	Underwriting discounts(2) %	Proceeds, before expenses, to Regal Entertainment Group(1) %
\$	\$	\$	\$

(1) Plus accrued interest, if any, from _____, 2013.

(2) See "Underwriting" for additional information regarding underwriter compensation.

Delivery of the notes in book-entry form is expected to be made on or about _____, 2013.

Joint Book-Running Managers

Credit Suisse

Barclays

BofA Merrill Lynch

Deutsche Bank Securities

Wells Fargo Securities

The date of this prospectus supplement is _____, 2013.

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We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus we prepare or authorize. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information that others may give you. We are not making an offer of the notes in any jurisdiction where the offer is not permitted. The information in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference and any written communication from us specifying the final terms of the offering are only accurate as of the date of the respective documents in which the information appears. Our business, financial condition, results of operations and prospects may have changed since those dates. Information in this prospectus supplement updates and modifies the information in the accompanying prospectus.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering and also adds, updates and changes information contained in the accompanying prospectus and the documents incorporated herein by reference. The second part is the prospectus, which gives more general information, some of which may not apply to this offering. If the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or any document incorporated herein by reference, you should rely on the information in this prospectus supplement. Before investing in the notes, you should read both this prospectus supplement and the accompanying prospectus, as well as the additional information described under "Where You Can Find More Information" on page S-72 of this prospectus supplement.

Regal Entertainment Group is the parent company of Regal Entertainment Holdings, Inc. ("REH"), which is the parent company of Regal Cinemas Corporation ("Regal Cinemas"), and its subsidiaries. Regal Cinemas' subsidiaries include Regal Cinemas, Inc. ("RCI") and its subsidiaries, which include Edwards Theatres, Inc. ("Edwards") and United Artists Theatre Company ("United Artists"). Unless otherwise indicated or unless the context requires otherwise, as used in this prospectus supplement and in any accompanying prospectus, references to "we," "us," "our," "the Company," "Regal" and other similar references are to Regal Entertainment Group and all of its subsidiaries on a consolidated basis, and references to REH, Regal Cinemas, RCI, Edwards and United Artists shall be deemed to include the respective subsidiaries of such entities when used in discussions included herein regarding the current operations or assets of such entities. This prospectus supplement includes our trademarks and other tradenames identified herein. All other trademarks and tradenames appearing in this prospectus supplement are the property of their respective holders.

MARKET INFORMATION

Information regarding market share, market position and industry data pertaining to our business contained in or incorporated by reference into this prospectus supplement consists of estimates based on data and reports compiled by industry professional organizations (including the Motion Picture Association of America and the National Association of Theatre Owners) and analysts, and our knowledge of our revenues and markets.

We take responsibility for compiling and extracting, but have not independently verified, market and industry data provided by third parties, or by industry or general publications, and take no further responsibility for such data. Similarly, while we believe our internal estimates are reliable, our estimates have not been verified by any independent sources, and we cannot assure you as to their accuracy.

NON-GAAP FINANCIAL MEASURES

We note that the Securities and Exchange Commission (the "SEC") has adopted certain guidelines regarding the use of financial measures that are not prepared in accordance with United States generally accepted accounting principles ("GAAP"). We include and incorporate by reference in this prospectus supplement certain non-GAAP financial measures, such as EBITDA and Adjusted EBITDA. See Note 2 to "Prospectus Supplement Summary Summary Consolidated Financial Data."

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private

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Securities Litigation Reform Act of 1995, and we are including this statement for purposes of invoking these safe harbor provisions. All statements other than statements of historical facts included, or incorporated by reference, in this prospectus supplement and the accompanying prospectus, including, without limitation, certain statements regarding our financial position, future plans, strategies and expectations on revenue growth, expansion opportunities, strategic acquisitions, operating costs and expenses, and industry trends, may constitute forward-looking statements. In some cases you can identify these forward-looking statements by words like "may," "will," "should," "expects," "plans," "anticipates," "intends," "foresees," "believes," "estimates," "predicts," "potential" or "continue" or the negative of those words and other comparable words.

These forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those indicated in these statements as a result of certain risk factors as more fully described elsewhere in this prospectus supplement, the accompanying prospectus, our Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended December 27, 2012, our Quarterly Report on Form 10-Q for the period ended March 28, 2013 and in future filings we make with the SEC. Specific factors that might cause actual results to differ from our expectations include, but are not limited to:

our substantial debt and lease obligations and the availability and adequacy of cash flow to meet our lease obligations and debt service requirements, including payments of amounts due under our and Regal Cinemas' notes and Regal Cinemas' senior credit facility;

our dependence on motion picture production and performance and our relationships with film distributors;

any increase in the use of alternative film delivery methods that may drive down movie theatre attendance and reduce ticket prices;

the competitive environment in which we operate our theatres;

our strategic acquisition strategy, partnerships and investments, including our investment in National CineMedia, LLC, not providing anticipated or desired benefits;

economic, political and social conditions materially affecting our business by reducing consumer spending on movie attendance or having an impact on our business and financial condition in ways that we currently cannot predict;

our reliance on our information systems to conduct our business, and any failure to protect these systems against security breaches or the failure or unavailability of these systems;

our dependence on senior management;

our control by Anschutz Company;

our dependence as a holding company on our subsidiaries to service our debt and pay our dividends;

our debt service obligations requiring a significant amount of cash, which depends on many factors beyond our control;

the operating restrictions and other restrictive covenants in our and our subsidiaries' debt agreements; and

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other factors discussed under the section entitled "Risk Factors" or elsewhere in this prospectus supplement or the accompanying prospectus, including in the filings with the SEC that are incorporated by reference in this prospectus supplement.

The forward-looking statements included or incorporated herein are made only as of the date of this prospectus supplement and the accompanying prospectus or as of the date of the documents

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incorporated by reference. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we do not guarantee future results and undertake no obligation to update the forward-looking statements whether as a result of new information, future developments or otherwise, unless we have obligations under the federal securities laws to update and disclose material developments to previously disclosed information.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary contains basic information about us and this offering. This summary is not complete and does not contain all the information you should consider before investing in the notes. You should read this summary in conjunction with, and the summary is qualified in its entirety by, the more detailed information contained elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus, including the information under "Risk Factors," and our consolidated financial statements and the notes thereto.

About Regal Entertainment Group

We operate the largest and most geographically diverse theatre circuit in the United States. The Company's theatre circuit, including Regal Cinemas, United Artists Theatres and Edwards Theatres, operates 7,358 screens in 579 theatres in 42 states along with Guam, Saipan, American Samoa and the District of Columbia as of April 25, 2013, with over 216 million attendees for the fiscal year ended December 27, 2012. Our geographically diverse circuit includes theatres in 46 of the top 50 U.S. designated market areas as of April 25, 2013.

We operate multi-screen theatres and, as of April 25, 2013, had an average of 12.7 screens per location, which is well above the North American motion picture exhibition industry average. We develop, acquire and operate multi-screen theatres primarily in mid-sized metropolitan markets and suburban growth areas of larger metropolitan markets throughout the United States. For the fiscal year ended December 27, 2012, we reported total revenues and Adjusted EBITDA (as defined in Note 2 to "Summary Consolidated Financial Data") of \$2,824.2 million and \$578.6 million, respectively. In addition, we generated \$346.6 million of cash flows from operating activities during the fiscal year ended December 27, 2012. For the four fiscal quarters ended March 28, 2013, we reported total revenues and Adjusted EBITDA of \$2,782.1 million and \$538.7 million, respectively. In addition, we generated \$340.0 million of cash flows from operating activities during the four fiscal quarters ended March 28, 2013.

We also maintain an investment in National CineMedia, LLC, or National CineMedia, which primarily concentrates on in-theatre advertising for its theatrical exhibition partners, which includes us, AMC Entertainment, Inc. and Cinemark, Inc. National CineMedia operates the largest digital in-theatre network in North America and utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content.

Competitive Strengths

We believe that the following competitive strengths position us to capitalize on future opportunities:

Industry Leader. We are the largest domestic motion picture exhibitor operating 7,358 screens in 579 theatres in 42 states along with Guam, Saipan, American Samoa and the District of Columbia as of April 25, 2013. We believe that the quality and size of our theatre circuit is a significant competitive advantage for negotiating attractive national contracts and generating economies of scale. We believe that our market leadership allows us to capitalize on favorable attendance trends, attractive consolidation opportunities and partnership opportunities.

Superior Management Drives Strong Operating Margins. Our operating philosophy focuses on efficient operations and strict cost controls at both the corporate and theatre levels. At the corporate level, we are able to capitalize on our size and operational expertise to achieve economies of scale in purchasing and marketing functions. We have developed an efficient purchasing and distribution supply chain that generates favorable concession margins. At the theatre level, management devotes significant attention to cost controls through the use of detailed management reports and performance-based

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compensation programs to encourage theatre managers to control costs effectively and increase concession sales.

Acquisition and Integration Expertise. We have significant experience identifying, completing and integrating acquisitions of theatre circuits. Since our 2002 initial public offering, we have demonstrated our ability to enhance revenues and realize operating efficiencies through the successful acquisition and integration of nine theatre circuits, consisting of 225 theatres and 2,622 screens, including the recent acquisition of Wallace Theater Holdings, Inc., or Hollywood Theatres, on March 29, 2013. We have generally achieved immediate cost savings at acquired theatres and improved their profitability through the application of our consolidated operating functions and key supplier contracts.

Quality Theatre Portfolio. We believe that we operate one of the most modern theatre circuits among major motion picture exhibitors. As of March 28, 2013, approximately 85% of our screens were located in theatres featuring stadium seating and approximately 88% of our screens were located in theatres with 10 or more screens. As of April 25, 2013, our theatres had an average of 12.7 screens per location, which is well above the North American motion picture exhibition industry average. We believe that our modern theatre portfolio coupled with our operating margins should allow us to generate significant cash flows from operations. We believe that our theatre circuit is enhanced with the installation of digital projection systems in our theatres.

Investment in National CineMedia. National CineMedia operates the largest digital in-theatre network in North America representing approximately 19,300 screens (of which approximately 18,500 are part of National CineMedia's digital content network) as of December 27, 2012. National CineMedia utilizes its in-theatre digital content network to distribute pre-feature advertising, cinema and lobby advertising and entertainment programming content. We owned, on a fully diluted basis, a 20.8% interest in National CineMedia as of March 28, 2013.

Business Strategy

Our business strategy focuses on enhancing our position in the motion picture exhibition industry by distributing value to our stockholders, realizing selective growth opportunities through new theatre construction, managing, expanding and upgrading our existing asset base with new technologies and capitalizing on prudent industry consolidation and partnership opportunities. This strategy should enable us to continue to produce the free cash flow necessary to maintain a prudent allocation of our capital among dividend payments, debt service and repayment and investment in our theatre assets, all to provide meaningful value to our stockholders. Key elements of our business strategy include:

Maximizing Stockholder Value. We believe that our cash dividends are an efficient means of distributing value to our stockholders. From our initial public offering in May 2002 through March 28, 2013, we have returned approximately \$3.6 billion to our stockholders in the form of cash dividends.

Pursuing Selective Growth Opportunities. We intend to selectively pursue expansion opportunities through new theatre construction that meets our strategic and financial return criteria. We also intend to enhance our theatre operations by selectively expanding and upgrading existing properties in prime locations. In addition, we expect to continue to create new strategic marketing programs aimed at increasing attendance and enhancing our food and beverage offerings.

Pursuing Premium Experience Opportunities. We intend to continue to embrace innovative concepts that generate incremental revenue and cash flows for the Company and deliver a premium movie-going experience for our customers on three complementary fronts including (i) installation of additional IMAX® digital projection systems and RPXSM screens in select theatre locations, (ii) enhancement of our various food and beverage offerings in certain of our theatres and (iii) a continued focus on interactive marketing programs (such as mobile ticketing and our frequent moviegoer loyalty program,

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the Regal Crown Club® aimed at increasing attendance and enhancing the overall customer experience. The product-driven success of our IMAX® screens and growing portfolio of RPXSM screens, coupled with the continued rollout of our expanded concession menu and widespread availability of mobile ticketing and other marketing initiatives, allow us to deliver a premium experience in a majority of our key markets.

Pursuing Strategic Acquisitions. We believe that our acquisition experience and capital structure position us well to take advantage of future acquisition opportunities. We intend to selectively pursue accretive theatre acquisitions that enhance our asset base and improve our consolidated operating results.

Recent Developments

On March 29, 2013, Regal completed the acquisition of Hollywood Theatres, whereby it acquired a total of 43 theatres representing 513 screens for approximately \$191 million in cash, approximately \$47 million of assumed capital lease and lease financing obligations, and certain working capital. The acquisition of Hollywood Theatres enhanced Regal's presence in Alabama, California, Colorado, Florida, Hawaii, Louisiana, Missouri, Nevada, New Mexico, Ohio, Pennsylvania, Texas and West Virginia, and included theatres in Arizona, Kansas, Montana, Oklahoma, American Samoa, the Cayman Islands, Guam and Saipan, where Regal did not previously have theatres. The cash portion of the purchase price included repayment of approximately \$167 million of the sellers' debt and is subject to customary post-closing adjustments.

On April 19, 2013, Regal Cinemas entered into an amendment to its senior secured credit facility that reduced the interest rate on the term loan facility by 0.50%. Specifically, the amendment provides that, depending on the consolidated leverage ratio of Regal Cinemas and its subsidiaries, the applicable margin under the term loan facility for base rate loans will be either 1.50% or 1.75% and the applicable margin under the term loan facility for LIBOR rate loans will be either 2.50% or 2.75%. The amendment also, among other things, (i) deleted the interest coverage ratio test and provided that the remaining financial covenants will only be tested if the outstanding amount of the revolving loans and letters of credit (including unreimbursed drawings) under the revolving credit facility equals or exceeds 25% of the total revolving commitment, (ii) provides for a 1% prepayment premium applicable in the event that Regal Cinemas enters into a refinancing or amendment of the senior secured credit facility on or prior to the first anniversary of the date of the amendment that has the effect of reducing the interest rate on the term loan facility, (iii) permits the release of Regal from its guarantee of the obligations under the senior secured credit facility in the event that Regal does not guarantee any other debt of Regal Cinemas or its subsidiaries and (iv) eliminates the mortgage requirement for fee-owned real properties that are acquired by Regal Cinemas or its subsidiaries after the date of the amendment.

On May 28, 2013, Regal Cinemas entered into a loan modification agreement that further amended its senior secured credit facility by, among other things, reducing the interest rate on the revolving credit facility by 1.00% and extending the maturity date of the revolving credit facility from May 19, 2015 to May 19, 2017.

Additional Information

Regal Entertainment Group is a Delaware corporation with principal executive offices at 7132 Regal Lane, Knoxville, Tennessee 37918. Our telephone number is (865) 922-1123 and our Internet website is www.regmovies.com. Except for the documents incorporated by reference in this prospectus supplement as described under the "Incorporation of Documents by Reference" heading, the information and other content contained on our website are not incorporated by reference in this prospectus supplement, and you should not consider them to be a part of this prospectus supplement.

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Corporate Structure

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- (1) As of March 28, 2013, Regal had outstanding (i) \$525.0 million aggregate principal amount of 9.125% senior notes due August 15, 2018 and (ii) \$250.0 million aggregate principal amount of 5.750% senior notes due February 1, 2025. None of Regal's subsidiaries have guaranteed any of its obligations with respect to the 9.125% senior notes or the 5.750% senior notes.
- (2) Does not reflect Hollywood Theatres and its subsidiaries, which Regal acquired on March 29, 2013. See "Recent Developments."
- (3) Regal Cinemas' senior credit facility is comprised of a term loan facility with an original principal balance of \$1,006.0 million and a final maturity date in August 2017 and a revolving credit facility in an aggregate principal amount of up to \$85.0 million. Borrowings under such revolving credit facility may be made from time to time, subject to satisfaction of customary conditions, and mature in May 2017. Borrowings under the senior credit facility bear interest, at Regal Cinemas' option, at either a base rate or an adjusted LIBOR Rate plus, in each case, an applicable margin. The senior credit facility is guaranteed by Regal Cinemas' existing subsidiaries (subject to certain exceptions) and secured by, among other things, a lien on substantially all of the personal property and certain real property of Regal Cinemas and its subsidiary guarantors and a lien on the stock of Regal Cinemas. The senior credit facility is also guaranteed by (i) REH with recourse to REH under such guaranty limited to stock of Regal Cinemas pledged by REH and (ii) Regal, on an unsecured basis. As of March 28, 2013, Regal Cinemas had \$983.4 million (net of debt discount) aggregate principal amount outstanding under its senior credit facility.
- (4) As of March 28, 2013, Regal Cinemas had outstanding \$400.0 million aggregate principal amount of 8.625% senior notes due July 15, 2019. The subsidiaries that guarantee the senior credit facility also guarantee the 8.625% senior notes.

For further discussion of the indebtedness of Regal and Regal Cinemas, see "Description of Other Indebtedness" elsewhere in this prospectus supplement.

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The Offering

The following summary is provided solely for your convenience and is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, see "Description of the Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus. With respect to the discussion of the terms of the notes on the cover page, in this summary section and in the section entitled "Description of the Notes" in this prospectus supplement, the terms "we," "us," "our" or "Regal" refer solely to Regal Entertainment Group and not to any of its subsidiaries.

Issuer	Regal Entertainment Group.
Notes Offered	\$ aggregate principal amount of % senior notes due 2023.
Maturity Date	, 2023.
Interest	% per annum on the principal amount, payable semi-annually in arrears on and of each year, beginning , 2013.
Ranking	The notes will be our senior unsecured obligations and will rank: senior in right of payment to any of our existing and future indebtedness that is expressly subordinated to the notes; equal in right of payment to our existing and future unsecured indebtedness that is not so subordinated, including our 9.125% senior notes due 2018, our 5.750% senior notes due 2025 and our guarantees of Regal Cinemas' 8.625% senior notes due 2019 and senior credit facility; effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally subordinated to all existing and future liabilities (including trade payables) of our subsidiaries, including the indebtedness and guarantees of our subsidiaries under Regal Cinemas' 8.625% senior notes due 2019 and senior credit facility, as well as to any of our existing or future indebtedness that may be guaranteed by any of our subsidiaries to the extent of any such guarantee.

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After giving effect to this offering and the application of the proceeds therefrom as described under the caption "Use of Proceeds" (assuming that we purchase \$ million aggregate principal amount of our 9.125% senior notes due 2018 and \$ million aggregate principal amount of Regal Cinemas' 8.625% senior notes due 2019), as of March 28, 2013, we would have had approximately \$ million of indebtedness outstanding on a consolidated basis, consisting of \$ million aggregate principal amount (including premium) of our 9.125% senior notes due 2018, \$250.0 million aggregate principal amount of our 5.750% senior notes due 2025, \$ million aggregate principal amount (net of debt discount) of Regal Cinemas' 8.625% senior notes due 2019, \$983.4 million (net of debt discount) of borrowings under Regal Cinemas' senior credit facility, lease financing obligations of \$57.8 million, other obligations of \$17.8 million and \$ million aggregate principal amount of the notes offered hereunder. See "Capitalization."

Guarantees	None of our subsidiaries will guarantee any of our obligations with respect to the notes, except in very limited circumstances. See "Description of the Notes Certain Covenants Future Guarantors."
Optional Redemption	Prior to , 2018, we may redeem all or any part of the notes at our option at 100% of the principal amount plus a make-whole premium. We may redeem the notes in whole or in part at any time on or after , 2018 at the redemption prices described in this prospectus supplement. In addition, prior to , 2016, we may redeem up to 35% of the original aggregate principal amount of notes of this series from the net proceeds of certain equity offerings at the redemption price set forth in this prospectus supplement. See "Description of the Notes Optional Redemption."
Change of Control	If we experience a change of control, holders of the notes will have the right to require us to purchase the notes at a purchase price of 101% of the principal amount of the notes, plus accrued and unpaid interest to the date of the repurchase. See "Description of the Notes Change of Control."
Form and Denomination	The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof, and will be issued in registered form only, without coupons, in the name of a nominee of The Depository Trust Company, or DTC. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Except in the limited circumstances described in this prospectus supplement and in the accompanying prospectus, owners of beneficial interests in the notes will not be entitled to have notes registered in their names, will not receive or be entitled to receive notes in definitive form and will not be considered holders of notes under the indenture.

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Covenants	<p>We will issue the notes under an indenture between us and Wilmington Trust, National Association. The indenture contains certain covenants, including limitations on our and our restricted subsidiaries' ability to:</p> <p>incur additional indebtedness;</p> <p>make distributions or certain other restricted payments;</p> <p>enter into transactions with our affiliates;</p> <p>grant liens securing indebtedness;</p> <p>create dividend and other payment restrictions affecting our subsidiaries; and</p> <p>merge or consolidate with or into other companies or transfer all or substantially all of our assets.</p> <p>These restrictions and prohibitions are subject to a number of important qualifications and exceptions, including suspension of certain of these covenants if and for so long as the notes have investment grade ratings. For more details, see "Description of the Notes - Certain Covenants."</p>
Use of Proceeds	<p>The estimated net proceeds from this offering, after deducting estimated underwriters' discounts, are expected to be approximately \$.</p> <p>We intend to use the net proceeds from this offering for the selective purchase of a portion of our 9.125% senior notes due 2018 and Regal Cinemas' 8.625% senior notes due 2019. Such purchases may be made in open market or privately negotiated transactions, through one or more tender or exchange offers, pursuant to redemption terms applicable to our 9.125% senior notes or Regal Cinemas' 8.625% senior notes, or otherwise. Any net proceeds from this offering not used to fund the purchase of our 9.125% senior notes or Regal Cinemas' 8.625% senior notes will be used for general corporate purposes. See "Use of Proceeds."</p> <p>Certain underwriters in this offering or their affiliates own a portion of our 9.125% senior notes and of Regal Cinemas' 8.625% senior notes and as a result may receive a portion of the proceeds from this offering. See "Underwriting."</p>
Trustee	Wilmington Trust, National Association.
Governing Law	State of New York.
Risk Factors	You should carefully consider the information set forth in the section entitled "Risk Factors" and the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus in deciding whether to purchase the notes.

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We present below summary historical consolidated financial data of Regal based on historical data as of and for the fiscal years ended December 27, 2012, December 29, 2011 and December 30, 2010. In addition, we present below summary historical consolidated financial data for Regal based on historical data as of and for the fiscal quarters ended March 28, 2013 and March 29, 2012.

The summary historical consolidated financial data set forth below (except operating data) as of and for the fiscal years ended December 27, 2012, December 29, 2011 and December 30, 2010 was derived from the audited consolidated financial statements of Regal and the notes thereto, and as of and for the fiscal quarters ended March 28, 2013 and March 29, 2012 was derived from the unaudited consolidated financial statements of Regal and the notes thereto. We derived the summary historical consolidated financial data for the four fiscal quarters ended March 28, 2013 from the unaudited consolidated financial statements of Regal and the notes thereto for the fiscal quarter ended March 28, 2013 and for the three fiscal quarters ended December 27, 2012. The summary historical data may not necessarily be indicative of any future operating results or financial position of Regal.

The following summary historical consolidated financial data should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations," our consolidated financial statements and related notes and other financial information contained in our Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended December 27, 2012 and our Quarterly Report on Form 10-Q for the period ended March 28, 2013, incorporated by reference in this prospectus supplement and the accompanying prospectus.

	For the fiscal quarters ended		For the four fiscal quarters ended	For the fiscal years ended		
	March 28, 2013	March 29, 2012	March 28, 2013	December 27, 2012	December 29, 2011	December 30, 2010
	(unaudited)		(unaudited)	(in millions except per share data)		
Statements of Income Data:						
Revenues:						
Admissions	\$ 436.6	\$ 474.1	\$ 1,887.6	\$ 1,925.1	\$ 1,842.6	\$ 1,956.3
Concessions	171.8	180.0	740.2	748.4	708.0	724.3
Other operating revenues	34.4	30.8	154.3	150.7	131.1	127.3
Total revenues	642.8	684.9	2,782.1	2,824.2	2,681.7	2,807.9
Operating Expenses:						
Film rental and advertising costs	215.9	236.8	979.6	1,000.5	953.7	1,026.7
Cost of concessions	23.9	23.7	101.3	101.1	96.6	101.1
Rent expense	99.6	94.1	389.9	384.4	381.5	382.3
Other operating expenses	183.6	176.8	742.7	735.9	744.4	784.0
General and administrative expenses	18.0	15.8	71.0	68.8		