

REGAL ENTERTAINMENT GROUP  
Form 10-Q/A  
January 03, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2010**

**Commission file number: 001-31315**

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**Regal Entertainment Group**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7132 Regal Lane**  
**Knoxville, TN**  
(Address of Principal Executive Offices)

**02-0556934**  
(I.R.S. Employer  
Identification No.)

**37918**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **865-922-1123**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

Class A Common Stock 130,572,036 shares outstanding at November 4, 2010

Class B Common Stock 23,708,639 shares outstanding at November 4, 2010

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**EXPLANATORY NOTE**

Regal Entertainment Group ( Regal ) is filing this Amendment No. 1 on Form 10-Q/A (the Amendment ) to its Quarterly Report on Form 10-Q, originally filed with the Commission on November 9, 2010 (the Original Filing ), solely for the purpose of refileing Exhibit 10.1. Due to clerical error, an incorrect version of Exhibit 10.1 was previously filed.

Except as described above, no other changes have been made to the Original Filing, and this Amendment does not otherwise amend, update or change the financial statements or disclosures in the Original Filing.

**PART II OTHER INFORMATION**

**Item 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Second Amendment to Exhibitor Services Agreement, dated as of October 1, 2010, by and between National CineMedia, LLC and Regal Cinemas, Inc.
31.1	Rule 13a-14(a) Certification of Chief Executive Officer of Regal
31.2	Rule 13a-14(a) Certification of Chief Financial Officer of Regal

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\* Portions of this Exhibit have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission. Omitted portions have been filed separately with the Commission.

**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.

**REGAL ENTERTAINMENT GROUP**

Date: January 3, 2011

By:

/s/ Amy E. Miles  
Amy E. Miles  
*Chief Executive Officer (Principal Executive Officer)*

Date: January 3, 2011

By:

/s/ David H. Ownby  
David H. Ownby  
*Executive Vice President, Chief  
Financial Officer and Treasurer (Principal Financial  
Officer and Principal Accounting Officer)*

**EXHIBIT INDEX**

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