REGAL ENTERTAINMENT GROUP Form SC 13D/A October 20, 2006

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 Amendment No. 1

Regal Entertainment Group

(Name of Issuer)

Class A Common Stock, \$0.001 par value per share

(Title of Class of Securities)

758766109

(CUSIP Number)

GSCP (NJ), Inc. GSCP Recovery, Inc. 500 Campus Drive, Suite 220 Florham Park, New Jersey 07932 Attn: Matthew C. Kaufman

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 10, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement of Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original five copies of the Schedule, including all exhibits. See Section 240.13d-7 for other parties to who copies are to be sent.

The information required on this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

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SIP N	To.: 758766109		Page 2 of 14 l	Pages	
1	NAME OF REPO		SON ION NO. OF ABOVE PERSON		
	GSCP (NJ), Inc.				
2	CHECK THE AP	PROPRIATE	E BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
6	CITIZENSHIP O Delaware	R PLACE OI	F ORGANIZATION		
	MBER OF ARES	7	SOLE VOTING POWER	0	
BE	NEFICIALLY	8	SHARED VOTING POWER	9,310,439	
OWNED BY EACH		9	SOLE DISPOSITIVE POWER	0	
REPORTING PERSON WITH					

11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	9,310,439			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES		
		[]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	13.7%			
14	TYPE OF REPORTING PERSON			
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USIP N	o.: 758766109			
	Page 3 of 15 Pages			
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	GSCP Recovery, Inc.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[](a) [](b)		
3	SEC USE ONLY			
4	SOURCE OF FUNDS	_		

	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []					
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	N WITH	10	SHARED DISPOSITIVE POWER	9,310,439		
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14 T	YPE OF REPORTI	NG PERSO	N			
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3 SEC USE ON	LY			
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12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
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14	TYPE OF REPORTING PERSON				
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CUSIP No	o.: 758766109				
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Greenwich Street Capital Partners, II, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	F 1()			
		[](a) [](b)			
3	SEC USE ONLY				
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4	SOURCE OF FUNDS				
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REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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6 CITIZENSHIP C	OR PLACE OF	FORGANIZATION				
Delaware						
NUMBER OF SHARES	7	SOLE VOTING POWER	0			
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	9,310,439			
EACH REPORTING	9	SOLE DISPOSITIVE POWER	0			
PERSON WITH	10	SHARED DISPOSITIVE POWER	9,310,439			
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12 CHECK IF THE	AGGREGAT	E AMOUNT IN ROW (11) EXCLUDES (CERTAIN SHARES			
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13 PERCENT OF C	LASS REPRE	ESENTED BY AMOUNT IN ROW (11)				
13.7%						
14 TYPE OF REPO	TYPE OF REPORTING PERSON					
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		SCHEDULE 13D				

CUSIP No.: 758766109	
	Page 6 of 15 Pages

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Greenwich Street Employee Fund, L.P.

2	CHECK THE A	PPROPRIATE	BOX IF A MEMBER OF A GROUP		[](a) [](b)
3	SEC USE ONLY	7			
4	SOURCE OF FU	JNDS			
			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)		[]
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

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14	TYPE OF REPORTING PERSON	
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CUSIP No	D.: 758766109 Page 7 of 15 Pages	
	rage / or 15 rages	
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Greenwich Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	[](a) [](b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	

Delaware

NUMBER OF SHARES		7	SOLE VOTING POWER	0
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11	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
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12	CHECK IF THE	AGGREGAT	TE AMOUNT IN ROW (11) EXCLUDES (CERTAIN SHARES
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13	PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW (11)	
	13.7%			
14	TYPE OF REPO	RTING PERS	SON	
	PN			

SCHEDULE 13D

CUSIP No.: 758766109	
	Page 8 of 15 Pages

NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TRV Executive Fund, L.P.

2	CHECK THE AP	PPROPRIATE	E BOX IF A MEMBER OF A GROUP	[](a) [](b)
3	SEC USE ONLY			
4	SOURCE OF FU	NDS		
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP O Delaware	R PLACE OI	F ORGANIZATION	
	MBER OF	7	SOLE VOTING POWER	0
BEI	ARES NEFICIALLY 'NED BY	8	SHARED VOTING POWER	9,310,439
EA		9	SOLE DISPOSITIVE POWER	0
	RSON WITH	10	SHARED DISPOSITIVE POWER	9,310,439
11	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPO	RTING PERSON
	9,310,439			
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13	PERCENT OF C	LASS REPRI	ESENTED BY AMOUNT IN ROW (11)	
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14 TYPE OF REPORTING PERSON

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SCHEDULE 13D

USIP No	.: 758766109		Page 9	of 15 Pages	
		1	r age 2	0. 10 1 uge	
1	NAME OF REPO		SON TON NO. OF ABOVE PERSON		
	Greenwich Street	Investments	II, L.L.C.		
2	CHECK THE AP	PROPRIATI	E BOX IF A MEMBER OF A GRO	DUP	[](a) [](b)
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
5			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	S	[]
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	EFICIALLY	8	SHARED VOTING POWER	9,310,439	

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form SC 13D/A OWNED BY 9 **EACH** SOLE DISPOSITIVE POWER 0 **REPORTING** PERSON WITH SHARED DISPOSITIVE POWER 9,310,439 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 9,310,439 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 12 [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 13.7% 14 TYPE OF REPORTING PERSON 00

SCHEDULE 13D

JSIP N	No.: 758766109	Page 10 of 15 Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION GSCP Offshore Fund, L.P.	
2	CHECK THE APPROPRIATE BO	OX IF A MEMBER OF A GROUP [] (a) [] (b)

SEC USE ONLY

4 SOUR	CE OF FUN	IDS		
			RE OF LEGAL PROCEEDINGS IS ITEM 2(d) or 2(e)	
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6 CITIZ	ENSHIP OR	PLACE O	F ORGANIZATION	
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This Amendment No. 1 is being filed on behalf of GSCP (NJ), Inc. and GSCP Recovery, Inc. who are making this joint filing on their behalf and on behalf of the following entities: GSCP (NJ), L.P., Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners, II, L.P., GSCP Offshore Fund, L.P., Greenwich Fund, L.P. Greenwich Street Employees Fund, L.P. and TRV Executive Fund, L.P. (collectively the Affiliates), relating to the common stock, par value \$0.001 per share (the Common Stock), of Regal Entertainment Group (the Issuer). Terms defined in the original Scheduled 13D, as amended shall have the same meaning used herein. This amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934.

ITEM 1. SECURITY AND ISSUER.

This Amendment relates to the Common Stock of the Issuer, a Delaware corporation. The Issuer s principal executive offices are located at 7132 Regal Lane, Knoxville, Tennessee, 37918.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The Reporting Persons beneficially own 9,310,439 shares of Class A Common Stock as of the date of this filing. The aggregate percentage of shares of Common Stock reported in Item 13 of the Cover Pages is 13.7% and is based upon the 68,229,964 shares of Class A Common Stock outstanding as of August 4, 2006, as reported by the most recent 10-Q filed by the Issuer. See Schedule 1 attached hereto for report of sales by the Reporting Persons during the past 60 days.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit No. Description

Copy of Power of Attorney, dated September 29, 2006, appointing Martin H. Neidell and Michael R. Caputo the true and lawful attorney-in-fact of the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: October 20, 2006

GSCP (NJ), INC.	
By: /s/ Michael R. Caputo Name: Michael R. Caputo Title: Attorney-in-fact	
GSCP RECOVERY, Inc.	
By: /s/ Michael R. Caputo	

Name: Michael R. Caputo Title: Attorney-in-fact

GSCP(NJ), L.P.

By GSCP (NJ), Inc., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

GREENWICH STREET CAPITAL PARTNERS II, L.P.

By Greenwich Street Investments II, L.L.C., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

GREENWICH STREET EMPLOYEES FUND, L.P.

By Greenwich Street Investments II, L.L.C., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

GREENWICH FUND, L.P.

By Greenwich Street Investments II, L.L.C., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

TRV EXECUTIVE FUND, L.P.

By Greenwich Street Investments II, L.L.C., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

GREENWICH STREET INVESTMENTS II, L.L.C.

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

GSCP OFFSHORE FUND, L.P.

By Greenwich Street Investments II, L.L.C., its general partner

By: /s/ Michael R. Caputo

Name: Michael R. Caputo Title: Attorney-in-fact

SCHEDULE 1

The following chart summarizes the sales of Class A Common Stock reported in the last sixty days. All shares were sold in the open market.

Date of Sale	Number of Shares Sold	Price Sold Per Share	
9/28/2006	69,000	\$ 19.92	
9/29/2006	19,400	\$ 19.86	
10/2/2006	7,700	\$ 19.87	
10/6/2006	556,200	\$ 20.01	
10/10/2006	112,946	\$ 20.09	

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Date of Sale	Number of Shares Sold	Price Sold Per Share
10/11/2006	1,104,600	\$ 20.20
10/12/2006	88,100	\$ 20.39
10/13/2006	406,300	\$ 20.91