

REGAL ENTERTAINMENT GROUP
Form DEF 14A
April 18, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

REGAL ENTERTAINMENT GROUP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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-

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2011**

DEAR STOCKHOLDERS:

We cordially invite you to attend the Annual Meeting of Stockholders of Regal Entertainment Group, which will be held on May 4, 2011 at 8:30 a.m. (Eastern Time) at our Pinnacle Stadium 18 at Turkey Creek theatre, located at 11240 Parkside Drive, Knoxville, Tennessee 37922 for the following purposes:

1. To elect three Class III directors to serve for three-year terms on our board of directors;
2. To approve, on an advisory, non-binding basis, the compensation of our named executive officers;
3. To determine, on an advisory, non-binding basis, the frequency of future stockholder votes on executive compensation;
4. To ratify the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2011; and
5. To transact such other business as may properly come before the Annual Meeting of Stockholders or any adjournments or postponements thereof.

These items of business are more fully described in the Proxy Statement accompanying this notice.

Our board of directors has fixed the close of business on Wednesday, March 9, 2011 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting of Stockholders or at any adjournment or postponement thereof. Therefore, stockholders who owned shares of our Class A or Class B common stock at the close of business on March 9, 2011 are entitled to notice of and to vote at the meeting. A list of these stockholders will be available at the time and place of the meeting and, during the ten days prior to the meeting, at the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

Only stockholders and persons holding proxies from stockholders may attend the meeting. If your shares are registered in your name, you should bring your proxy card and a proper form of identification such as your driver's license to the meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares.

In order that your shares may be represented at the meeting if you are not personally present, you are urged to vote your shares by telephone or Internet, or, if you have received hard copy materials, by completing, signing and dating the enclosed proxy card and returning it promptly in the accompanying postage prepaid (if mailed in the U.S.) return envelope.

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**ALL STOCKHOLDERS ARE EXTENDED A CORDIAL INVITATION
TO ATTEND THE ANNUAL MEETING OF STOCKHOLDERS**

By Order of the Board of Directors,

Knoxville,
Tennessee
April 18, 2011

Peter B. Brandow
*Executive Vice President,
General Counsel and Secretary*

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PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is provided in connection with the solicitation of proxies by the board of directors of Regal Entertainment Group, a Delaware corporation (the "Company" or "Regal"), for use at the Annual Meeting of Stockholders of the Company, to be held on May 4, 2011 at 8:30 a.m. (Eastern Time), or any adjournment or postponement thereof, at our Pinnacle Stadium 18 at Turkey Creek theatre, located at 11240 Parkside Drive, Knoxville, Tennessee 37922 (the "Annual Meeting").

Pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), we are providing access to our proxy materials, which include our notice of annual meeting, proxy statement and summary annual report over the Internet at www.proxyvote.com. These proxy materials are available without charge.

This proxy statement and the accompanying proxy are first being sent or given to stockholders beginning on or about April 18, 2011. The costs of this proxy solicitation will be borne by the Company, which maintains its principal executive offices at 7132 Regal Lane, Knoxville, Tennessee 37918.

THE PROXY

A stockholder giving the electronic proxy by telephone or over the Internet or the proxy card may by mail revoke it at any time before it is used by giving written notice of revocation to the Secretary of the Company, by delivering to the Secretary of the Company a duly executed proxy bearing a later date or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not, in and of itself, revoke a proxy. Proxies provided by telephone or over the Internet or by mailed proxy card, unless revoked, will be voted at the Annual Meeting as directed by you, or, in the absence of such direction, as the board recommends for proposals 1, 2, 3 and 4 at the Annual Meeting.

VOTING AT THE ANNUAL MEETING

The only voting securities of the Company are its shares of Class A and Class B common stock (collectively, the "Common Stock"). Only stockholders of record of our Common Stock at the close of business on March 9, 2011, the date selected as the record date by our board of directors, are entitled to vote at the Annual Meeting. The holders of Class A common stock are entitled to one vote per share and the holders of Class B common stock are entitled to ten votes per share on each matter submitted to a vote of stockholders. The shares of Class A and Class B common stock will vote together as a single class on all matters to be considered at the Annual Meeting. At the close of business on March 9, 2011, 130,855,081 shares of Class A common stock and 23,708,639 shares of Class B common stock were outstanding and entitled to vote.

The holders of a majority of the voting power of the Common Stock entitled to vote at the Annual Meeting and who are present, in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting or any adjournment or postponement thereof. Abstentions and broker non-votes (which are explained below) are counted as present to determine whether there is a quorum for the Annual Meeting. Directors are elected by a plurality of the affirmative votes cast by the stockholders present at the Annual Meeting in person or by proxy, and entitled to vote. Cumulative

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voting is not permitted in the election of directors. The affirmative vote of the holders of a majority of the voting power of the Common Stock present at the Annual Meeting, in person or by proxy, and entitled to vote, is necessary for ratification of the Company's auditors, and for approval, on an advisory basis, of the Company's executive compensation. If ratification of the auditors is not approved, our Audit Committee of the board of directors will review its future selection of auditors. Because the advisory vote on the frequency of future votes on executive compensation has three options (every one year, every two years, or every three years), the option that receives the greatest number of votes will be considered to be approved by stockholders.

Abstentions and broker non-votes are not relevant to the election of directors, the advisory vote on executive compensation or the frequency of future advisory votes on executive compensation. Abstentions on the proposal for the ratification of Company's auditors will have the effect of votes against those proposals. Broker non-votes will have no effect on the vote for the ratification of auditors. A broker non-vote occurs if a stockholder does not provide the record holder of their shares (usually a bank, broker or other nominee) with voting instructions on a matter and the holder is not permitted to vote on the matter without instructions from such stockholder under the New York Stock Exchange (the "NYSE") rules.

Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your shares FOR all of the nominees for director named in this proxy statement, FOR approval, on an advisory basis, of executive compensation, for, on an advisory basis, a frequency of ONE YEAR for future advisory votes on executive compensation, and FOR ratification of KPMG LLP ("KPMG") as our independent registered public accounting firm for the fiscal year ending December 29, 2011.

**PROPOSAL 1.
ELECTION OF CLASS III DIRECTORS**

Regal's business and affairs are managed under the direction of our board of directors, which is currently comprised of ten members. The size of our board of directors may be fixed from time to time by our board of directors as provided in our bylaws. Pursuant to our amended and restated certificate of incorporation, our board of directors is divided into three classes, designated as Class I, Class II and Class III, and the members of each class are elected to serve a three-year term, with the terms of office of each class ending in successive years.

Director Nomination

The Company's board of directors shall be comprised of individuals who meet the highest possible personal and professional standards. Our director nominees should have broad experience in management, policy-making and/or finance, relevant industry knowledge, business creativity and vision. They should also be committed to enhancing stockholder value and should be able to dedicate sufficient time to effectively carry out their duties.

The Nominating and Corporate Governance Committee monitors the mix of skills, knowledge, perspective, leadership, age, experience and diversity among directors in order to assure that the board has the ability to perform its oversight function effectively.

The Nominating and Corporate Governance Committee considers many factors when determining the eligibility of candidates for nomination as director. The Committee does not have a formal diversity policy; however, the Committee considers the diversity of candidates to ensure that the board is comprised of individuals with a broad range of experiences and backgrounds who can contribute to the board's overall effectiveness in carrying out its responsibilities.

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The Nominating and Corporate Governance Committee considers the following specific characteristics in making its nominations for our board of directors:

- Personal and professional integrity;
- Exceptional ability and broad business judgment;
- Skills, knowledge and a diverse perspective;
- Leadership;
- Industry knowledge;
- Business creativity and vision; and
- Overall experience, age and diversity.

For additional information relating to the nomination process, see the discussion under the heading "Corporate Governance Nominating and Corporate Governance Committee."

Since the 2010 Annual Meeting of Stockholders, no fees were paid to any third party to identify or evaluate a potential director nominee. In 2009, Amy E. Miles was referred to our Nominating and Corporate Governance Committee as a director candidate. Upon the recommendation of the Nominating and Corporate Governance Committee, the board of directors increased its size to ten and elected Ms. Miles to the board effective June 30, 2009.

At this Annual Meeting of Stockholders, there are three nominees for election to the board of directors, each of whom, if elected, will serve as a Class III director. The Class III directors, each of whom were recommended for election by the Nominating and Corporate Governance Committee, will serve on the board of directors for a three-year term expiring on the date of our Annual Meeting of Stockholders to be held in 2014. The names of each nominee and continuing director, their respective ages (as of March 15, 2011), class of the board of directors, the year during which each director's current term expires, the year they became a Company director and any current or former directorships of other publicly-held corporations (within the last five years) appear below in tabular format. Additional biographical information about our nominees and continuing directors is set forth in more detail below. There are no family relationships among any director, executive officer or any person nominated or chosen by us to become a director.

Each nominee is an incumbent director and each nominee has consented to be named herein and to serve on the board of directors if elected. If any of these director nominees should be unavailable for election at the time of the Annual Meeting of Stockholders, which is not anticipated, the proxies

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will be voted for such other person as may be recommended by the Nominating and Corporate Governance Committee and the board of directors in place of each such nominee.

Name	Age	Class or Nominee Class	Expiration of Current Term	Director Since	Current or Former Public Company Directorships(2)
Stephen A. Kaplan(1)	52	III	2011	2002	Genco Shipping & Trading Limited (NYSE: GNK) Alliance Healthcare Services, Inc. (formerly known as Alliance Imaging, Inc. (NYSE: AIQ))
Jack Tyrrell(1)	64	III	2011	2006	N/A
Nestor R. Weigand, Jr.(1)	72	III	2011	2005	N/A
Charles E. Brymer	51	I	2012	2007	N/A
Michael L. Campbell	57	I	2012	2002	National CineMedia, Inc. (NasdaqGS: NCMI)
Alex Yemenidjian	55	I	2012	2005	MGM MIRAGE (formerly MGM Grand, Inc.) (NYSE: MGM) Guess?, Inc. (NYSE: GES)
Thomas D. Bell, Jr.	61	II	2013	2002	Cousins Properties Incorporated (NYSE: CUZ) AGL Resources, Inc. (NYSE: AGL) Lincoln National Corporation Co. (NYSE: LNC) Norfolk Southern Corporation (NYSE: NSC)
David H. Keyte	54	II	2013	2006	N/A
Amy E. Miles	44	II	2013	2009	N/A
Lee M. Thomas	66	II	2013	2006	Airgas, Inc. (NYSE: ARG) Rayonier, Inc. (NYSE: RYN)

(1) Director nominee

(2) For a detailed description of current or former public company directorships (within the last five years), please see each individual director's biographical summary immediately below.

Nominees and Continuing Directors of the Company

All of our directors and director nominees bring extensive management and leadership experience acquired through their individual roles as executives and business leaders in many diverse areas of business. In these executive roles, they have taken hands-on, day-to-day responsibility for strategy and operations, including management of capital, risk and business cycles. In addition, many of our directors and director nominees bring public company board experience either significant experience on other boards or long service on our board that broadens their knowledge of board policies and processes, rules and regulations, issues and solutions.

In the paragraphs below, we describe each director's individual management and leadership experience for at least the last five years, which we believe, in the aggregate, creates a well-rounded and capable board of directors and contributes to the overall effectiveness of our board and each of its committees.

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**Nominees for Director Class III
For a Three Year Term Expiring 2014**

Stephen A. Kaplan, 52, has served as a director since March 2002 and is the Chairman of our Compensation Committee. Mr. Kaplan is also a member of our Nominating and Corporate Governance Committee. Mr. Kaplan is currently a principal of Oaktree Capital Management, LLC. Since 1995, Mr. Kaplan has managed Oaktree's Principal Investment Activities Group, which invests in controlling and minority positions in private and public companies. Prior to joining Oaktree Capital Management, LLC, Mr. Kaplan was a Managing Director of Trust Company of the West. Prior to his work with Trust Company of the West, Mr. Kaplan was a partner with the law firm Gibson, Dunn & Crutcher. Mr. Kaplan currently serves as a director of Genco Shipping & Trading Limited (NYSE: GNK), Cannery Casino Resorts, LLC, Oaktree Capital Management, LLC (traded on Goldman Sachs' GS True Exchange), and Pierre Foods, Inc. Mr. Kaplan served on the board of directors of Alliance Healthcare Services, Inc. (formerly known as Alliance Imaging, Inc. (NYSE: AIQ)) from May 2007 until he resigned in May 2008.

The Nominating and Corporate Governance Committee has determined that Mr. Kaplan's legal background and education, extensive investment background together with his public board experience make him a suitable nominee for election to the Company's board of directors. In addition, since Mr. Kaplan has been a Company director since 2002, the Nominating and Corporate Governance Committee believes Mr. Kaplan brings to the board of directors a valuable historical perspective of board and Company operations.

Jack Tyrrell, 64, has served as a director since May 2006 and was appointed as a member of our Audit Committee in October 2009. Mr. Tyrrell founded five venture capital funds since 1985 and currently serves as managing partner of Richland Ventures II, L.P. and Richland Ventures III, L.P. Mr. Tyrrell also has experience serving as a director over the past 25 years for various portfolio companies. In the past five years, Mr. Tyrrell has served on the board of directors of e+ healthcare and Symbion, Inc. of Nashville, Tennessee and Appriss, Inc. of Louisville, KY.

The Nominating and Corporate Governance Committee has determined that Mr. Tyrrell's extensive venture capital experience together with his lengthy board service on various boards of directors make him a suitable nominee for election to the Company's board of directors.

Nestor R. Weigand Jr., 72, has served as a director since October 2005 and is a member of our Compensation Committee and Nominating and Corporate Governance Committee. Mr. Weigand is currently the Chairman and Chief Executive Officer of J. P. Weigand & Sons, Inc., a residential, commercial, industrial and investment real estate firm, and served as its President from 1983 to 2001. Mr. Weigand has been employed by J.P. Weigand & Sons, Inc. since 1961. Mr. Weigand has served as a member of the International Real Estate Federation ("FIABCI") since 1985 and also serves as Chairman of the Board of Wesley Medical Center in Wichita, Kansas, a wholly owned subsidiary of Hospital Corporation of America, and as a director of the National Association of Realtors. Mr. Weigand has over 50 years of experience in the real estate industry and has served in a variety of key roles in domestic and international real estate organizations. Mr. Weigand served as the World President of FIABCI from 2001 to 2002 and the President of the National Association of Realtors in 1988. He served as a director of the Wichita Area Association of Realtors and the Kansas Association of Realtors. Mr. Weigand is also a former director of Central Bank & Trust, 4th National Bank, and Nations Bank, all of Wichita, KS.

The Nominating and Corporate Governance Committee has determined that Mr. Weigand's real estate, leadership and executive management experience make him a suitable nominee for election to the Company's board of directors.

The board of directors unanimously recommends a vote "FOR" the election of each of the three nominees to serve as a Class III Director.

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**Continuing Directors Class I
Term Expires 2012**

Charles E. Brymer, 51, has served as a director since September 2007 and was appointed as a member of our Compensation Committee in October 2009. Mr. Brymer has served as President and Chief Executive Officer of DDB Worldwide Communications Group, Inc. since April 2006. DDB Worldwide is a leading advertising and communications company with more than 200 offices in over 90 countries and is part of the Omnicom Group. From 1994 to 2006, Mr. Brymer served as Chairman and Chief Executive Officer of Interbrand Group, a leading branding and design firm.

The Nominating and Corporate Governance Committee has determined that Mr. Brymer's extensive executive management and branding and advertising experience make him a suitable continuing member of the Company's board of directors.

Michael L. Campbell, 57, has served as Regal Entertainment Group's Executive Chairman since June 2009 and as a director since March 2002. Mr. Campbell served as the Company's Chief Executive Officer from May 2005 until June 2009, and prior to that he was the Co-Chairman of the Board and Co-Chief Executive Officer from March 2002 until May 2005. Mr. Campbell founded Regal Cinemas, Inc., a wholly owned subsidiary of the Company, in November 1989, and has served as Chief Executive Officer of Regal Cinemas, Inc. since its inception. Mr. Campbell served as a director and executive officer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings. Prior to Mr. Campbell's service with Regal Cinemas, Inc., he served as the Chief Executive Officer of Premiere Cinemas Corporation, which he co-founded in 1982, and served in such capacity until Premiere was sold in October 1989. Mr. Campbell currently serves as a director of National CineMedia, Inc. (NasdaqGS: NCMI) and National CineMedia, LLC.

The Nominating and Corporate Governance Committee has determined that Mr. Campbell's extensive industry knowledge and executive management experience make him a suitable continuing member of the Company's board of directors. The Nominating and Corporate Governance Committee believes Mr. Campbell brings to the board of directors a valuable historical perspective of board and Company operations.

Alex Yemenidjian, 55, has served as a director since October 2005 and is the Chairman of our Audit Committee. Mr. Yemenidjian has served as Chairman of the Board and Chief Executive Officer of Tropicana Las Vegas Hotel and Casino, Inc. since July 2009 and Chairman of the Board and Chief Executive Officer of Armenco Holdings, LLC since January 2005. He served as Chairman of the Board and Chief Executive Officer of Metro-Goldwyn-Mayer Inc. from April 1999 to April 2005 and was a director thereof from November 1997 to April 2005. Mr. Yemenidjian also served as a director of MGM MIRAGE (formerly MGM Grand, Inc.) (NYSE: MGM) from 1989 to 2005. From July 1995 through December 1999, Mr. Yemenidjian served as President of MGM MIRAGE. He also served MGM MIRAGE in other capacities during such period, including as Chief Operating Officer from June 1995 until April 1999 and as Chief Financial Officer from May 1994 to January 1998. In addition, Mr. Yemenidjian served as an executive of the Tracinda Corporation, the majority owner of Metro-Goldwyn-Mayer Inc., and of MGM MIRAGE from January 1990 to January 1997 and from February 1999 to April 1999. Prior to 1990, Mr. Yemenidjian was the Managing Partner of Parks, Palmer, Turner & Yemenidjian, Certified Public Accountants. Mr. Yemenidjian currently serves as a director of Guess?, Inc. (NYSE: GES), Baron Investment Funds Trust, The Lincy Foundation, The United Armenian Fund, USC Marshall School of Business Board of Leaders and as Co-Chair of The Imagine the Arts Campaign at California State University, Northridge.

The Nominating and Corporate Governance Committee has determined that Mr. Yemenidjian's accounting and finance background coupled with extensive executive management and public company board experience make him a suitable continuing member of the Company's board of directors.

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**Continuing Directors Class II
Term Expires 2013**

Thomas D. Bell, Jr., 61, has served as a director since March 2002, is the Chairman of our Nominating and Corporate Governance Committee and is our Lead Director. Mr. Bell was a member of our Audit Committee until October 2009. Mr. Bell is the Chairman of SecurAmerica LLC, a national commercial security company and Vice Chairman and Partner of Goddard Investment Group. Mr. Bell was Chief Executive Officer from January 2001 until July 2009 of Cousins Properties Incorporated (NYSE: CUZ), a real estate investment trust, and served as the Vice Chairman of the board of directors and Chairman of the Executive Committee from January 2001 until December 2006, at which time he assumed the role of Chairman of the Board until July 2009. Prior to joining Cousins Properties Incorporated, Mr. Bell served as a senior advisor at Credit Suisse First Boston Corporation, overseeing real estate activities. Prior thereto, Mr. Bell spent ten years with Young & Rubicam and retired as Chairman and Chief Executive Officer. Mr. Bell currently serves as a director of AGL Resources, Inc. (NYSE: AGL) and Norfolk Southern Corporation (NYSE: NSC). Mr. Bell also served as a director of Lincoln National Corporation Co. (NYSE: LNC) from May 1988 to May 2005.

The Nominating and Corporate Governance Committee has determined that Mr. Bell's extensive public company board experience together with his real estate, investment and executive management experience make him a suitable continuing member of the Company's board of directors. In addition, the Nominating and Corporate Governance Committee believes Mr. Bell brings to the board of directors a valuable historical perspective of board and Company operations.

David H. Keyte, 54, has served as a director since September 2006. Since November 2009, Mr. Keyte has served as Chief Executive Officer and a director of Caerus Oil and Gas LLC. Mr. Keyte served as the Executive Vice President and Chief Financial Officer of Forest Oil Corporation from November 1997 to November 2009. Prior to that, Mr. Keyte served as Forest Oil Corporation's Vice President and Chief Financial Officer from December 1995 to November 1997 and its Vice President and Chief Accounting Officer from December 1993 until December 1995.

The Nominating and Corporate Governance Committee has determined that Mr. Keyte's vast executive management experience and his finance and accounting background make him a suitable continuing member of the Company's board of directors.

Amy E. Miles, 44, has served as a director and our Chief Executive Officer since June 2009. Ms. Miles served as our Executive Vice President, Chief Financial Officer and Treasurer from March 2002 through June 2009. Ms. Miles has also served as the Executive Vice President, Chief Financial Officer and Treasurer of Regal Cinemas, Inc., a wholly owned subsidiary of the Company, from January 2000 until March 2002. Ms. Miles served as Executive Vice President, Chief Financial Officer and Treasurer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings. Prior thereto, Ms. Miles served as Senior Vice President of Finance from April 1999, when she joined Regal Cinemas, Inc. Ms. Miles was a Senior Manager with Deloitte & Touche from 1998 to 1999. From 1989 to 1998, she was with PricewaterhouseCoopers, LLP. Ms. Miles currently serves as an Executive Board Member and Treasurer of the National Association of Theatre Owners.

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The Nominating and Corporate Governance Committee has determined that Ms. Miles' finance and accounting background together with her extensive industry knowledge make her a suitable nominee for the Company's board of directors. In addition, since Ms. Miles has been involved with the Company for over ten years, the Nominating and Corporate Governance Committee believes that Ms. Miles brings to the board of directors a valuable historical perspective of board and Company operations.

Lee M. Thomas, 66, has served as a director since May 2006 and is a member of our Audit Committee. Since March 2007, Mr. Thomas has served as President and Chief Executive Officer of Rayonier, Inc. Mr. Thomas served as President and Chief Operating Officer of Georgia-Pacific Corporation through December 31, 2005. Mr. Thomas held this and other senior executive positions within Georgia-Pacific Corporation since 1993. Prior thereto, he was Chairman and Chief Executive Officer of Law Companies Environmental Group Inc. and has held numerous federal and state government positions, including positions with the U.S. Environmental Protection Agency, the Federal Emergency Management Agency and the Office of the Governor of South Carolina. Mr. Thomas also currently serves as director for Airgas, Inc. (NYSE: ARG), and as the Chairman of the Board of Rayonier, Inc. (NYSE: RYN). Mr. Thomas served as a director of the Federal Reserve Bank of Atlanta until December 2010.

The Nominating and Corporate Governance Committee has determined that Mr. Thomas' extensive management experience in the governmental sector coupled with his executive and leadership roles, including public board experience, in the private sector make him a suitable continuing member of the Company's board of directors.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our board of directors adopted Corporate Governance Guidelines that reflect the principles by which the Company operates and set forth the Company's director qualification standards, responsibilities, compensation, evaluation, orientation and continuing education, board committee structure, Chief Executive Officer performance review, management succession planning and other policies for the governance of the Company. Copies of the Corporate Governance Guidelines are available on our website at www.regalentertainmentgroup.com under "Investor Relations" "Corporate Governance" or in print, without charge, to any stockholder who sends a request to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

Code of Business Conduct and Ethics

Our board of directors adopted the Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees. The Code of Business Conduct and Ethics sets forth the Company's conflict of interest policy, records retention policy, insider trading policy and policies for the protection of the Company's property, business opportunities and proprietary information. The Code of Business Conduct and Ethics requires prompt disclosure to stockholders of any waiver of the Code of Business Conduct and Ethics for executive officers or directors made by the board of directors or any committee thereof. Copies of the Code of Business Conduct and Ethics are available on our website at www.regalentertainmentgroup.com under "Investor Relations" "Corporate Governance" or in print, without charge, to any stockholder who sends a request to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

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Risk Management

The Company's board of directors believes that oversight of the Company's risk management efforts is the responsibility of the entire board of directors. We view risk management as an important part of the Company's overall strategic planning process. The board of directors receives updates from its committees on individual areas of risk. In addition, the Audit Committee established an internal audit function to provide management, the Audit Committee and the board of directors with ongoing assessments of the Company's risk management processes and system of internal control. As part of its responsibilities, the Audit Committee inquires of management and our independent auditors about the Company's processes for identifying and assessing such risks and exposures and the steps management has taken to minimize such risks and exposures to the Company. The Audit Committee also reviews the Company's guidelines and policies that govern the processes for identifying and assessing significant risks or exposures and for formulating and implementing steps to minimize such risks and exposures to the Company.

Board and Committee Information

The board of directors held six meetings during our fiscal year ended December 30, 2010, to which we refer as fiscal 2010. Each of our incumbent directors attended at least 75% of the aggregate number of meetings held by the board of directors and by the committees of the board of directors on which they served for the period during which each director was a member.

Communications with the Board

Interested parties, including our stockholders, desiring to communicate with our board members, including our lead non-management director or non-management directors as a group, may do so by mailing a request to the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918. Pursuant to the instruction of the Company's non-management directors, the Secretary will review inquiries and if they are relevant to, and consistent with our operations, policies and procedures, they will be forwarded to the director or directors to whom they are addressed. Inquiries not forwarded will be retained by the Company and will be made available to any director upon request.

Stockholder Recommendations of Candidates for Director

Stockholders wishing to recommend candidates to the Nominating and Corporate Governance Committee for consideration as directors should submit a written recommendation to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918. The Nominating and Corporate Governance Committee employs a process for evaluating all candidates for director, including those recommended by stockholders. See the discussion under the heading "Corporate Governance Nominating and Corporate Governance Committee."

Director Independence

Our board of directors has determined that each of Messrs. Bell, Brymer, Kaplan, Keyte, Thomas, Tyrrell, Weigand and Yemenidjian qualifies as an independent director under the applicable listing standards of the NYSE and the Company's categorical standards for independence adopted by our board of directors, as set forth below. In addition, each member of the Company's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee qualifies as an independent director under the applicable listing standards of the NYSE and the SEC applicable to such committees. Pursuant to the NYSE listing standards, a director shall be considered independent if the board of directors makes an affirmative determination after a review of all relevant information that the director has no material relationship with the Company. Under the categorical standards for

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independence established by our board of directors, a director will *not* be considered independent if the director:

is, or within the last three years has been, employed by the Company;

has an immediate family member (which, for purposes of the these independence standards, shall include such person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home) who is, or within the last three years has been, employed as an executive officer of the Company;

has received, during any twelve-month period within the last three years, more than \$120,000 per year in direct compensation from the Company other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

has an immediate family member who received, during any twelve-month period within the last three years, more than \$120,000 per year in direct compensation from the Company other than pension or other forms of deferred compensation (provided such compensation is not contingent in any way on continued service);

is a current partner or employee of the Company's auditor;

was, within the last three years, a partner or employee of the Company's auditor and personally worked on the Company's audit during that time;

has an immediate family member who is a current partner of the Company's auditor;

has an immediate family member who is a current employee of the Company's auditor and personally works on the Company's audit;

has an immediate family member who was, within the last three years, a partner or employee of the Company's auditor and personally worked on the Company's audit during that time;

is, or within the last three years has been, employed as an executive officer of another company where any of the Company's present executives serve, or within the last three years have served, on such other company's compensation committee;

has an immediate family member who is, or within the last three years has been, employed as an executive officer of another company where any of the Company's present executives serve, or within the last three years have served, on such other company's compensation committee;

is an employee of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues; or

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has an immediate family member who is a current executive officer of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

The following factor is also considered by the board of directors in making an independence determination. However, the board of directors is not precluded from finding a director to be independent if the director:

is, or within the last three years has been, an executive officer of a charitable organization that receives contributions from the Company in an amount which, in any single fiscal year, exceeds the greater of \$1.0 million or 2% of such charitable organization's consolidated gross revenues.

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Board Leadership Structure and Role in Risk Oversight

Our bylaws and Corporate Governance Guidelines permit the roles of Chairman and Chief Executive Officer to be filled by different individuals. Under the current Board leadership structure, Mr. Campbell serves as our Executive Chairman and Ms. Miles serves as our Chief Executive Officer. At this time, our Board believes that this structure is best for the Company as it allows our Chairman to oversee board matters and assist with strategic initiatives, while enabling our Chief Executive Officer to focus on management and daily operations of the Company. Mr. Campbell and Ms. Miles have a long standing working relationship and our current leadership structure is part of the Company's long term succession planning.

While the roles of Chairman and Chief Executive Officer are currently held by different individuals, our Chairman is not considered independent under the NYSE rules because he previously served as our Chief Executive Officer. Other than Mr. Campbell and Ms. Miles, all of our directors are independent, as discussed above.

The Board as a whole is responsible for overseeing risks that could affect the Company. The Audit Committee conducts much of this oversight by working with management, other internal staff and the independent auditor to identify and assess potential risks and exposures. The Audit Committee formulates and implements steps to minimize such risks and exposures to the Company, as more fully described in the Audit Committee Charter. We believe that our current leadership structure strengthens our risk oversight as a separate Chairman and Chief Executive Officer provide more accountability.

Executive Sessions

Our non-management directors meet in an executive session at least once per year and approve a lead non-management director annually. For fiscal 2010, the lead non-management director was Thomas D. Bell, Jr. and Mr. Bell will continue to serve in this role for fiscal 2011. We intend to hold an executive session including only our independent directors at least once a year.

Attendance at Annual Meetings

We encourage, but do not require, our board members to attend our Annual Meeting of Stockholders. Last year, all of our directors serving at the time of our Annual Meeting of Stockholders attended such meeting.

Committees

Our board of directors has established three standing committees. The standing committees consist of an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance

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Committee. The standing committees are comprised entirely of non-management directors as provided in the table below.

Board Member	Audit	Compensation	Nominating and Corporate Governance
Thomas D. Bell, Jr.(1)			X
Charles E. Brymer(1)		X	
Michael L. Campbell			
Stephen A. Kaplan(1)		X	X
David H. Keyte(1)			
Amy E. Miles			
Lee M. Thomas(1)	X		
Jack Tyrrell(1)	X		
Nestor R. Weigand, Jr.(1)		X	X
Alex Yemenidjian(1)	X		
Meetings Held in Fiscal 2010	8	2	1

(1) Non-management director.

Each of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates under a charter, adopted by our board of directors, which is available on our website at www.regalentertainmentgroup.com under "Investor Relations" "Corporate Governance," or in print, without charge, to any stockholder who sends a request to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918. The functions performed by each of the committees of the board of directors are briefly described below.

Audit Committee

The duties and responsibilities of the Audit Committee are to:

oversee the integrity of the Company's financial statements;

oversee the Company's compliance with legal and regulatory requirements;

review the qualifications and independence of the registered public accounting firm engaged to be the independent auditor of the Company;

evaluate the performance of the Company's internal audit function and the independent registered public accounting firm;
and

prepare the report required to be included in our annual meeting proxy statements.

Our board of directors has determined that each of the members of the Audit Committee is financially literate and that Mr. Yemenidjian qualifies as an "audit committee financial expert" within the meaning of the rules and regulations of the SEC.

Compensation Committee

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The Compensation Committee is responsible for reviewing and making recommendations to the board of directors regarding compensation of the Company's directors and executive officers and administering and implementing the Company's incentive compensation plans and equity-based plans. The Compensation Committee's duties and responsibilities are to:

review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers;

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evaluate the performance of the Company's executive officers in light of such goals and objectives; and

determine and approve the Company's executive officers' compensation level based on such evaluation.

The Compensation Committee also reviews and discusses the Compensation Discussion and Analysis with our management, and based on such review and discussions, has recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

Under our Compensation Committee Charter, the Compensation Committee has the authority to retain and terminate any compensation consultant and has the sole authority to approve the consultant's fees and other retention terms. In the past, the Compensation Committee has engaged an outside compensation consultant, Mellon Human Resources & Investor Services, to which we refer as our prior outside compensation consultant, to review and make recommendations regarding our executive compensation program. In fiscal 2008, the Compensation Committee engaged an outside compensation consultant, Towers Perrin, to which we refer as our current outside compensation consultant, to review and make recommendations to our executive and director compensation programs for fiscal 2009 through an analysis of market compensation data, and making recommendations with respect to the redesign of our long-term incentive based compensation. Certain elements of our executive compensation program have been developed, based in part, on the recommendations of the outside compensation consultants. See the discussion under the heading "Compensation Discussion and Analysis" for further information regarding the executive compensation program.

The Compensation Committee has the authority to obtain advice and assistance from our executives, internal or external legal, accounting or other advisors as it determines necessary to carry out its duties. Under the Compensation Committee Charter, however, none of our executives shall be involved in the Compensation Committee's determination of his or her own compensation. The Compensation Committee has the ability to delegate its authority to its members or a subcommittee as it deems appropriate, provided that any delegate or subcommittee shall report any actions taken by it to the whole Compensation Committee at the Compensation Committee's next regularly scheduled Compensation Committee meeting.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's duties and responsibilities are to:

identify qualified nominees for our board of directors;

develop and recommend to our board of directors a set of corporate governance principles to assist the board of directors in fulfilling its corporate governance responsibilities; and

oversee an annual evaluation of the board of directors and management.

The Nominating and Corporate Governance Committee has the ability to consider nominees recommended by stockholders and other interested parties and does not distinguish between nominees recommended by our stockholders and those recommended by other parties. The procedures to be followed by stockholders in submitting such recommendations are available in our bylaws.

The Nominating and Corporate Governance Committee identifies director candidates based on input provided by a number of sources, including members of the Committee, other directors, our stockholders, our Executive Chairman, Chief Executive Officer and third parties. The Nominating and Corporate Governance Committee also has the authority to consult with or retain advisors or search firms to assist in the identification of qualified director candidates. As part of the identification process, the Nominating and Corporate Governance Committee takes into account each nominee's skills, knowledge, perspective, broad business judgment and leadership, relevant industry knowledge, business

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creativity and vision, experience, age and diversity, all in the context of the perceived needs of the board of directors at that time. The Nominating and Corporate Governance Committee does not have a formal diversity policy; however, it considers the diversity of candidates to ensure that the board is comprised of individuals with a broad range of experiences and backgrounds who can contribute to the board's overall effectiveness in carrying out its responsibilities. Incumbent directors who are being considered for re-nomination are re-evaluated both on their performance as directors and their continued ability to meet the required qualifications.

Director Compensation During Fiscal 2010

Directors who are our employees or our subsidiaries' employees receive no additional cash or equity compensation for service on our board of directors. All of our directors are reimbursed for reasonable out-of-pocket expenses related to attendance at board of directors and committee meetings. In fiscal 2010, we provided the following annual compensation to directors who were not employed by us or our subsidiaries:

Name	Fees earned or paid in cash(1)	Stock awards(2)	All other compensation(3)	Total
Thomas D. Bell, Jr.	\$ 40,000	\$ 99,993	\$ 14,401	\$ 154,394
Charles E. Brymer	\$ 40,000	\$ 99,993	\$ 14,401	\$ 154,394
Stephen A. Kaplan	\$ 40,000	\$ 99,993	\$ 14,401	\$ 154,394
David H. Keyte	\$ 40,000	\$ 99,993	\$ 14,401	\$ 154,394
Lee M. Thomas	\$ 45,000	\$ 99,993	\$ 14,401	\$ 159,394
Jack Tyrrell	\$ 45,000	\$ 99,993	\$ 14,401	\$ 159,394
Nestor R. Weigand, Jr.	\$ 40,000	\$ 99,993	\$ 14,401	\$ 154,394
Alex Yemenidjian	\$ 50,000	\$ 99,993	\$ 14,401	\$ 164,394

- (1) Non-employee directors received an annual cash retainer for service on our board of directors of \$40,000 during fiscal 2010. During fiscal 2010, Mr. Yemenidjian, the Chairman of the Audit Committee, received an additional \$10,000 annual cash retainer and the other directors who served on the Audit Committee (Messrs. Thomas and Tyrrell) received an additional \$5,000 annual cash retainer for a full year of service on the Audit Committee. Directors do not receive additional cash or equity compensation for service on any other committees of the board of directors.
- (2) During fiscal 2010, each director who was not an employee of the Company received a grant of restricted Class A common stock having, at the time of grant, a fair market value of approximately \$99,993 (as computed in accordance with FASB ASC Topic 718). Such shares of restricted stock vest on the first anniversary of the date of grant. On January 13, 2010, Messrs. Bell, Brymer, Kaplan, Keyte, Thomas, Tyrrell, Weigand and Yemenidjian each received a grant of 6,793 shares of restricted stock, based on the closing market price of the Company's Class A common stock of \$14.72 per share on such date. These amounts represent the portion of the fair value of the restricted shares during fiscal 2010 (disregarding estimated forfeitures for service-based vesting conditions) for financial statement reporting purposes in accordance with FASB ASC Topic 718, and do not represent cash payments made to the individuals or amounts realized, or amounts that may be realized. The amounts reported for fiscal 2010 do not include the portion of the fair value of the January 12, 2011 grant to each of our non-employee directors of 8,190 restricted shares of Class A common stock, having a fair market value of \$100,000 (as computed in accordance with FASB ASC Topic 718), based on the closing market price of the Company's Class A common stock of \$12.21 per share on such date.
- (3) Represents dividends paid on the shares of restricted stock (including payment of a \$1.40 per share extraordinary cash dividend on December 30, 2010) held by our non-employee directors during fiscal 2010.

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The following table shows information with respect to beneficial ownership of our Common Stock, as of March 31, 2011, for:

each of our directors and our executive officers listed in the 2010 Summary Compensation Table provided below, who we refer to as our named executive officers;

all of our directors and executive officers as a group; and

each person known by us, based upon our review of documents filed by them with the SEC with respect to the ownership of our shares of Common Stock, to beneficially own five percent or more of either class of our Common Stock.

We have calculated the percentage of beneficial ownership based on 130,855,081 shares of Class A common stock and 23,708,639 shares of Class B common stock outstanding as of the close of business on March 31, 2011.

Name of Beneficial Owner	Class A common stock		Class B common stock		Percentage of Voting Power(2)
	Amount and Nature of Beneficial Ownership(1)	Percent of Class	Amount and Nature of Beneficial Ownership(1)	Percent of Class	
Directors					
Thomas D. Bell, Jr.(3)	63,873	*			*
Charles E. Brymer(4)	32,250	*			*
Stephen A. Kaplan(4)	107,506	*			*
David H. Keyte(4)(5)	41,630	*			*
Lee M. Thomas(4)(6)	46,684	*			*
Jack Tyrrell(4)	236,684	*			*
Nestor R. Weigand, Jr.(4)	51,328	*			*
Alex Yemenidjian(4)	36,828	*			*
Executive Officers					
Michael L. Campbell(7)	584,137	*			*
Amy E. Miles(8)	414,387	*			*
Gregory W. Dunn(9)	65,642	*			*
Peter B. Brandow(10)	162,326	*			*
David H. Ownby(11)	97,099	*			*
All directors and executive officers as a group (13 persons)	1,940,374	1.5			*
Five Percent Stockholders					
Anschutz Company(12)	73,708,639	47.7	23,708,639	100%	78.1
Ameriprise Financial, Inc.(13)	6,546,391	5.0			

*

Represents less than 1%.

(1)

Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities. Unless indicated by footnote, the address for each listed director, executive officer and principal stockholder is 7132 Regal Lane, Knoxville, Tennessee 37918. Except as indicated by footnote, the persons named in the table report having sole voting and investment power with respect to all shares of Class A common stock and Class B common stock shown as beneficially owned by them.

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Class B common stock may convert into Class A common stock on a one-for-one basis. The number of shares of Class A common stock and Class B common stock outstanding used in calculating the percentage for each listed person includes the shares of Class A common stock and Class B common stock and shares of Class A common stock underlying warrants or options held by that person that are currently exercisable or are exercisable within 60 days of March 31, 2011, but excludes shares of Class A common stock and Class B common stock and shares of Class A common stock underlying warrants or options held by any other person.

- (2) Each share of Class A common stock has one vote and each share of Class B common stock has ten votes on all matters to be voted on by stockholders. This column represents the combined voting power of the outstanding shares of Class A common stock and Class B common stock held by such beneficial owner (assuming exercise of currently exercisable options) and assumes that no currently outstanding shares of Class B common stock have been converted into Class A common stock.
- (3) Includes 8,190 shares of restricted stock and 10,045 shares subject to currently exercisable options.
- (4) Includes 8,190 shares of restricted stock.
- (5) Represents direct ownership of 33,630 shares of Class A common stock and indirect ownership of 8,000 shares of Class A common stock. The indirect ownership of 8,000 shares of Class A common stock consists of 4,000 shares held by the Hemingway Irrevocable Trust and 4,000 shares held by the Katherine Elizabeth Keyte Trust.
- (6) Represents direct ownership of 36,684 shares of Class A common stock and indirect ownership of 200,000 shares of Class A common stock. The indirect ownership of 200,000 shares of Class A common stock consists of 100,000 shares held by the Jack Tyrrell Revocable Trust and 100,000 shares held by JRS Partners GP.
- (7) Includes 122,916 shares of restricted stock.
- (8) Includes 259,184 shares of restricted stock.
- (9) Includes 59,648 shares of restricted stock.
- (10) Includes 44,047 shares of restricted stock.
- (11) Includes 32,851 shares of restricted stock and 45,566 shares subject to currently exercisable options.
- (12) The 73,708,639 shares of Class A common stock represent: (i) 42,700,730 shares of Class A common stock owned directly by Anschutz Company, (ii) 5,839,416 shares of Class A common stock owned by Anschutz Family Investment Company ("AFIC"), (iii) 1,459,854 shares of Class A common stock owned by AFIC II, and (iv) 23,708,639 shares of Class A common stock issuable upon the conversion of a like number of shares of Class B common stock owned by Anschutz Company. Anschutz Company is the manager and one percent owner of both AFIC and AFIC II and may be deemed to beneficially own all shares held by AFIC and AFIC II. The address of Anschutz Company is 555 17th Street, Suite 2400, Denver, CO 80202. This information was derived from the Schedule 13G/A filed by Anschutz Company with the SEC on December 31, 2010.
- (13) Represents beneficial ownership of 6,546,391 shares of Class A common stock as reported in a Schedule 13G filed with the SEC jointly by Columbia Management Investment Advisers, LLC ("Columbia") and its parent company Ameriprise Financial, Inc. ("Ameriprise") on February 11, 2011. The address of Columbia is 100 Federal St., Boston, MA 02110. The address of Ameriprise is 145 Ameriprise Financial Center, Minneapolis, MN 55474.

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AUDIT COMMITTEE REPORT

Our Audit Committee reviews our financial reporting process on behalf of our board of directors. In March 2004, our board of directors adopted a written charter for our Audit Committee, and has re-evaluated it in connection with the filing of our annual report on Form 10-K with the SEC. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited financial statements contained in the 2010 annual report on Form 10-K with our management and our independent registered public accounting firm, KPMG. Our management is responsible for the financial statements and the reporting process, including the system of internal controls. KPMG is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles. KPMG is also responsible for expressing an opinion on the effectiveness of the Company's internal control over financial reporting.

The Audit Committee has discussed with KPMG the matters requiring discussion by Statement on Auditing Standards No. 61, Communication with Audit Committees (as amended), and all other matters required to be discussed with the auditors. In addition, the Audit Committee has received the written disclosures and the letter from KPMG required by Independence Standards Board No. 1 (Independence Discussions with Audit Committees), as modified or supplemented, and discussed with KPMG their independence from Regal and our management. The Audit Committee has received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and, with KPMG, has discussed KPMG's independence.

Based on the reviews and discussions to which we refer above, the Audit Committee recommended to our board of directors (and our board of directors has approved) that the audited financial statements be included in our annual report on Form 10-K for fiscal 2010, for filing with the SEC.

Respectfully submitted on April 18, 2011 by the members of the Audit Committee of the board of directors.

Alex Yemenidjian, Chairman
Jack Tyrrell
Lee M. Thomas

In accordance with the rules and regulations of the SEC, the above report of the Audit Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or to the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, notwithstanding any general incorporation by reference of this proxy statement into any other filed document.

Independent Registered Public Accounting Firm

KPMG served as our independent registered public accounting firm for fiscal 2010 and has been selected to serve as our independent registered public accounting firm for the current fiscal year, to which we refer as fiscal 2011. For the fiscal year ended December 31, 2009, to which we refer as fiscal 2009, and fiscal 2010, we incurred fees for services from KPMG as discussed below.

Audit Fees. The aggregate fees billed for professional services rendered by KPMG for the audit of our annual financial statements included in our annual report filed on Form 10-K and the review of the financial statements included in our quarterly reports filed on Form 10-Q were

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approximately \$960,000(1) for fiscal 2009 and \$1,011,000(2) for fiscal 2010. For fiscal 2009 and fiscal 2010, such fees included fees for KPMG's examination of the effectiveness of the Company's internal control over financial reporting.

Audit-Related Fees. The aggregate fees billed for professional services rendered by KPMG for assurances and related services that are reasonably related to the performance of the audit or review of our financial statements were approximately \$0 for fiscal 2009 and fiscal 2010.

Tax Fees. The aggregate fees billed for professional services rendered by KPMG related to federal and state tax compliance, tax advice and tax planning were approximately \$11,500 for fiscal 2009 and \$11,000 for fiscal 2010. All of these services are permitted non-audit services.

All Other Fees. There were no fees for professional services rendered by KPMG for continuing professional education and training in fiscal 2009 and fiscal 2010.

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- (1) Includes comfort letter and consent fess of \$35,000 for fiscal 2009.
- (2) Includes comfort letter and consent fees of \$55,000 for fiscal 2010.

Audit Committee Pre-Approval Policy

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm on a case-by-case basis. These services may include audit services, audit-related services, tax services and other services. Our Chief Financial Officer is responsible for presenting the Audit Committee with an overview of all proposed audit, audit-related, tax or other non-audit services to be performed by our independent registered public accounting firm. The presentation must be in sufficient detail to define clearly the services to be performed. The Audit Committee does not delegate its responsibilities to pre-approve services performed by our independent registered public accounting firm to management or to an individual member of the Audit Committee.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Goals and Objectives of Our Executive Compensation Program

The primary goals of the Compensation Committee of our board of directors with respect to executive compensation are to create value for our stockholders in both the short and long term through growth in our earnings and to motivate and reward our executive officers, including our named executive officers, Messrs. Campbell, Dunn, Brandow, and Ownby and Ms. Miles. To achieve these goals, we maintain compensation plans that tie a substantial portion of our executives' overall compensation to key short-term and long-term strategic, operational and financial goals which, in fiscal 2010, were the achievement of budgeted levels of revenue, earnings before interest, taxes, depreciation and amortization ("EBITDA"), earnings before interest, taxes, depreciation, amortization and rent ("EBITDAR") margin and other non-financial goals that the Compensation Committee and board of directors deem important. We implement this philosophy by focusing on the following three key objectives:

to attract, retain and motivate talented executives;

to tie annual and long-term compensation incentives to achievement of specified performance objectives; and

to create long-term value by aligning the interests of our executives with our stockholders.

To achieve these objectives, management and the members of the Compensation Committee analyze market data and evaluate individual executive performance with a goal of setting compensation at levels they believe, based on their general business and industry knowledge and experience, are comparable with executives in companies of similar size operating in the domestic motion picture exhibition industry and other comparable companies. For fiscal 2010, these companies were AMC Entertainment Inc. and Cinemark, Inc. (which we refer to as the "comparable companies"), based on such comparable companies' industry, size and scope of operations. The members of the Compensation Committee also take into account retention needs, internal pay equity, our relative performance and our own strategic goals in determining executive compensation. We generally rely on SEC filings made by each of the comparable companies or other publicly available data to collect this information.

With respect to internal pay equity, in setting each element of compensation, the Compensation Committee makes an assessment of each executive position's responsibility for and ability to impact Company performance, and based on such analysis, provides for differing amounts of compensation with respect to different named executive officers. For example, Messrs. Campbell's and Dunn's and Ms. Miles' annual executive incentive program targets and long-term performance-based equity compensation awards, each as a percentage of base salary, are higher than those of other named executive officers, based on the Compensation Committee's determination that Mr. Campbell, as our Executive Chairman, Ms. Miles, as our Chief Executive Officer, and Mr. Dunn as our President and Chief Operating Officer, have the greatest management and oversight responsibility and have a greater ability to affect the Company's performance than our other named executive officers. In addition, the Compensation Committee's decisions with respect to each element of compensation take into account other elements of the executive officer's compensation. Specifically, we allow each of our named executive officers the opportunity to earn a larger portion of their overall compensation in the form of long-term performance-based equity awards as opposed to base salary, in order to put a greater percentage of potential compensation at risk in any given year and to further align the interests of our executives with our stockholders.

The Company has conducted in the past, and we intend to conduct in the future, an annual review of the aggregate level of our executive compensation as part of our annual budget review and annual

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performance review processes, which include determining the operating metrics (such as EBITDA and EBITDAR margin targets with respect to annual cash bonuses) and non-financial elements used to measure our performance and to compensate our executive officers. In appropriate circumstances, the Compensation Committee, in its discretion, considers the recommendations of members of management, primarily Ms. Miles, our Chief Executive Officer, in setting executive compensation. In particular, the Compensation Committee finds it appropriate to solicit management's advice regarding the competitiveness of our compensation program, its perceived effectiveness in attracting, retaining and motivating talented executives, and in evaluation of executives who report to management. In addition, Ms. Miles has the ability to call Compensation Committee meetings and regularly attends such meetings. This allows Ms. Miles to provide the Compensation Committee with her assessment of the performance of the Company's executives whom she oversees. The Compensation Committee, however, makes all final determinations regarding these awards and none of our executive officers are involved in the determination of their own compensation. Ms. Miles does not attend the portion of Compensation Committee meetings during which her compensation is determined.

The Compensation Committee does not typically determine a set allocation or weight attributable to each element of compensation. Instead, the Committee considers all elements of the executive officer's total compensation package. The Compensation Committee targets compensation levels at or above the median of the comparable companies in order to be competitive, which allows the Company to achieve its objectives of attracting, retaining and motivating talented executives. The Compensation Committee bases awards of long-term compensation in part on the amount of current cash compensation that is paid to each executive officer, because we believe that tying a substantial portion of overall compensation opportunities to long-term equity awards such as restricted stock and performance shares helps to better align the interests of our named executive officers with our stockholders.

Elements of Compensation

Our executive compensation program consists of the following elements:

Base Salary. Base salaries for our executives are established based on the scope of their responsibilities, taking into account competitive market compensation for similar positions at the comparable companies, as well as seniority of the individual, and our ability to replace the individual. Generally, we believe that executive base salaries should be targeted near or above the median of the range of salaries for executives in similar positions with similar responsibilities at the comparable companies, as discussed above, in line with our compensation philosophy. Base salaries are reviewed annually by the Compensation Committee and may be adjusted from time to time pursuant to such review and/or in accordance with guidelines contained in the various employment agreements. Base salaries may also be adjusted at other appropriate times, such as at the time cash bonuses and restricted stock awards are made for the prior fiscal year, in order to realign salaries with market levels after taking into account individual responsibilities, performance and experience. On May 5, 2009, we entered into amended and restated employment agreements with Ms. Miles and Messrs. Campbell and Dunn and we entered into an employment agreement with Mr. Ownby. On January 13, 2010, we entered into an employment agreement with Mr. Brandow. Under their employment agreements, once increased, the base salaries for Ms. Miles and Messrs. Campbell, Dunn, Brandow and Ownby may not be reduced, and, as so increased, become the "base salary" under the agreements. All such amended and restated employment agreements and Messrs. Ownby's and Brandow's employment agreements (which we collectively refer to as the "employment agreements") comply with Section 409A of the Internal Revenue Code of 1986, as amended, to which we refer as the Code, and contain the same provisions for determination of base salaries as the prior employment agreements, as applicable, which were in effect for a significant portion of fiscal 2009. For several years, base salaries for each of our named executive officers remained fairly constant, with little, if any increase from year to year. Base

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salaries for our named executive officers were increased in line with comparable companies and in keeping with the Company's compensation philosophy in fiscal years 2008 through 2010. For fiscal 2011, base salaries for our named executive officers remain the same as in fiscal 2010.

Annual Incentive Compensation. Pursuant to the employment agreements with Ms. Miles and Messrs. Campbell, Dunn, Ownby and Brandow, each such executive is eligible for annual cash incentive compensation, based on the Company's financial performance in relation to predetermined performance goals for the prior fiscal year. Under the material terms for our payment of executive incentive compensation, which has been approved by our board of directors and our stockholders, the Compensation Committee has negative discretion, which prohibits the Compensation Committee from increasing the amount of compensation payable if a performance goal is met, but allows the Compensation Committee to reduce or eliminate compensation even if such performance goal is attained. In addition to awards of annual cash incentive compensation under the annual executive incentive program, the Compensation Committee also has the authority to award discretionary annual performance bonuses to our executive officers outside such material terms. Any such discretionary annual performance bonuses, if awarded, may not be fully deductible under Section 162(m) of the Code. See the discussion under the heading "Tax Deductibility of Executive Compensation."

The annual cash incentive compensation are intended to compensate officers for achieving short-term financial and operational goals and for achieving individual annual performance objectives over the course of one year. These objectives and goals vary from year to year and between named executive officers. They are established in writing by the Compensation Committee, with the expectation that attainment of these goals would require significant effort in light of the current business environment and that such attainment was moderately likely, based upon the assumptions made in determination of the annual targets and the Company's historic performance with respect to similarly-determined targets in prior years. In fiscal 2010, these targets were allocated 75% to individual job performance and two discretionary strategic factors, targeted levels of EBITDA and EBITDAR margin, and 25% associated with financial factors applicable to all of our named executive officers, which in fiscal 2010, were targeted levels of EBITDA and EBITDAR margin. Under the material terms for payment of our executive compensation, the discretionary strategic factors used to determine 75% of the target award for our executives may be any one of, or a combination of, (1) total stockholder return; (2) such total stockholder return as compared to total return (on a comparable basis) of a publicly available index such as, but not limited to, the Standard & Poor's 500 Stock Index; (3) net income; (4) pretax earnings; (5) EBITDA; (6) EBITDAR; (7) pretax operating earnings after interest expense and before bonuses and extraordinary or special items; (8) EBITDAR margin; (9) earnings per share; (10) return on equity; (11) return on capital; (12) return on investment; (13) operating earnings; (14) working capital; (15) ratio of debt to stockholders' equity; and (16) revenue. In determining EBITDA and EBITDAR margin targets, the Company made assumptions regarding industry attendance figures for the 2010 fiscal year. Consistent with past practice, in consideration of awarding annual cash incentive bonuses, at the completion of the fiscal year, such EBITDA and EBITDAR margin targets are adjusted to reflect the actual industry attendance figures. Because industry attendance figures in 2010 were approximately 3% lower than those anticipated in determining the projected targets for the fiscal year, such EBITDA and EBITDAR margin targets were adjusted to approximately \$491 million and approximately 31%, respectively. In fiscal 2010, the Company exceeded its adjusted EBITDA and EBITDAR margin targets. Because these annual cash incentive compensation amounts are intended to reward both overall Company and individual performance during the year, they can be highly variable from year to year, depending on factors both within and outside of the named executive officer's control. Therefore, when the relevant performance targets are not met, the Company does not pay its executive officers an annual cash incentive. The award of an annual cash incentive to our executive officers and the required satisfaction of target levels, demonstrates the Company's appreciation of its financial risks, and in connection therewith, our board of directors believes that the Company's executive officers should participate in those financial risks as well.

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Pursuant to their employment agreements, each of Messrs. Campbell, Dunn, Ownby and Brandow and Ms. Miles are eligible for an annual cash incentives up to an amount equal to a specified percentage of such executive's salary. The Compensation Committee may increase the discretionary annual incentive paid to our executive officers using their judgment based on the Company exceeding certain financial goals, which we refer to as the "stretch incentive." Our Compensation Committee targeted annual cash incentive amounts to be paid in fiscal 2011 for performance during fiscal 2010 at 100% of base salary for Messrs. Campbell and Dunn and Ms. Miles and 75% of base salary for Messrs. Ownby and Brandow, with an additional "stretch incentive" amount of up to 50% of base salary for Messrs. Campbell and Dunn and Ms. Miles and up to 37.5% of base salary for Messrs. Ownby and Brandow. The actual amount of annual cash incentive, which varies by individual, is determined following a review of each named executive officer's individual performance and contribution to our strategic and financial goals. Each annual cash incentive is paid in cash in an amount reviewed and approved by the Compensation Committee in the first quarter following the completion of a given fiscal year. The Compensation Committee determined the cash incentives for fiscal 2010 for the named executive officers on January 12, 2011. The Company achieved its adjusted EBITDA and EBITDAR margin targets in fiscal 2010 and the Compensation Committee used its discretion to pay annual cash incentive at 100% of the targeted amount for such incentives. See the discussion under the heading "2010 Summary Compensation Table" for those amounts.

Executive Equity Incentives. We believe that creating long-term value for our stockholders is achieved, in part, by retaining our executive officers in a challenging business environment and aligning the interests of our executive officers with those of our stockholders. To achieve this goal, we utilize a combination of awards of shares of restricted stock and performance shares under our 2002 Stock Incentive Plan, which has been approved by our board of directors and our stockholders. Our restricted stock awards apply time-based vesting and our performance shares apply both performance and time-based vesting. Based on the past recommendations of our prior outside compensation consultant, and in part upon the Compensation Committee's analysis of our named executive officers' level of responsibility for market competitiveness and our performance, we currently target the value of our equity incentive awards based on a factor ranging from 115% to 200% of our named executive officers' base salaries. In determining the number of shares of restricted stock and the number of performance shares granted to each of our executive officers in furtherance of this objective, we award approximately 43% of such equity awards in restricted stock and approximately 57% of such equity awards in performance shares, to reflect the higher potential risk of forfeiture for the performance shares. Accordingly, in fiscal 2010, the Compensation Committee targeted equity incentive awards of \$920,000 for our Executive Chairman, Mr. Campbell, and \$1,500,000 for our Chief Executive Officer, Ms. Miles, which reflected 115% of Mr. Campbell's base salary and 200% of Ms. Miles' base salary. Of this targeted amount, approximately 43% of such targeted equity incentive awards was allocated to restricted stock, with a targeted value for Mr. Campbell and Ms. Miles of approximately \$395,600 and \$645,000, respectively, and approximately 57% was allocated to performance shares, with a targeted value for Mr. Campbell and Ms. Miles of approximately \$524,400 and \$855,000, respectively, with the difference between the targeted value and the grant date fair value of such awards disclosed in the 2010 Grants of Plan-Based Awards table equal to the projected payment of dividends on performance shares. The Compensation Committee targeted equity incentive awards of \$618,800, \$462,000 and \$444,000 for Messrs. Dunn, Ownby and Brandow, respectively, which reflected 125% of Mr. Dunn's fiscal 2010 base salary, 120% of Mr. Ownby's fiscal 2010 base salary and 120% of Mr. Brandow's fiscal 2010 base salary. Of such targeted amounts, approximately 43% of such targeted equity incentive awards was allocated to restricted stock, with a targeted value of approximately \$266,100, \$198,700 and \$190,900, for Messrs. Dunn, Ownby and Brandow, respectively, and approximately 57% was allocated to performance shares, with a targeted value of approximately \$352,700, \$263,300 and \$253,100 for Messrs. Dunn, Ownby and Brandow, respectively.

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The award of restricted stock and performance shares enable us to account for our executive incentive program based on the price of our Class A common stock underlying these shares, fixed at the date of grant of the awards, resulting in a known maximum cost under the program at the time of grant. In addition, the use of restricted stock and performance shares allow us to compensate our executives, in part, through the payment of dividends, which we declare from time to time on our Class A common stock. Thus, we believe, the use of restricted and performance shares provides additional linkage between the interests of our executive officers and our stockholders.

Prior to 2005, the primary form of equity compensation that we awarded consisted of non-qualified stock options. Based in part on the recommendations of our prior outside compensation consultant, because we pay dividends on shares of our Class A common stock, and as part of our ongoing efforts to align the interests of our executives and our stockholders, the Compensation Committee concluded that awards of restricted stock and performance shares would provide a superior motivating form of incentive compensation by allowing our executives to participate in our dividends, while permitting us to issue fewer shares and reducing potential dilution. Thus, beginning in 2005, it has become our practice to grant restricted stock and performance shares, rather than options, to our executive officers. In fiscal 2010, awards of restricted stock and performance shares were made to all of our named executive officers, as described under the heading "2010 Grants of Plan-Based Awards." In fiscal 2010, as in prior years, the Compensation Committee determined that the costs to the Company of the restricted and performance share awards to our executive officers were offset by the potential cost of stock options that the Compensation Committee might otherwise award to our executive officers over the duration of the performance period.

Restricted Stock. As described above, awards of restricted stock serve to retain our executive officers over the vesting period of the grant by conditioning delivery of the underlying shares on continued employment with our Company for the vesting period. Periodic awards of restricted stock can be made at the discretion of the Compensation Committee to eligible executive officers.

Performance Shares. Our performance shares provide our executive officers with equity incentives for attaining long-term corporate goals and maximizing stockholder value over the course of three years. The design of our long-term equity incentive program, the establishment of performance targets and the mix of performance and time-based targets as a percentage of each executive officer's compensation were established by our Compensation Committee and approved by our board of directors after discussion with, and recommendations from, our Chief Executive Officer (with respect to executives other than herself) and our prior outside compensation consultant. Under our 2002 Stock Incentive Plan, long-term equity incentive awards, which we refer to as performance shares, paid to our executive officers depend exclusively on the Company's satisfaction of target levels of total stockholder return as determined by the Compensation Committee. Therefore, when the relevant performance targets are not met, the Company does not pay its executive officers this incentive compensation. The award of performance shares to our executive officers and the required satisfaction of target levels of total stockholder return, demonstrates the Company's appreciation of its financial risks, and in connection therewith, our board of directors believes that the Company's executive officers should participate in those financial risks as well.

In fiscal 2008, the Company engaged our current outside compensation consultant to review and redesign our long-term equity incentive program. Based upon the recommendations of our current outside compensation consultant, in fiscal 2009, the Compensation Committee adopted an amended and restated form of performance share award agreement, to which we refer as the 2009 performance share award agreement. Specifically, the Compensation Committee adopted this new form of performance share award agreement in order to: (i) more closely align the Company's compensation policy with competitive practice, (ii) increase the attraction and retention value of the Company's long-term incentive compensation program by utilizing performance goals viewed as more within our named executive officers' control, (iii) align the accounting expense of such long-term incentive

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compensation more closely with the income participants realize from the performance shares; and (iv) reinforce the Company's long term performance objectives using a method the Company regularly measures itself against for internal performance review. Under the 2009 performance share award agreement, the specified performance target is based on as-adjusted EBITDA targets, and on the calculation date for such awards, the Compensation Committee will determine the actual performance percentage by calculating for each of the three fiscal years prior to the calculation date the percentage by which the Company's actual adjusted EBITDA met or exceeded adjusted annual EBITDA target for each such fiscal year, respectively, and averaging such performance percentages over such three fiscal year period. Like our awards of annual executive incentive compensation, such EBITDA targets will be adjusted annually at the completion of the fiscal year to reflect the actual industry attendance figures and to neither penalize nor reward our named executive officers for non-controllable industry results. In prior years, performance targets were based on stockholder return, as more fully described below.

Under our 2009 performance share award agreement, the adjusted annual EBITDA targets and number of corresponding performance shares issuable for the attainment of such return, are as follows:

Performance Goals and Number of Shares of Restricted Stock

Actual Performance Percentage(1)	Shares of Restricted Stock
Actual Performance Percentage < 90%	0% of Target Long Term Incentive
90% ≤ Actual Performance Percentage < 110%	100% of Target Long Term Incentive
Actual Performance Percentage ≥ 110%	150% of Target Long Term Incentive

(1)

During the first quarter of each year, the board of directors will determine a projected Adjusted EBITDA (as defined in the Company's quarterly earnings releases) for such year (the "Annual EBITDA Target"). During the first quarter of the following year, the Annual EBITDA Target will automatically adjust based upon any differences between forecasted attendance for the prior year and actual attendance for the prior year based on reported nation box office revenue for such year (the "Adjusted Annual EBITDA Target"). The goal of this year-end adjustment to the Annual EBITDA Target is to neither penalize nor reward the Grantee for non-controllable industry results. During the first quarters of 2010 and 2011, the Adjusted Annual EBITDA Target for the 2009 and 2010 performance share awards was determined to be \$537 million and \$491 million, respectively. Adjusted EBITDA for 2009 was approximately 104% of the Adjusted Annual EBITDA Target and Adjusted EBITDA for 2010 was approximately 101% of the Adjusted Annual EBITDA Target.

In 2006 and until fiscal 2009, the Company used a form of performance share award agreement, to which we refer as the 2006 performance share award agreement. Under the 2006 performance share award agreement, the total number of performance shares that may be issued under an award was based upon the attainment of a specified target relating to total stockholder return as of a specified date. Under the 2006 performance share award agreement, depending on the stockholder return, executives could receive between 50% to 175% of the target number of performance shares issuable. Use of the total stockholder return measure was designed to provide a threshold or minimum payout if we perform favorably in total stockholder return, which the Compensation Committee believed was one way to further link our executive officers' interests with those of our stockholders. Until 2009, the Company issued all of its performance shares under the 2006 performance share award agreement.

Except with respect to the first performance share grant made in 2006, under the 2006 and 2009 performance share award agreements, the shares each executive officer receives upon attainment of the specified performance goals are subject to further service-based vesting for a period of one year beyond the calculation date. On the calculation date, the executive is entitled to receive a payment in an amount equal to the dividends paid by us with respect to a share of our Class A common stock from

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the grant date through the calculation date, multiplied by the number of shares of restricted stock, if any, such executive receives.

Equity Grant Practices

We generally seek to make equity compensation grants, in the form of restricted stock, in the first quarter following the completion of a given fiscal year. In addition, we grant restricted stock to new executives on their hire date. Such grants are awarded by the Compensation Committee. We do not have a specific program, plan or practice related to timing equity compensation awards to executives in coordination with the release of non-public information.

Executive Stock Ownership Guidelines

Based on the recommendation of our prior outside compensation consultant, in 2004 we implemented stock ownership guidelines to require our executive officers to retain significant investments in the Company. We believe these guidelines foster long-term stock ownership and further align our named executive and other officers' interests with those of our stockholders.

For 2011, all other Company and Regal Cinemas, Inc. ("Regal Cinemas") executives, which include all of our executive officers, with the title of Senior Vice President and above, are required to meet an equity holding requirement, calculated by adding the value of an executive's shares of our Common Stock and the value of an executive's vested or unvested stock options, equal to a multiple of their base salary. The applicable multiple of base salary will be determined as follows:

Tier 1 (Executive Chairman and Chief Executive Officer): five times base salary;

Tier 2 (President, Chief Operating Officer, Chief Financial Officer and General Counsel): two times base salary; and

Tier 3 (all Senior Vice Presidents of Regal Cinemas): one times base salary.

The variation in holding requirements between executive positions was based in part upon the board of directors' assessment of each executive position's responsibility for and ability to impact Company performance, as well as to reflect the difference in amounts of equity awards between our named executive officers, as discussed under the heading "Goals and Objectives of Our Executive Compensation Program." Based in part on the recommendations of our current outside compensation consultant, the Compensation Committee adopted changes to our executive stock ownership guidelines that were effective as of January 1, 2010 and that include providing a window for promoted executives to come into compliance with the guidelines, counting restricted shares against the guideline requirement, and eliminating the policy of withholding grants, replacing that policy with a retention ratio for executives who are below the compliance level.

Perquisites

We do not grant perquisites to our executive officers.

Post-Termination Compensation

We have entered into employment agreements with each of our named executive officers, as discussed under the heading "Base Salary." The employment agreements provide for severance payments if we terminate such executive officer's employment, or such executive officer resigns for good reason, within three months prior to, or within one year after, a change in control of the Company.

Under the employment agreements, "good reason" is defined as one or more of the following conditions arising without consent of the executive and which has not been remedied by the Company

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within 30 days after notice by the executive: (i) a material reduction in the executive's base salary or the establishment of or any amendment to the annual executive incentive program which would materially impair the ability of the executive to receive the target bonus (other than the establishment of reasonable EBITDA or other reasonable performance targets to be set annually in good faith by the board); (ii) a material diminution of the executive's titles, offices, positions or authority, excluding for purposes of determining "good reason," an action not taken in bad faith; or the assignment to the executive of any duties inconsistent with the executive's position (including status or reporting requirements), authority, or material responsibilities, or the removal of executive's authority or material responsibilities, excluding for this purpose an action not taken in bad faith; (iii) a transfer of the executive's primary workplace of more than 50 miles from the current workplace; (iv) a material breach of the employment agreement by the Company; or (v) the executive is no longer serving in the position(s) for which the employment agreement relates, and in the case of Mr. Campbell and Ms. Miles, and that he or she is no longer a member of the board of directors. Under the employment agreements, "change of control" is defined as both (1) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), other than certain entities controlled by Philip F. Anschutz, of 20% or more of the combined voting power of the then-outstanding voting securities of the Company and (2) the beneficial ownership of such individual, entity or group of more than 20% of the voting power of the Company exceeds the beneficial ownership of such entities controlled by Mr. Anschutz.

We believe these change in control arrangements provide continuity of management in the event of an actual or threatened change in control of the Company. The three-month and one year periods are designed to retain Messrs. Campbell, Dunn, Ownby and Brandow and Ms. Miles through the date of the change in control and for a one-year period thereafter in order to allow us to effectuate the change in control and transition to new ownership with the benefit of the institutional knowledge and industry experience of these executive officers.

We also provide for severance payments if we terminate the named executive officers' employment without cause or if the named executive officers terminate their employment for good reason. Under the employment agreements, "cause" is defined as (i) any willful breach of any material written policy of the Company that results in material and demonstrable liability or loss to the Company; (ii) the executive engaging in conduct involving moral turpitude that causes material and demonstrable injury, monetarily or otherwise, to the Company, including, but not limited to, misappropriation or conversion of assets of the Company (other than immaterial assets); (iii) conviction of or entry of a plea of nolo contendere to a felony; or (iv) a material breach of the employment agreement by engaging in action in violation of the restrictive covenants in the employment agreement. For purposes of defining "cause" under the employment agreements, no act or failure to act by the executive shall be deemed "willful" if done, or omitted to be done, by such executive in good faith and with the reasonable belief that such action or omission was in the best interest of the Company.

We believe that these termination provisions reflect both market practices and competitive factors. Our board of directors believes that these severance payments and benefit arrangements are necessary to attract and retain our Executive Chairman, Chief Executive Officer, President, Chief Financial Officer and General Counsel, and believes that such provisions continue to reflect market practices and competitive factors. Additional information regarding the employment agreements and the quantified benefits that would be payable by the Company to these executive officers had termination occurred on December 30, 2010, is found below under the heading "Potential Payments upon Termination or Change in Control."

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Tax Deductibility of Executive Compensation

Section 162(m) of the Code generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of \$1.0 million paid by a publicly-traded corporation to its chief executive officer and up to three other most highly compensated officers who are included in the summary compensation table in the Company's proxy statement for the following fiscal year, excluding the chief financial officer. Under the Code, however, there is no limitation on the deductibility of "qualified performance-based compensation." In order to satisfy the requirement for qualified performance-based compensation under the Code, the Compensation Committee is prohibited from increasing the amount of compensation payable if a performance goal is met, but may reduce or eliminate compensation even if such performance goal is attained. In addition, among other requirements, every five years, stockholders must approve the types of performance goals and the maximum amount that may be paid to covered executive officers or the formula used to calculate such amount. Our stockholders previously have approved the material terms for payment of our executive incentive compensation. Our Compensation Committee has taken, and intends to continue taking, the necessary steps to ensure that the Company's tax deduction is preserved and not limited by the \$1.0 million deductibility cap, *provided, however*, that the Compensation Committee reserves the right, in circumstances that it deems appropriate, to pay discretionary amounts that are not deductible if such payments are in the best interest of the Company.

COMPENSATION COMMITTEE REPORT

Our Compensation Committee, which consists of Messrs. Kaplan, Brymer and Weigand, is composed entirely of independent directors based on the standards for independence of the NYSE as they relate to Compensation Committee membership.

The Compensation Committee met with management to review and discuss this Compensation Discussion and Analysis. Based on such review and discussion, the Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in the Company's annual report on Form 10-K for fiscal 2010, and the board of directors has approved that recommendation.

Respectfully submitted on April 18, 2011 by the members of the Compensation Committee.

Stephen A. Kaplan, Chairman
Charles E. Brymer
Nestor R. Weigand, Jr.

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Name and Principal Position	Year	Salary(1)(2)	Bonus	Non-Equity			Total
				Stock Awards(3)	Option Award Compensation(4)	Incentive Plan Compensation(5)	
Michael L. Campbell, Executive Chairman	2010	\$ 800,000		\$ 1,045,044	\$ 800,000	\$ 318,072	\$ 2,963,116
	2009	\$ 800,000		\$ 1,793,149	\$ 920,000	\$ 127,734	\$ 3,640,883
	2008	\$ 798,077		\$ 910,215(6)	\$ 720,000	\$ 146,627	\$ 2,574,919
Amy E. Miles, Chief Executive Officer	2010	\$ 750,000		\$ 1,703,872	\$ 750,000	\$ 509,221	\$ 3,713,093
	2009	\$ 650,000		\$ 2,554,760	\$ 747,500	\$ 108,254	\$ 4,060,514
	2008	\$ 411,635		\$ 312,895(6)	\$ 288,563	\$ 63,724	\$ 1,076,817
Gregory W. Dunn, President and Chief Operating Officer	2010	\$ 495,000		\$ 702,855	\$ 495,000	\$ 140,436	\$ 1,833,291
	2009	\$ 477,500		\$ 598,883	\$ 549,125	\$ 55,001	\$ 1,680,509
	2008	\$ 427,019		\$ 324,255(6)	\$ 288,563	\$ 66,300	\$ 1,106,137
David H. Ownby, Executive Vice President, Chief Financial Officer and Treasurer	2010	\$ 385,000		\$ 524,796	\$ 288,750	\$ 64,672	\$ 1,263,218
	2009	\$ 350,000		\$ 174,514	\$ 301,875	\$ 23,885	\$ 850,274
Peter B. Brandow, Executive Vice President, General Counsel and Secretary	2010	\$ 370,000		\$ 504,347	\$ 277,500	\$ 106,850	\$ 1,258,697
	2009	\$ 335,000		\$ 450,531	\$ 288,938	\$ 44,396	\$ 1,118,865
	2008	\$ 334,616		\$ 254,099(6)	\$ 226,125	\$ 53,568	\$ 868,408

- (1) Base salaries for fiscal 2011 were unchanged from fiscal 2010 and were reported on the Company's Current Report on Form 8-K, filed with the SEC on January 12, 2011 as follows:
- Michael L. Campbell's base salary remained the same at \$800,000;
 Amy E. Miles' base salary remained the same at \$750,000;
 Gregory W. Dunn's base salary remained the same at \$495,000;
 David H. Ownby's base salary remained the same at \$385,000; and
 Peter B. Brandow's base salary remained the same at \$370,000.
- (2) Base salaries for Ms. Miles and Messrs. Dunn and Ownby were effective as of June 30, 2009 and remain unchanged. Prior to June 30, 2009, the annualized base salaries for our executive officers were as follows:
- Amy E. Miles' base salary was \$412,500;
 Gregory W. Dunn's base salary was \$427,500; and
 David H. Ownby's base salary was \$208,000.
- (3) These amounts represent the portion of the fair value of the performance shares and restricted shares granted during fiscal 2008, fiscal 2009 and fiscal 2010 for financial statement reporting purposes in accordance with FASB ASC Topic 718, and do not represent cash payments made to the individuals or amounts realized, or amounts that may be realized. Under FASB ASC Topic 718, the fair value of options granted to employees is recognized ratably over the vesting period. See details of the assumptions used in valuation of the options in Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the annual report on Form 10-K for fiscal 2010, filed with the SEC on February 28, 2011. The amounts reported for fiscal 2010 do not include the portion of fair value of the following equity awards:

Name	Grant Date	Grant Date Closing Market Price of our Class A common stock on	Number of Restricted Shares	Number of Performance Shares
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			the date of award		
Michael L. Campbell	January 12, 2011	\$	12.21	32,400	42,948
Amy E. Miles	January 12, 2011	\$	12.21	52,826	70,025
Gregory W. Dunn	January 12, 2011	\$	12.21	21,791	28,885
David H. Ownby	January 12, 2011	\$	12.21	16,270	21,568
Peter B. Brandow	January 12, 2011	\$	12.21	15,636	20,727

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(4) On January 12, 2011, pursuant to the Company's annual executive incentive program and based upon the attainment of performance targets previously established by the Compensation Committee under the annual executive incentive program, the Company approved 2010 cash incentive awards for the named executive officers. The amounts with respect to fiscal 2010 were reported on the Company's Current Report on Form 8-K, filed with the SEC on January 12, 2011 and paid in the first quarter of fiscal 2011.

(5) Includes the following:

Name	Fiscal Year	Company Contributions Under 401(k) Savings Plan	Dividends Paid on Restricted Stock	Total
Michael L. Campbell	2010	\$ 16,269	\$ 301,803	\$ 318,072
	2009	\$ 16,269	\$ 111,465	\$ 127,734
	2008	\$ 15,274	\$ 131,353	\$ 146,627
Amy E. Miles	2010	\$ 16,500	\$ 492,721	\$ 509,221
	2009	\$ 16,500	\$ 91,754	\$ 108,254
	2008	\$ 15,500	\$ 48,224	\$ 63,724
Gregory W. Dunn	2010	\$ 16,217	\$ 124,219	\$ 140,436
	2009	\$ 14,482	\$ 40,519	\$ 55,001
	2008	\$ 13,618	\$ 52,682	\$ 66,300
David H. Ownby	2010	\$ 13,424	\$ 51,248	\$ 64,672
	2009	\$ 13,228	\$ 10,657	\$ 23,885
Peter B. Brandow	2010	\$ 13,204	\$ 93,646	\$ 106,850
	2009	\$ 13,208	\$ 31,188	\$ 44,396
	2008	\$ 12,436	\$ 41,132	\$ 53,568

(6) Pursuant to the terms of the 2002 Stock Incentive Plan, the portion of stock awards represented by performance shares set forth in this column will not be exercised by the named executive officers because the Company did not meet the threshold performance targets for the applicable performance period. Therefore, no restricted shares will be issued under this performance share grant upon the termination of the service-based vesting period which expires on January 16, 2012. The respective values for the 2008 performance shares for each executive officer on December 30, 2010 are listed below:

Michael L. Campbell: \$566,698

Amy E. Miles: \$194,805

Gregory W. Dunn: \$201,886

Peter B. Brandow: \$158,199

Table of Contents**2010 Grants of Plan-Based Awards**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)		Estimated Future Payouts Under Equity Incentive Plan Awards: Number of Shares of Stock or Units(2)			All Other Stock Awards: Number of Shares of Stock or Units(3)	Grant Date Fair Value of Stock and Option Awards(4)
		Target	Maximum	Threshold	Target	Maximum		
Michael L. Campbell		\$ 800,000	\$ 1,200,000					
	01/13/2010						26,875	\$ 395,600
	01/13/2010			35,625	35,625	53,437		\$ 659,444
Amy E. Miles		\$ 750,000	\$ 1,125,000					
	01/13/2010						43,818	\$ 645,001
	01/13/2010			58,084	58,084	87,126		\$ 1,058,871
Gregory W. Dunn		\$ 495,000	\$ 742,500					
	01/13/2010						18,075	\$ 266,064
	01/13/2010			23,960	23,960	35,940		\$ 436,791
David H. Ownby		\$ 288,750	\$ 433,125					
	01/13/2010						13,496	\$ 198,661
	01/13/2010			17,890	17,890	26,835		\$ 326,135
Peter B. Brandow		\$ 277,500	\$ 416,250					
	01/13/2010						12,970	\$ 190,918
	01/13/2010			17,193	17,193	25,789		\$ 313,429

- (1) These amounts represent the dollar amount of the estimated future payout upon satisfaction of certain conditions under non-equity incentive plan awards granted during fiscal 2010. The Compensation Committee of the board of directors of the Company approved 2010 non-equity incentive plan awards for the named executive officers on January 12, 2011. Such amounts were paid during the first quarter of 2011. See the 2010 Summary Compensation Table for those amounts.
- (2) On January 13, 2010, 152,752 performance shares, in the aggregate, were granted under our 2002 Stock Incentive Plan at nominal cost to our named executive officers. Each performance share represents the right to receive from 0% to 150% of the target numbers of shares of restricted Common Stock. The number of shares of restricted Common Stock earned will be determined by a calculation of as-adjusted EBITDA targets, and on the calculation date for such awards, the Compensation Committee will determine the actual performance percentage by calculating for each of the three fiscal years prior to the calculation date the percentage by which the Company's actual adjusted EBITDA met or exceeded adjusted annual EBITDA target for each such fiscal year, respectively, and averaging such performance percentages over such three fiscal year period. On the calculation date, the executive is entitled to receive payment in an amount equal to the dividends paid by us with respect to a share of our Class A common stock from the grant date through the calculation date, multiplied by the number of restricted shares, if any, such executive receives under the award of performance shares. For purposes of this 2010 Grants of Plan-Based Awards Table, the ultimate expense for such shares recognized for financial statement reporting purposes by the Company, which is the grant date fair value, is included in the 2010 Summary Compensation Table in the column entitled "Stock Awards" and their valuation assumptions are referenced in footnote 3 to that table.
- (3) On January 13, 2010, 115,234 restricted shares, in the aggregate, were granted under our 2002 Stock Incentive Plan at nominal cost to our named executive officers. The closing price of our Class A common stock on the date of these grants was \$14.72 per share. The restricted shares are subject to a continued employment restriction and such restriction is fulfilled upon continued employment for a specified number of years (typically four years after the award date). Upon the lapse of such restrictions, the restricted stock award immediately vests. The ultimate expense recognized for financial statement reporting purposes by the Company for these restricted

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shares, which is the grant date fair value, is included in the 2010 Summary Compensation Table in the column entitled "Stock Awards" and their valuation assumptions are referenced in footnote 3 to that table.

(4)

These amounts represent the grant date fair value computed in accordance with FASB ASC Topic 718. See details of the assumptions used in valuation of the performance shares and restricted shares in Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the Company's annual report on Form 10-K for fiscal 2010 filed with the SEC on February 28, 2011.

Table of Contents**Outstanding Equity Awards at Fiscal 2010 Year End**

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of shares or units of stock that have not vested(1)	Market value of shares or units of stock that have not vested(1)	Equity incentive awards: number of unearned shares, units or other rights that have not vested(2)	Equity incentive awards: market or pay out value of unearned shares, units or other rights that have not vested(2)
Michael L. Campbell						26,875(4)	\$ 317,663	35,625(9)	\$ 421,088
						51,549(5)	\$ 609,309	91,109(10)	\$ 1,076,908
						35,993(6)	\$ 425,437	23,972(11)	\$ 283,349
						25,888(7)	\$ 305,996	17,241(12)	
Amy E. Miles						43,818(4)	\$ 517,929	58,084(9)	\$ 686,553
						15,948(5)	\$ 188,505	28,187(10)	\$ 333,170
						12,373(6)	\$ 146,249	8,240(11)	\$ 97,397
						8,974(7)	\$ 106,073	5,977(12)	
Gregory W. Dunn						150,489(8)	\$ 1,778,780		
						18,075(4)	\$ 213,647	23,960(9)	\$ 283,207
						17,217(5)	\$ 203,505	30,429(10)	\$ 359,671
						12,822(6)	\$ 151,556	8,540(11)	\$ 100,943
David H. Ownby	45,566(3)			\$ 4.4134	05/03/2012	13,496(4)	\$ 159,523	17,890(9)	\$ 211,460
						5,017(5)	\$ 59,301	8,867(10)	\$ 104,808
						3,114(6)	\$ 36,807	2,073(11)	\$ 24,503
						2,319(7)	\$ 27,411	1,544(12)	
Peter B. Brandow						12,970(4)	\$ 153,305	17,193(9)	\$ 203,221
						12,952(5)	\$ 153,093	22,891(10)	\$ 270,572
						10,048(6)	\$ 118,767	6,692(11)	\$ 79,099
						7,479(7)	\$ 88,402	4,981(12)	

(1) These amounts represent the number of unvested restricted shares and the market value of such unvested shares for each of our named executive officers as of December 30, 2010, the end of fiscal 2010. The December 30, 2010 fair market value of these restricted shares was valued at the closing price of our Class A common stock on December 30, 2010 of \$11.82 per share.

(2) These amounts represent the number of unearned performance shares for each of our named executive officers, based on the achievement of threshold performance goals, as of the December 30, 2010, the end of fiscal 2010, and the market value of such unearned shares, based on the closing price of our Class A common stock on December 30, 2010 of \$11.82 per share. The threshold performance goals for these performance shares is more fully described in footnote 2 to the 2010 Grants of Plan-Based Awards table and Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the annual report on Form 10-K for fiscal 2010, filed with the SEC on February 28, 2011. The reported unearned performance shares will be issued, subject to the executive's performance share award agreement, on the calculation date. In addition, certain of the reported unearned performance shares granted to Messrs. Campbell, Dunn, Ownby and Brandow and Ms. Miles are subject to an additional one-year vesting period, as described in footnotes 9, 10, 11 and 12 to this Outstanding Equity Awards at Fiscal 2010 Year End table.

(3)

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This amount reflects the number of exercisable options (after giving effect to the antidilution adjustments made in connection with our payment of extraordinary cash dividends on December 30, 2010, April 13, 2007, June 2, 2004 and July 1, 2003) for Mr. Ownby on December 30, 2010, the last day of fiscal 2010.

- (4) Restricted stock vesting on January 13, 2014.
- (5) Restricted stock vesting on January 13, 2013.
- (6) Restricted stock vesting on January 16, 2012.
- (7) Restricted stock vesting on January 10, 2011.
- (8) This amount represents the number of unvested restricted shares and the market value of such unvested shares granted to Ms. Miles as of June 30, 2009.

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- (9) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in footnote 2 to the 2010 Grants of Plan-Based Awards table. Such performance shares vest on January 13, 2014, the one year anniversary of the calculation date.
- (10) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the annual report on Form 10-K for fiscal 2010, filed with the SEC on February 28, 2011. Such performance shares vest on January 13, 2013, the one year anniversary of the calculation date.
- (11) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the annual report on Form 10-K for fiscal 2010, filed with the SEC on February 28, 2011. Such performance shares vest on January 16, 2012, the one year anniversary of the calculation date. As of the calculation date, which was January 16, 2011, such threshold performance goals were not satisfied, and therefore, no restricted shares will be issued under this performance grant. Accordingly, as of January 16, 2011, the value of such unvested shares was \$0.
- (12) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which have been reproduced in Appendix A to this proxy statement and are included in the annual report on Form 10-K for fiscal 2010, filed with the SEC on February 28, 2011. Such performance shares vest on January 10, 2011, the one year anniversary of the calculation date. As of the calculation date, which was January 10, 2010, such threshold performance goals were not satisfied, and therefore, no restricted shares will be issued under this performance grant. Accordingly, as of December 30, 2010, the value of such unvested shares was \$0.

Option Exercises and Stock Vested During Fiscal 2010

Name	Stock Awards	
	Number of Shares Acquired on Vesting(1)	Value Realized on Vesting(2)
Amy E. Miles	14,896	\$ 224,697
Michael L. Campbell	41,382	\$ 623,305
Gregory W. Dunn	16,688	\$ 251,811
David H. Ownby	4,352	\$ 65,602
Peter B. Brandow(3)	18,737	\$ 250,756

Name	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting(1)	Value Realized on Vesting(2)
	Amy E. Miles	0	\$	14,896
Michael L. Campbell	0	\$	41,382	\$ 623,305
Gregory W. Dunn	0	\$	16,688	\$ 251,811
David H. Ownby	0	\$	4,352	\$ 65,602
Peter B. Brandow(3)	5,900	\$ 57,017	12,837	\$ 193,739

- (1) These amounts represent the combined number of restricted shares vested on January 14, 2010 and March 7, 2010.
- (2) These amounts represent the combined fair market value of such vested shares for each of our named executive officers as vested on January 14, 2010 and March 7, 2010. The fair market values of these restricted shares at the closing price of our Class A common stock on January 14, 2010 and March 7, 2010 was \$14.84 and \$15.22 per share, respectively.
- (3)

Mr. Brandow exercised 5,900 options on December 8, 2010 at an exercise price of \$4.876 per share.

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Potential Payments Upon Termination or Change in Control

Potential Payments Upon Termination. Pursuant to each employment agreement, the Company provides for severance payments and other benefits if the Company terminates an executive's employment without cause or if an executive terminates his or her employment for good reason. Under these circumstances, the executive shall be entitled to receive severance payments equal to (i) the actual bonus, pro-rated to the date of termination, that executive would have received with respect to the fiscal year in which the termination occurs; (ii) two times the executive's annual base salary *plus* one times the executive's target bonus; and (iii) continued coverage under any medical, health and life insurance plans for a 24-month period following the date of termination.

In addition, pursuant to our form of Restricted Stock Agreement, if we terminate Ms. Miles or Messrs. Campbell, Dunn, Ownby or Brandow without cause, their restricted stock awards granted vest as to one-fourth of the total number of restricted shares granted for each of the anniversaries of the grant date for which they remained in service prior to such termination without cause.

Potential Payments Upon Change in Control. If the Company terminates any executive's employment, or if any executive resigns for good reason, within three (3) months prior to, or one (1) year after, a change of control of the Company (as defined within each employment agreement), the executive shall be entitled to receive severance payments equal to: (i) the actual bonus, pro-rated to the date of termination, that executive would have received with respect to the fiscal year in which the termination occurs; and (ii)(a) in the case of Mr. Campbell and Ms. Miles, two and one-half times the executive's annual base salary *plus* two times the executive's target bonus; and (b) in the case of Messrs. Dunn, Ownby and Brandow, two times the executive's annual salary *plus* one and one-half times the executive's target bonus; and (iii) continued coverage under any medical, health and life insurance plans for a 30-month period following the date of termination. A change in control, is defined in our 2002 Stock Incentive Plan as both (1) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), other than certain entities controlled by Philip F. Anschutz, of 20% or more of the combined voting power of the then-outstanding voting securities of the Company and (2) the beneficial ownership of such individual, entity or group of more than 20% of the voting power of the Company exceeds the beneficial ownership of such entities controlled by Mr. Anschutz. Pursuant to our 2002 Stock Incentive Plan, upon a change in control, all restrictions with respect to restricted stock awards to these executives shall immediately lapse. For additional information regarding the philosophy behind our change in control arrangements, see the discussion under the heading, "Compensation Discussion and Analysis Post-Termination Compensation."

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Pursuant to our 2006 performance share award agreement, in the event of a change of control such performance shares are treated in the following manner:

Time of change of control event	Amount of performance shares vested	Method for calculating total stockholder return in connection with change of control event
Prior to the first-year anniversary of the grant date	None; all performance shares under such grant are forfeited	
On or after the first-year anniversary but before the second-year anniversary of the grant date	One-third the number of performance shares the grant recipient would have been awarded based upon the total stockholder return achieved (which, depending on total stockholder return attained, may be zero)	The average of the total stockholder returns attained by the Company for the full twelve month period ended on the first-year anniversary of the grant date prior to the change of control, and for the portion of the twelve month period in which the change in control occurs (excluding from such calculation the date of the change of control)
On or after the second-year anniversary of the grant date but prior to the calculation date	Two-thirds the number of performance shares the grant recipient would have been awarded based upon the total stockholder return achieved (which, depending on total stockholder return attained, may be zero)	The average of the total stockholder returns attained by the Company for the two full twelve month periods ended on the second-year anniversary of the grant date prior to the change of control, and for the portion of the twelve month period in which the change in control occurs (excluding from such calculation the date of the change of control)

Pursuant to our 2009 performance share award agreement, in the event of a change of control such performance shares are treated in the following manner:

Time of change of control event	Amount of performance shares vested
Prior to the first-year anniversary of the grant date	The grant recipient will forfeit performance shares and not have any right to receive any restricted stock or common stock in respect of this award of performance shares
On or after the first-year anniversary but before the second-year anniversary of the grant date	The grant recipient will be entitled to receive a number of shares of restricted stock in respect of the recipient's performance shares equal to one-third of the target long term incentive
On or after the second-year anniversary of the grant date but prior to the calculation date	The grant recipient will be entitled to receive a number of shares of restricted stock in respect of the recipient's performance shares equal to two-thirds of the target long term incentive

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The following table describes the potential payments and benefits, payable to our named executive officers, if such executive were terminated on December 30, 2010 based on our employment agreements:

Name	Cash Severance Payment(1)(2)	Cash Bonus(1)(3)	Value of Medical Insurance Continuation(1)	Value of Life Insurance Continuation(1)	Value of Acceleration of Equity Awards Upon Termination(4)	Total Termination Benefit
Michael L. Campbell						
By the Company without cause	\$ 1,600,000	\$ 800,000	\$ 15,806	\$ 2,471	\$ 442,216	\$ 2,860,493
By executive for good reason	\$ 1,600,000	\$ 1,600,000	\$ 15,806	\$ 2,471		\$ 3,218,277
By the Company or by executive for good reason in connection with a change in control	\$ 2,000,000	\$ 2,400,000	\$ 19,757	\$ 3,089	\$ 2,017,375	\$ 6,440,221
Amy E. Miles						
By the Company without cause	\$ 1,500,000	\$ 750,000	\$ 15,806	\$ 2,458	\$ 517,819	\$ 2,786,083
By executive for good reason	\$ 1,500,000	\$ 1,500,000	\$ 15,806	\$ 2,458		\$ 3,018,264
By the Company or by executive for good reason in connection with a change in control	\$ 1,875,000	\$ 2,250,000	\$ 19,757	\$ 3,073	\$ 2,848,592	\$ 6,996,422
Gregory W. Dunn						
By the Company without cause	\$ 990,000	\$ 495,000	\$ 15,806	\$ 1,629	\$ 160,439	\$ 1,662,874
By executive for good reason	\$ 990,000	\$ 990,000	\$ 15,806	\$ 1,629		\$ 1,997,435
By the Company or by executive for good reason in connection with a change in control	\$ 990,000	\$ 1,237,500	\$ 19,757	\$ 2,036	\$ 801,479	\$ 3,050,772
David H. Ownby						
By the Company without cause	\$ 770,000	\$ 288,750	\$ 8,528	\$ 1,264	\$ 38,962	\$ 1,107,504
By executive for good reason	\$ 770,000	\$ 577,500	\$ 8,528	\$ 1,264		\$ 1,357,292
By the Company or by executive for good reason in connection with a change in control	\$ 770,000	\$ 721,875	\$ 10,660	\$ 1,580	\$ 317,978	\$ 1,822,093
Peter B. Brandow						
By the Company without cause	\$ 740,000	\$ 277,500	\$ 15,806	\$ 1,214	\$ 125,685	\$ 1,160,205
By executive for good reason	\$ 740,000	\$ 555,000	\$ 15,806	\$ 1,214		\$ 1,312,020
By the Company or by executive for good reason in connection with a change in control	\$ 740,000	\$ 693,750	\$ 19,757	\$ 1,518	\$ 603,758	\$ 2,058,783

- (1) The Cash Severance Payment, Cash Bonus and Medical and Life Insurance Continuation amounts are calculated in connection with each named executive officer's employment agreement.
- (2) The amounts reported as cash severance payment are calculated under the employment agreements as follows: (i) for a termination by the Company without cause or by the executive for good reason, two times such executive's base salary for fiscal 2010, and (ii) in the case of termination by the Company or by the executive for good reason in connection with a change in control, as more fully described under the heading "Potential Payments Upon Termination," in the case of Mr. Campbell and Ms. Miles, two and a half times his or her annual base salary for fiscal 2010, and in the case of Messrs. Dunn, Ownby and Brandow, two times his annual base salary for fiscal 2010.
- (3) The amounts reported as cash bonus are calculated under the employment agreements as follows: (i) for a termination by the Company without cause or by the executive for good reason, the actual bonus, pro-rated to the date of termination, that he or she would have received, plus one times such executive's target bonus, for fiscal 2010, and (ii) in the case of termination by the Company or by the executive for good reason in connection with a change in control, as more fully described under the heading "Potential Payments Upon Termination," in the case of Mr. Campbell and Ms. Miles, the actual bonus, pro-rated to the date of termination, that he or she would have received, plus two times his or her target bonus, for fiscal 2010, and in the case of Messrs. Dunn, Ownby and Brandow, the actual bonus, pro-rated to the date of termination, that he would have received, plus one and one-half times his target bonus, for fiscal 2010.
- (4) Under our 2002 Stock Incentive Plan, upon a change in control, restrictions on all restricted stock immediately lapse, irrespective of whether such executive is terminated. Amounts reported include the value of shares of restricted stock for which such restrictions immediately would lapse upon a change in control, but do not include the value of any performance shares granted under the 2006 performance share award agreement since the value of such shares depends on the stock price of our Class A common stock at the time of such change of control.

Table of Contents**Compensation Committee Interlocks and Insider Participation**

No interlocking relationship exists between our board of directors or Compensation Committee and the board of directors or Compensation Committee of any other company, nor has any interlocking relationship existed in the past.

Equity Compensation Plan Information

The following table sets forth, as of December 30, 2010, the number of shares of Regal's Class A common stock to be issued upon exercise of outstanding options, the weighted average exercise price of outstanding options, and the number of securities available for future issuance under our equity compensation plan, after giving effect to the anti-dilution adjustments made in connection with our payment of extraordinary cash dividends on December 30, 2010, April 13, 2007, June 2, 2004 and July 1, 2003.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights(1) (a)	Weighted-average exercise price of outstanding options, warrants and rights(2) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,642,105	\$ 8.38	1,518,284
Equity compensation plans not approved by security holders			
Total	1,642,105	\$ 8.38	1,518,284

- (1) Represents 526,742 shares underlying unexercised options and 1,115,363 unearned performance shares, based on the achievement of target performance goals.
- (2) Does not take into account the unearned performance shares reported in column (a).

PROPOSAL 2.
ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Securities Exchange Act, stockholders have an opportunity to approve, on a non-binding, advisory basis, the compensation of named executive officers. As described in the "Compensation Discussion and Analysis" section of this proxy statement, our compensation program is designed with three key objectives: (1) to attract, retain and motivate talented executives; (2) to tie annual and long term compensation incentives to achievement of specified performance objectives; and (3) to create long term value by aligning the interests of our executives with our stockholders. To achieve these objectives, our compensation program consists of several elements, including a base salary, annual incentive compensation and equity incentives. The mix of fixed and performance based compensation, as well as the terms of the executives' employment agreements, allow the Company to tie pay to performance while retaining and attracting experienced, talented senior executives.

We believe our compensation policies and practices appropriately reward our named executive officers for the Company's performance and for their individual performances. Our pay practices are competitive and comparable to other companies of similar size and operations within our industry. We urge stockholders to read the Compensation Discussion and Analysis, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure and related materials to gain a broader understanding of our compensation program.

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We ask stockholders to indicate their support regarding the compensation of our named executive officers. This vote is not intended to address specific items of the compensation, but rather the overall compensation and the philosophy, policies and practices described in this proxy statement. This vote is advisory and non-binding, but our board of directors and the Compensation Committee will consider stockholders' concerns and evaluate whether actions are necessary to address those concerns.

The board of directors unanimously recommends a vote "FOR" approval of the compensation of our named executive officers, as disclosed in this proxy statement.

**PROPOSAL 3.
ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES
ON EXECUTIVE COMPENSATION.**

Pursuant to Section 14A of the Securities Exchange Act, at least once every six years stockholders have an opportunity to advise the board of directors, on a non-binding basis, as to whether the Company should conduct an advisory vote regarding its executive compensation every one, two, or three years.

After careful consideration, the board of director has determined that an annual advisory vote on executive compensation is the best option as it will allow our stockholders to timely communicate their views on the Company's executive compensation program. Annual voting provides for a higher level of accountability and allows for direct and immediate feedback on the Company's executive compensation philosophy, policies and practices as disclosed in the proxy statement each year.

This vote is advisory and non-binding on the Company, but our board of directors and the Compensation Committee will take into account the outcome of the vote when considering the frequency of future advisory votes on executive compensation.

The board of directors unanimously recommends stockholders vote to conduct an advisory vote on executive compensation every ONE YEAR (as opposed to every two years or every three years).

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and other equity securities. Executive officers, directors and holders of greater than 10% of our Common Stock are required by regulations of the SEC to furnish us with copies of all Section 16(a) reports they file.

To our knowledge, based solely upon a review of the copies of such reports furnished to us and/or written representations that no other reports were required to be filed during fiscal 2010, all filing requirements under Section 16(a) applicable to our officers, directors and 10% stockholders were satisfied timely.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Related Person Transaction Policy

The board has adopted a policy for the review, approval or ratification of transactions involving the Company and "related persons" as defined under the relevant SEC rules. The policy covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest). Our policy is as follows:

Any proposed related person transaction must be reported to the Company's Chief Executive Officer, Chief Financial Officer or General Counsel, whom we refer to in this policy as authorized officers, and reviewed and approved by the Audit Committee, after full disclosure of the related person's interest in the transaction, prior to effectiveness or consummation of the transaction, whenever practicable.

If an authorized officer determines that advance approval of such transaction is not practicable under the circumstances, the Audit Committee shall review, after full disclosure of the related person's interest in the transaction, and, in its discretion, may ratify the transaction at the next Audit Committee meeting or at its next meeting following the date that such transaction comes to the attention of such authorized officer.

An authorized officer may present any such transaction arising in the time period between meetings of the Audit Committee to the Chair of the Audit Committee, who shall review and may approve such transaction, subject to ratification, after full disclosure of the related person's interest in the transaction, by the Audit Committee at the next Audit Committee meeting.

Transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee, pursuant to the Compensation Committee charter.

In review of a related person transaction, the Audit Committee will review all relevant information available to it, and the Audit Committee may approve or ratify such transaction only if the Audit Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company.

The Audit Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the related person in connection with the approval of such transaction.

Related Party Transactions

During fiscal 2010, in connection with an agreement with an Anschutz affiliate, Regal received various forms of advertising in exchange for on-screen advertising provided in certain of its theatres. The value of such advertising was approximately \$0.1 million.

During fiscal 2010, Regal Cinemas incurred approximately \$0.1 million of expenses payable to Anschutz affiliates for certain advertising services during fiscal 2010. Also during fiscal 2010, Regal Cinemas received less than \$0.1 million from an Anschutz affiliate for rent and other expenses related to a theatre facility.

During fiscal 2010, the Company received approximately \$0.5 million from an Anschutz affiliate for management fees related to a theatre site in Los Angeles, California. As of December 31, 2009, the Company was due approximately \$0.6 million from the Anschutz affiliate related to certain reimbursable costs (primarily pre-opening costs) associated with this theatre. This amount was paid to Regal during the year ended December 30, 2010.

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During fiscal 2010, Mr. Campbell's brothers, Charles Campbell and Rick Campbell were employed by us as our Vice President of Security and Vice President of Information Technology, respectively.

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Charles Campbell's compensation in the fiscal 2010 was approximately \$131,000. Rick Campbell's compensation for the fiscal 2010 was approximately \$152,000.

The Audit Committee has reviewed and approved or ratified these transactions.

Employment Agreements

We have entered into employment agreements with each of our named executive officers. For the details of these agreements, see the discussion under the heading "Compensation Discussion and Analysis Elements of Compensation" above.

Indemnification Agreements

Regal Cinemas has entered into indemnification agreements with each of Messrs. Campbell, Dunn, Brandow and Ownby and Ms. Miles. The indemnification agreements provide that Regal Cinemas will indemnify each of those individuals against claims arising out of events or occurrences related to that individual's service as an agent of Regal Cinemas, except among other restrictions to the extent such claims arise from conduct that was knowingly fraudulent, a knowing violation of law or of any policy of Regal Cinemas, deliberately dishonest or in bad faith or constituted willful misconduct.

On March 3, 2006, the board of directors adopted a form of Director Indemnification Agreement to be used as a template for future indemnification agreements between the Company and its directors. Pursuant to the indemnification agreement, the Company will indemnify each director who becomes a party thereto against claims arising out of events or occurrences related to such individual's service on our board of directors; provided such individual acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and our stockholders, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Under the indemnification agreements, we agree to maintain directors' and officers' liability insurance for our directors. As of the date of this proxy statement, the Company has entered into indemnification agreements with each of its directors.

PROPOSAL 4.

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has unanimously selected KPMG to be our independent registered public accounting firm for the fiscal year ending December 29, 2011, and has further directed that management submit the selection of our independent registered public accounting firm for ratification by the stockholders at the Annual Meeting.

Ratification of the selection of KPMG by our stockholders is not required by law. As a matter of policy, however, such selection is being submitted to the stockholders for ratification at the Annual Meeting (and it is the present intention of our Audit Committee and board of directors to continue this policy). The persons designated in the enclosed proxy will vote your shares "FOR" ratification unless you include instruction in your signed proxy to the contrary. If the stockholders fail to ratify the selection of this firm, the Audit Committee will reconsider the matter.

Representatives of KPMG are expected to be present at the Annual Meeting to answer appropriate questions from the stockholders and will be given an opportunity to make a statement on behalf of KPMG should they desire to do so. None of our directors or executive officers has any substantial interest, direct or indirect, in KPMG.

The board of directors unanimously recommends a vote "FOR" ratification of the selection of KPMG as our independent registered public accounting firm for the fiscal year ending December 29, 2011.

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OTHER BUSINESS

We know of no other matter to be acted upon at the Annual Meeting. If any other matters are properly brought before the Annual Meeting however, the persons named in the accompanying proxy card as proxies for the holders of Regal's Common Stock will vote thereon in accordance with their best judgment.

OTHER INFORMATION

Regal's audited consolidated financial statements are reproduced in Appendix A to this proxy statement and are included in the Annual Report on Form 10-K for fiscal 2010 filed with the SEC, 100 F Street N.E., Washington, D.C. 20549. Complimentary copies of the Form 10-K as filed with the SEC may be obtained by following the instructions provided below under the heading "Availability of Report on Form 10-K."

Costs of Proxy Statement

The Company bears the cost of preparing, assembling and mailing this proxy statement and any other proxy materials transmitted on behalf of our board of directors. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding proxy materials to the beneficial owners of our Common Stock.

Important Notice Regarding Delivery of Stockholder Documents

The SEC has adopted rules that permit companies and intermediaries (*e.g.*, brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are Regal stockholders may be householding our proxy materials, to the extent such stockholders have given their prior express or implied consent in accordance with SEC rules. A single proxy statement and summary annual report will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent, which is deemed to be given unless you inform the broker otherwise when you receive the original notice of householding. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and summary annual report, please notify your broker to discontinue householding and direct your written request to receive a separate proxy statement and summary annual report to the Company at: Regal Entertainment Group, Attention: Investor Relations, 7132 Regal Lane, Knoxville, Tennessee 37918, or by calling (865) 922-1123. Stockholders who currently receive multiple copies of the proxy statement and summary annual report at their address and would like to request householding of their communications should contact their broker.

STOCKHOLDER PROPOSALS

In order to include a stockholder proposal in our proxy statement and form of proxy relating to our next annual meeting of stockholders following the end of fiscal 2011, we must receive it no later than December 15, 2011. Any stockholder proposal submitted to us for consideration at next year's annual meeting but which is not intended to be included in the related proxy statement and form of proxy must be received between December 5, 2010 and January 4, 2011; otherwise, the proposal will be considered by us to be untimely and not properly brought before the meeting.

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AVAILABILITY OF REPORT ON FORM 10-K

Upon your written request, we will provide to you a complimentary copy of our 2010 Annual Report on Form 10-K (without exhibits) as filed with the SEC. Your request should be mailed to Regal's offices, addressed as follows: Regal Entertainment Group, Attention: Investor Relations, 7132 Regal Lane, Knoxville, Tennessee 37918. A free copy of the Form 10-K may also be obtained at the Internet web site maintained by the SEC at www.sec.gov and by visiting our Internet web site at www.regalentertainmentgroup.com and clicking on "Investor Relations," then on "Financial Information" and then on "SEC Filings."

By Order of the Board of Directors,

Peter B. Brandow
*Executive Vice President,
General Counsel and Secretary*

April 18, 2011

**REGAL ENTERTAINMENT GROUP
SUMMARY ANNUAL REPORT**

This Summary Annual Report on Appendix A was reproduced from Part I, Item 1A, and Part II of our annual report on Form 10-K (our "Form 10-K") for the fiscal year ended December 30, 2010 (fiscal 2010) that was filed with the Securities and Exchange Commission (the "SEC") on February 28, 2011. The biographical information contained in this Summary Annual Report, as it relates to our executive officers, has been modified since the filing of our Form 10-K to reflect the new enhanced proxy disclosure rules. You can obtain a copy of the complete text of our annual report on Form 10-K, without charge, by following the instructions in our Proxy Statement under the heading "Availability of Report on Form 10-K."

Exhibits 31.1 and 31.2 to our Form 10-K contain our Chief Executive Officer's and Chief Financial Officer's certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 regarding the quality of our public disclosure. Following our 2010 annual meeting of stockholders, we submitted the Section 313A.12(a) Chief Executive Officer Certification to the NYSE in accordance with NYSE's corporate governance rules.

**MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES
OF EQUITY SECURITIES**

Our common equity consists of Class A and Class B common stock. Our Class A common stock has traded on the New York Stock Exchange since May 9, 2002 under the symbol "RGC." There is no established public trading market for our Class B common stock.

The following table sets forth the historical high and low sales prices per share of our Class A common stock as reported by the New York Stock Exchange for the fiscal periods indicated.

	Fiscal 2010	
	High	Low
First Quarter (January 1, 2010 - April 1, 2010)	\$ 18.49	\$ 14.05
Second Quarter (April 2, 2010 - July 1, 2010)	18.42	12.66
Third Quarter (July 2, 2010 - September 30, 2010)	14.37	11.59
Fourth Quarter (October 1, 2010 - December 30, 2010)	15.22	11.67

	Fiscal 2009	
	High	Low
First Quarter (January 2, 2009 - April 2, 2009)	\$ 14.56	\$ 8.83
Second Quarter (April 3, 2009 - July 2, 2009)	14.83	10.58
Third Quarter (July 3, 2009 - October 1, 2009)	14.33	11.41
Fourth Quarter (October 2, 2009 - December 31, 2009)	14.47	11.11

On February 22, 2011, there were approximately 271 stockholders of record of our Class A common stock and one stockholder of record of our Class B common stock.

Additionally, as of February 22, 2011, approximately 525,638 shares of our Class A common stock are issuable upon exercise of stock options that vest and are exercisable at various dates through June 23, 2014, with exercise prices ranging from \$2.2090 to \$14.6414. All such options were exercisable as of February 22, 2011. Finally, as of February 22, 2011 our officers, directors and key employees hold, or in the case of performance shares are eligible to receive, approximately 2,496,428 restricted shares of our Class A common stock, for which the restrictions lapse or the performance criteria and vesting may

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be satisfied, at various dates through January 12, 2015. All shares underlying outstanding options and all shares of restricted stock are registered and will be freely tradable when the option is exercised, in the case of restricted stock when the restrictions lapse, or, in the case of performance shares when the performance criteria and vesting are satisfied, unless such shares are acquired by an affiliate of Regal, in which case the affiliate may only sell the shares subject to the volume limitations imposed by Rule 144 of the Securities Act.

Dividend Policy

During fiscal 2010, we paid to our stockholders four quarterly cash dividends of \$0.18 per share, on each outstanding share of our Class A and Class B common stock, or approximately \$111.1 million in the aggregate. In addition, on December 30, 2010, Regal paid an extraordinary cash dividend of \$1.40 per share on each outstanding share of its Class A and Class B common stock, or approximately \$216.0 million. During fiscal 2009, we paid to our stockholders four quarterly cash dividends of \$0.18 per share, on each outstanding share of our Class A and Class B common stock, or approximately \$110.8 million in the aggregate. On February 9, 2011, we declared a cash dividend of \$0.21 per share on each outstanding share of Class A and Class B common stock. The dividend is payable on March 15, 2011 to our stockholders of record on March 3, 2011. This dividend reflects a \$0.03 per share increase from the Company's last quarterly cash dividend of \$0.18 per share declared on October 28, 2010. These dividends have been or will be funded through cash flow from operations and available cash on hand. We, at the discretion of our board of directors and subject to applicable law, anticipate paying regular quarterly dividends on our Class A and Class B common stock for the foreseeable future. The amount, if any, of the dividends to be paid in the future will depend upon our then available cash, anticipated cash needs, overall financial condition, loan agreement restrictions, future prospects for earnings and cash flows, as well as other relevant factors. For a description of the loan agreement restrictions on the payment of dividends, see "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources" included in Part II, Item 7 of this Form 10-K and Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

Unregistered Sales of Equity Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

During fiscal 2004, the Company's board of directors authorized a share repurchase program, which provided for the authorization to repurchase up to \$50.0 million of the Company's outstanding Class A common stock within a twelve month period. The share repurchase program expired in November 2009. Under the program, repurchases could be made from time to time as market conditions warranted, through open market purchases, negotiated transactions, or in such a manner deemed appropriate by the Company. Treasury shares were retired upon repurchase. During fiscal 2005, the Company repurchased 520,386 shares of its outstanding Class A common stock at an aggregate cost of approximately \$10.0 million. The Company made no repurchases of its outstanding Class A common stock during fiscal 2007, fiscal 2008 or fiscal 2009.

Comparative Stock Performance

The following performance graph compares the yearly percentage change in the cumulative total stockholder return on Regal's Class A common stock with (i) the cumulative total return on the Standard and Poor's Corporation Composite 500 Index and (ii) a self-determined peer group of another public company primarily engaged in the motion picture exhibition industry, for the period commencing December 30, 2005 (the first day of fiscal 2006) and ending December 30, 2010 (the last

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day of fiscal 2010). The comparison assumes \$100 was invested on December 30, 2005 in Regal's Class A common stock and in the foregoing index and peer group, and further assumes the reinvestment of dividends. The peer group for the Company's fiscal years 2003 - 2007 is comprised of Carmike Cinemas, Inc., and for fiscal 2008 and 2009 is comprised of Carmike Cinemas, Inc., and Cinemark, Inc. Cinemark, Inc. was added to the Company's peer from in fiscal 2008, the first full fiscal year after Cinemark, Inc. became a public reporting company and such data was publicly available.

**Comparison of 5 Year Cumulative Total Return
Assumes Initial Investment of \$100
December 30, 2010**

Source: Zacks Investment Research, Inc.

In accordance with the rules and regulations of the SEC, the above performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or to the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, notwithstanding any general incorporation by reference of this proxy statement into any other filed document.

Table of Contents**EXECUTIVE OFFICERS OF THE REGISTRANT**

Shown below are the names, ages (as of March 15, 2011), and current positions of our executive officers. There are no family relationships between any of the persons listed below, or between any of such persons and any of the directors of the Company or any persons nominated or chosen by the Company to become a director or executive officer of the Company.

Name	Age	Position
Michael L. Campbell(1)	57	Executive Chairman of the Board of Directors
Amy E. Miles(1)	44	Chief Executive Officer
Gregory W. Dunn	51	President and Chief Operating Officer
Peter B. Brandow	50	Executive Vice President, General Counsel and Secretary
David H. Ownby	41	Executive Vice President, Chief Financial Officer and Treasurer

(1)

Please refer to Mr. Campbell and Ms. Miles' biographical summaries set forth in the attached Proxy Statement under the heading "Nominees and Continuing Directors of the Company."

Gregory W. Dunn, 51, is our President and Chief Operating Officer. Mr. Dunn has served as an Executive Vice President and Chief Operating Officer of the Company since March 2002 and became President of the Company in May 2005. Mr. Dunn served as Executive Vice President and Chief Operating Officer of Regal Cinemas, Inc., a wholly owned subsidiary of the Company, from 1995 to March 2002. Prior thereto, Mr. Dunn served as Vice President of Marketing and Concessions of Regal Cinemas, Inc. from 1991 to 1995. Mr. Dunn served as an executive officer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings.

Peter B. Brandow, 50, is our Executive Vice President, General Counsel and Secretary and has served as such since March 2002. Mr. Brandow has served as the Executive Vice President, General Counsel and Secretary of Regal Cinemas, Inc., a wholly owned subsidiary of the Company, since July 2001, and prior to that time he served as Senior Vice President, General Counsel and Secretary of Regal Cinemas, Inc. since February 2000. Prior thereto, Mr. Brandow served as Vice President, General Counsel and Secretary from February 1999 when he joined Regal Cinemas, Inc. Mr. Brandow served as an executive officer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings. From September 1989 to January 1999, Mr. Brandow was an associate with the law firm Simpson Thatcher & Bartlett LLP.

David H. Ownby, 41, is our Executive Vice President, Chief Financial Officer and Treasurer and has served in such capacity since June 2009. Mr. Ownby served as our Senior Vice President of Finance from March 2002 to June 2009. Mr. Ownby also served as our Chief Accounting Officer from May 2006 to June 2009. Prior thereto, Mr. Ownby served as the Company's Vice President Finance and Director of Financial Projects from October 1999 to March 2002. Prior to joining the Company, Mr. Ownby served with Ernst & Young LLP from September 1992 to October 1999.

Table of Contents**SELECTED FINANCIAL DATA**

We present below selected historical consolidated financial data for Regal based on historical data, for periods subsequent to the respective acquisition dates, (i) the fiscal year ended December 28, 2006, considering the results of United Artists, Regal Cinemas, Edwards, Hoyts, the results of operations of seven theatres acquired during the fiscal quarter ended July 1, 2004 and the 28 theatres acquired from Signature Theatres on September 30, 2004 (the "fiscal 2004 acquisitions") and the results of operations of seven theatres acquired from R/C Theatres on April 28, 2005 and 21 theatres acquired from Eastern Federal Corporation on July 21, 2005 (the "fiscal 2005 acquisitions") from December 30, 2005 and the results of operations of four theatres acquired from AMC on September 15, 2006 for the period subsequent to the acquisition date, (ii) the fiscal year ended December 27, 2007, considering the results of United Artists, Regal Cinemas, Edwards, Hoyts, the fiscal 2004 acquisitions, the fiscal 2005 acquisitions and the results of operations of four theatres acquired from AMC on September 15, 2006 from December 29, 2006, (iii) the fiscal year ended January 1, 2009, considering the results of United Artists, Regal Cinemas, Edwards, Hoyts, the fiscal 2004 acquisitions, the fiscal 2005 acquisitions, the four theatres acquired from AMC from December 28, 2007 and the results of operations of the 28 theatres acquired from Consolidated Theatres on April 30, 2008 for the period subsequent to the acquisition date, (iv) the fiscal year ended December 31, 2009, considering the results of United Artists, Regal Cinemas, Edwards, Hoyts, the fiscal 2004 acquisitions, the fiscal 2005 acquisitions, the four theatres acquired from AMC and the 28 theatres acquired from Consolidated Theatres from January 2, 2009 and (v) the fiscal year ended December 30, 2010, considering the results of United Artists, Regal Cinemas, Edwards, Hoyts, the fiscal 2004 acquisitions, the fiscal 2005 acquisitions, the four theatres acquired from AMC, the 28 theatres acquired from Consolidated Theatres from January 1, 2010 and the eight theatres acquired from AMC on May 24, 2010 and June 24, 2010 for periods subsequent to their acquisition dates. The fiscal year ended January 1, 2009 consisted of 53 weeks of operations. The selected historical consolidated financial data as of and for the fiscal years ended December 30, 2010, December 31, 2009, January 1, 2009, December 27, 2007 and December 28, 2006 were derived from the audited consolidated financial statements of Regal and the notes thereto. The selected historical financial data do not necessarily indicate the operating results or financial position that would have resulted from our operations on a combined basis during the periods presented, nor is the historical data necessarily indicative of any future operating results or financial position of Regal. In addition to the below selected financial data, you should also refer to the more complete financial information included elsewhere in this Form 10-K.

	Fiscal year ended December 30, 2010	Fiscal year ended December 31, 2009	Fiscal year ended January 1, 2009(1)	Fiscal year ended December 27, 2007	Fiscal year ended December 28, 2006
(in millions, except per share data)					
Statement of Operations Data:					
Total revenues	\$ 2,807.9	\$ 2,893.9	\$ 2,771.9	\$ 2,661.2	\$ 2,598.1
Income from operations	215.8	279.4	284.4	322.2	308.5
Net income attributable to controlling interest	77.6	95.5	112.2	360.4	104.3
Earnings per diluted share	0.50	0.62	0.72	2.26	0.67
Dividends per common share	\$ 2.12(2)	\$ 0.72	\$ 1.20	\$ 3.20(3)	\$ 1.20

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	As of or for the fiscal year ended December 30, 2010	As of or for the fiscal year ended December 31, 2009	As of or for the fiscal year ended January 1, 2009(1)	As of or for the fiscal year ended December 27, 2007	As of or for the fiscal year ended December 28, 2006
(in millions, except operating data)					
Other financial data:					
Net cash provided by operating activities	\$ 259.4	\$ 410.8	\$ 270.9	\$ 453.4	\$ 304.4
Net cash (used in) provided by investing activities	(82.7)	(110.5)	(338.5)	299.8	(151.7)
Net cash used in financing activities(2)(3)	(299.5)	(142.4)	(197.4)	(480.2)	(186.8)
Balance sheet data at period end:					
Cash and cash equivalents	\$ 205.3	\$ 328.1	\$ 170.2	\$ 435.2	\$ 162.2
Total assets	2,492.6	2,637.7	2,595.8	2,634.2	2,468.8
Total debt obligations	2,073.0	1,997.1	2,004.9	1,963.7	1,987.9
Deficit	(491.7)	(246.9)	(235.9)	(117.7)	(16.6)
Operating data:					
Theatre locations	539	548	552	527	539
Screens	6,698	6,768	6,801	6,388	6,403
Average screens per location	12.4	12.4	12.3	12.1	11.9
Attendance (in millions)	224.3	244.5	245.2	242.9	247.4
Average ticket price	\$ 8.72	\$ 8.15	\$ 7.68	\$ 7.43	\$ 6.98
Average concessions per patron	\$ 3.23	\$ 3.17	\$ 3.09	\$ 3.03	\$ 2.82

- (1) Fiscal year ended January 1, 2009 was comprised of 53 weeks.
- (2) Includes the December 30, 2010 payment of the \$1.40 extraordinary cash dividend paid on each share of Class A and Class B common stock.
- (3) Includes the April 13, 2007 payment of the \$2.00 extraordinary cash dividend paid on each share of Class A and Class B common stock.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and cash flows of Regal Entertainment Group for the fiscal years ended December 30, 2010, December 31, 2009 and January 1, 2009. The following discussion and analysis should be read in conjunction with the consolidated financial statements of Regal and the notes thereto included elsewhere in this Form 10-K.

Overview and Basis of Presentation

We conduct our operations through our wholly owned subsidiaries. We operate the largest and most geographically diverse theatre circuit in the United States, consisting of 6,698 screens in 539 theatres in 37 states and the District of Columbia as of December 30, 2010. We believe the size, reach and quality of our theatre circuit provide an exceptional platform to realize economies of scale from our theatre operations. We also maintain an investment in National CineMedia, which concentrates on in-theatre advertising and creating complementary business lines that leverage the operating personnel, asset and customer bases of its theatrical exhibition partners, which include us, AMC and Cinemark. The Company manages its business under one reportable segment: theatre exhibition operations.

We generate revenues primarily from admissions and concession sales. Additional revenues are generated by our vendor marketing programs, our gift card and discount ticket programs and various other activities in our theatres. In addition, National CineMedia provides us with a theatre access fee associated with revenues generated from its sale of on-screen advertising, rental of theatres for meetings and concerts and other events. Film rental costs depend on a variety of factors, including the prospects of a film, the popularity and box office revenues of a film, and such film rental costs generally increase as the admissions revenues generated by a film increase. Because we purchase certain concession items, such as fountain drinks and popcorn, in bulk and not pre-packaged for individual servings, we are able to improve our margins by negotiating volume discounts. Other operating expenses consist primarily of theatre labor and occupancy costs.

The Company's revenues are usually seasonal, coinciding with the timing of releases of motion pictures by the major distributors. Generally, motion picture studios release the most marketable motion pictures during the summer and holiday seasons. The unexpected emergence or continuance of a "hit" film during other periods can alter the traditional pattern. The timing of movie releases can have a significant effect on the Company's results of operations, and the results of one fiscal quarter are not necessarily indicative of the results for the next or any other fiscal quarter. The seasonality of motion picture exhibition, however, has become less pronounced as motion picture studios are releasing motion pictures somewhat more evenly throughout the year. The Company does not believe that inflation has had a material impact on its financial position or results of operations.

For a summary of other industry trends as well as other risks and uncertainties relevant to the Company, see "Business Industry Overview and Trends" and "Risk Factors."

Critical Accounting Estimates

Our consolidated financial statements are prepared in conformity with U.S generally accepted accounting principles ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosures of contingent assets and liabilities as of the date of the balance sheet as well as the reported amounts of revenues and expenses during the reporting period. We routinely make estimates and judgments about the carrying value of our assets and liabilities that are not readily apparent from other sources. We evaluate and modify on an ongoing basis such estimates and assumptions, which include those related to film costs, property and equipment, goodwill, income taxes and purchase accounting as well as others discussed in Note 2

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to the consolidated financial statements included in Part II, Item 8 of this Form 10-K. Estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. The results of these estimates may form the basis of the carrying value of certain assets and liabilities. Actual results, under conditions and circumstances different from those assumed, may differ materially from estimates. The impact and any associated risks related to estimates, assumptions, and accounting policies are discussed within "Management's Discussion and Analysis of Financial Condition and Results of Operations", as well as in the notes to the consolidated financial statements, if applicable, where such estimates, assumptions, and accounting policies affect our reported and expected results. Management has discussed the development and selection of its critical accounting estimates with the audit committee of our board of directors and the audit committee has reviewed our related disclosures herein. We believe the following accounting policies are critical to our business operations and the understanding of our results of operations and affect the more significant judgments and estimates used in the preparation of our consolidated financial statements:

We have applied the principles of purchase accounting when recording theatre acquisitions. Under current purchase accounting principles, we are required to use the acquisition method of accounting to estimate the fair value of all assets and liabilities, including: (i) the acquired tangible and intangible assets, including property and equipment, (ii) the liabilities assumed at the date of acquisition (including contingencies), and (iii) the related deferred tax assets and liabilities. Because the estimates we make in purchase accounting can materially impact our future results of operations, for significant acquisitions, we have obtained assistance from third party valuation specialists in order to assist in our determination of fair value. The Company provides the assumptions to the third party valuation firms based on information available to us at the acquisition date, including both quantitative and qualitative information about the specified assets or liabilities. The Company primarily utilizes the third parties to accumulate comparative data from multiple sources and assemble a report that summarizes the information obtained. The Company then uses the information to determine fair value. The third party valuation firms are supervised by Company personnel who are knowledgeable about valuations and fair value. The Company evaluates the appropriateness of the valuation methodology utilized by the third party valuation firm. The estimation of the fair value of the assets and liabilities involves a number of judgments and estimates that could differ materially from the actual amounts. Historically, the estimates made have not experienced significant changes and, as a result, we have not disclosed such changes.

FASB Accounting Standards Codification ("ASC") Subtopic 350-20, *Intangibles - Goodwill and Other - Goodwill* specifies that goodwill and indefinite-lived intangible assets will be subject to an annual impairment assessment. Based on our annual impairment assessment conducted during fiscal 2010, fiscal 2009 and fiscal 2008, we were not required to record a charge for goodwill impairment. In assessing the recoverability of the goodwill, we must make various assumptions regarding estimated future cash flows and other factors in determining the fair values of the respective assets. If these estimates or their related assumptions change in the future, we may be required to record impairment charges for these assets in future periods.

We estimate our film cost expense and related film cost payable based on management's best estimate of the expected box office revenue of each film over the length of its run in our theatres and the ultimate settlement of such film costs with the distributors. Generally, less than one-third of our quarterly film expense is estimated at period-end. The length of time until these costs are known with certainty depends on the ultimate duration of the film play, but is typically "settled" within two to three months of a particular film's opening release. Upon settlement with our film distributors, film cost expense and the related film cost payable are adjusted to the final film settlement. The ultimate revenues of a film can be estimated reasonably accurately within a few weeks after the film is released based on the film's initial box office performance, which is

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determined by a film's initial box office receipts. As a result, there are typically insignificant variances between our estimates of film cost expense and the final film cost payable, because we make such estimates based on each film's box office receipts through the end of the reporting period. For the fiscal years ended December 30, 2010, December 31, 2009 and January 1, 2009, there were no significant changes in our film cost estimation and settlement procedures.

We depreciate and amortize the components of our property and equipment relating to both owned and leased theatres on a straight-line basis over the shorter of the lease term or the estimated useful lives of the assets. Each owned theatre consists of a building structure, structural improvements, seating and concession and film display equipment. While we have assigned an estimated useful life of less than 30 years to certain acquired facilities, we estimate that our newly constructed buildings generally have an average economic useful life of 30 years. Certain of our buildings have been in existence for more than 40 years. With respect to equipment (e.g., concession stand, point-of-sale equipment, etc.), a substantial portion is depreciated over seven years or less, which has been our historical replacement period. Seats and digital projection equipment generally have a longer useful economic life, and their depreciable lives (12-17.5 years) are based on our experience and replacement practices. The estimates of the assets' useful lives require our judgment and our knowledge of the assets being depreciated and amortized. Further, we review the economic useful lives of such assets annually and make adjustments thereto as necessary. To the extent we determine that certain of our assets have become obsolescent, we accelerate depreciation over the remaining useful lives of the assets. For example, currently the Company is focusing on an accelerated deployment of 3D compatible digital projection systems to a majority of its first run U.S. theatres. With respect to the Company's existing 35mm film projection equipment that is scheduled to be replaced with digital projection systems, the Company has begun to accelerate depreciation on such 35 mm film projection equipment over the expected deployment schedule since the Company plans to dispose of such equipment prior to the end of their useful lives. To that end, during the fiscal year ended December 30, 2010, the Company recorded approximately \$18.9 million of accelerated depreciation related to such 35mm film projection equipment, as described further in Note 2 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K. Actual economic lives may differ materially from these estimates. The majority of our properties have been appraised. Such appraisals supported the estimated lives being used for depreciation and amortization purposes. Furthermore, our analysis of our historical capital replacement program is consistent with our depreciation policies. Finally, we review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be fully recoverable. Such analysis generally evaluates assets for impairment on an individual theatre basis. When the estimated future undiscounted cash flows of the operations to which the assets relate do not exceed the carrying value of the assets, such assets are written down to fair value. Our experience indicates that theatre properties become impaired primarily due to market or competitive factors rather than physical (wear and tear) or functional (inadequacy or obsolescence) factors. In this regard, we do not believe the frequency or volume of facilities impaired due to these market factors are significant enough to impact the useful lives used for depreciation periods.

For the fiscal years ended December 30, 2010, December 31, 2009 and January 1, 2009, no significant changes have been made to the depreciation and amortization rates applied to operating assets, the underlying assumptions related to estimates of depreciation and amortization, or the methodology applied. For the fiscal year ended December 30, 2010, consolidated depreciation and amortization expense was \$213.4 million, representing 7.6% of consolidated total revenues. If the estimated lives of all assets being depreciated were increased by one year, the consolidated depreciation and amortization expense would have decreased by

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approximately \$14.3 million, or 6.7%. If the estimated lives of all assets being depreciated were decreased by one year, the consolidated depreciation and amortization expense would have increased by approximately \$16.6 million, or 7.8%.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We record a valuation allowance if it is deemed more likely than not that our deferred income tax assets will not be realized. We reassess the need for such valuation allowance on an ongoing basis. An increase in the valuation allowance generally results in an increase in the provision for income taxes recorded in such period. A decrease in the valuation allowance generally results in a decrease to the provision for income taxes recorded in such period.

Additionally, income tax rules and regulations are subject to interpretation, require judgment by us and may be challenged by the taxing authorities. As described further in Note 7 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, effective December 29, 2006, the Company adopted the provisions of ASC Subtopic 740-10, *Income Taxes Overview*. Although we believe that our tax return positions are fully supportable, in accordance with ASC Subtopic 740-10, we recognize a tax benefit only for tax positions that we determine will more likely than not be sustained based on the technical merits of the tax position. With respect to such tax positions for which recognition of a benefit is appropriate, the benefit is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions are evaluated on an ongoing basis as part of our process for determining our provision for income taxes. Among other items deemed relevant by us, the evaluations are based on new legislation, other new technical guidance, judicial proceedings, and our specific circumstances, including the progress of tax audits. Any change in the determination of the amount of tax benefit recognized relative to an uncertain tax position impacts the provision for income taxes in the period that such determination is made.

For fiscal 2010, our provision for income taxes was \$48.7 million. Changes in management's estimates and assumptions regarding the probability that certain tax return positions will be sustained, the enacted tax rate applied to deferred tax assets and liabilities, the ability to realize the value of deferred tax assets, or the timing of the reversal of tax basis differences could impact the provision for income taxes and change the effective tax rate. A one percentage point change in the effective tax rate from 38.7% to 39.7% would have increased the current year income tax provision by approximately \$1.3 million.

Significant Events and Fiscal 2011 Outlook

During the fiscal years ended December 30, 2010 ("Fiscal 2010 Period"), December 31, 2009 ("Fiscal 2009 Period") and January 1, 2009 ("Fiscal 2008 Period"), the Company entered into various financing transactions which are more fully described under "Liquidity and Capital Resources Financing Activities" below and in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

On March 10, 2010, DCIP executed definitive agreements and related financing transactions in connection with the conversion to digital projection. DCIP's financing raised \$660.0 million, consisting of \$445.0 million in senior bank debt, \$135.0 million in additional junior capital and approximately

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\$80.0 million in equity contributions (consisting of cash and existing digital projection systems) from us, AMC and Cinemark. As discussed further under "Liquidity and Capital Resources Investing Activities" below and in Note 4 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, concurrent with closing, the Company entered into the Digital Cinema Agreements with Kasima, LLC, and made the DCIP Contributions. After giving effect to the DCIP Contributions, the Company holds a 46.7% economic interest in DCIP as of December 30, 2010, while continuing to maintain a one-third voting interest along with each of AMC and Cinemark.

As discussed further under "Liquidity and Capital Resources Investing Activities" below and in Note 4 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, during the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, the Company received an additional 4.5 million newly issued common units of National CineMedia. In addition, during the Fiscal 2010 Period, we redeemed approximately 4.3 million of our National CineMedia common units for a like number of shares of NCM, Inc. common stock, which we sold in an underwritten public offering for \$16.00 per share, reducing our investment in National CineMedia by \$14.0 million, the average carrying amount of the shares sold. We received approximately \$66.0 million in proceeds after deducting related fees and expenses payable by us, resulting in an aggregate gain on sale of \$52.0 million. These transactions, together with National CineMedia's issuance of 6.5 million common units to AMC in the second quarter of 2010 as a result of an acquisition, had the effect of decreasing the Company's ownership share in National CineMedia. As a result, on a fully diluted basis, we own a 19.4% interest in NCM, Inc. as of December 30, 2010.

On May 24, 2010 and June 24, 2010, the Company acquired eight theatres with 106 screens located in Illinois, Indiana and Colorado from an affiliate of AMC. Regal purchased five of these AMC theatres representing 63 screens for approximately \$55.0 million in cash, subject to post-closing adjustments, and acquired the other three AMC theatres representing 43 screens in exchange for two Regal theatres consisting of 26 screens. The results of operations of the eight acquired theatres have been included in the Company's consolidated financial statements for periods subsequent to the respective acquisition dates. See "Liquidity and Capital Resources Investing Activities" below and Note 3 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for further discussion of this acquisition.

During the Fiscal 2010 Period, we continued to make progress with respect to the following strategic initiatives:

We demonstrated our commitment to providing incremental value to our stockholders. Total cash dividends distributed to our stockholders during the Fiscal 2010 Period totaled approximately \$327.1 million, including an extraordinary cash dividend of \$1.40 per share on each outstanding share of its Class A and Class B common stock.

In addition to the eight theatres representing 106 screens acquired from an affiliate of AMC, we opened two new theatres with 24 screens and closed 19 theatres with 200 screens (including the two theatres exchanged with AMC), ending the Fiscal 2010 Period with 539 theatres and 6,698 screens.

We continued to embrace new technologies to deliver a premium movie-going experience for our customers on three complementary fronts:

During the Fiscal 2010 Period, the Company focused on an accelerated deployment of 3D compatible digital projection systems to a majority of its first run U.S. theatres and expects to continue the accelerated 3D deployment into the first half of 2011. As of December 30, 2010, we operated 2,202 screens outfitted with digital projection systems, 1,710 of which are digital 3D capable. We expect all of our screens to be outfitted with digital projection systems by late 2012 or early 2013, with approximately 40% of our total screens being digital 3D capable by mid-2011.

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Second, we renegotiated our agreement with IMAX® during the Fiscal 2010 Period to expand our IMAX® footprint by agreeing to install a total of up to 77 IMAX® digital projection systems by the end of 2012. As of December 30, 2010, we operated a total of 50 IMAX® screens. We believe that expanding our IMAX® footprint, combined with a more favorable allocation of costs included in the new agreement, will continue to have a positive impact on our operating results.

Finally, as of December 30, 2010, we had converted seven of our auditoriums to our proprietary large screen format known as RPXSM. We have been encouraged by the initial results of RPXSM and expect to expand our RPXSM footprint by converting up to 12 additional auditoriums throughout 2011.

We believe the installation of 3D digital projection systems and IMAX® theatres systems and the conversion of existing auditoriums to RPXSM auditoriums allow us to offer our patrons premium 3D movie and large all-digital format experiences that we believe generate incremental revenue and cash flows for the Company. We remain optimistic regarding the benefits of digital cinema primarily as it relates to future growth potential associated with 3D film product and other 3D content and are pleased to see continued support of 3D and IMAX® film product by the major motion picture studios.

We are optimistic regarding the breadth of the 2011 film slate, including the timing of the release schedule and the number of films scheduled for release in premium-priced formats. Evidenced by the motion picture studios' continued efforts to promote and market upcoming film releases, 2011 appears to be another year of high-profile releases such as *Rango*, *Thor*, *Pirates of the Caribbean: On Stranger Tides*, *The Hangover Part II*, *Kung Fu Panda 2*, *Cars 2*, *X-Men: First Class*, *Super 8*, *Green Lantern*, *Transformers: Dark of the Moon*, *Harry Potter and the Deathly Hallows: Part 2*, *Captain America: The First Avenger*, *Cowboys & Aliens*, *Happy Feet 2*, *The Twilight Saga: Breaking Dawn Part One*, *Alvin and the Chipmunks: Chip-Wrecked* and *Sherlock Holmes 2*.

We intend to grow our theatre circuit through selective expansion and through accretive acquisitions. With respect to capital expenditures, subject to the timing of certain construction projects, we expect capital expenditures (net of proceeds from asset sales) to be in the range of \$85.0 million to \$100.0 million for fiscal 2011, consisting of new theatre development, expansion of existing theatre facilities, upgrades and replacements.

Overall for the fiscal 2011 year, we expect to benefit from modest increases in ticket prices and average concessions per patron and a continued increase in 3D screens and the number of films scheduled for release in premium-priced formats. In addition, we expect fiscal 2011 admissions and concessions revenues to be supported by our continued focus on efficient theatre operations and through opportunities to expand our concession offerings. We will continue to maintain a business strategy focused on the evaluation of accretive acquisition opportunities, selective upgrades and premium experience opportunities and providing incremental returns to our stockholders. For an understanding of the significant factors that influenced our performance during the past three fiscal years, the preceding and following discussion should be read in conjunction with the consolidated financial statements and the notes thereto presented in Part II, Item 8 of this Form 10-K.

Recent Developments

As discussed further in Note 14 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, on January 4, 2011, Regal issued and sold \$150.0 million in aggregate principal amount of the Company's 9¹/₈% Senior Notes at a price equal to 104.5% of their face value. The notes were issued under an existing Indenture entered into by and between the Company and Wells Fargo Bank, National Association, as trustee (the "Trustee"), dated August 16, 2010, as supplemented by the First Supplemental Indenture, dated January 7, 2011. The net proceeds from the offering, after deducting underwriting discounts and commissions by the Company, were approximately \$154.7 million.

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The Company used substantially all of the net proceeds from the offering (\$152.5 million) to repay a portion of the Amended Senior Credit Facility.

On February 9, 2011, the Company declared a cash dividend of \$0.21 per share on each share of the Company's Class A and Class B common stock. This dividend reflects a \$0.03 per share increase from the Company's last quarterly cash dividend of \$0.18 per share declared on October 28, 2010. The dividend is payable on March 15, 2011 to stockholders of record on March 3, 2011.

On February 10, 2011, the issued and sold \$100.0 million in aggregate principal amount of the Company's 9¹/₈% Senior Notes due 2018 at a price equal to 104.5% of their face value. The notes were issued on February 15, 2011 under an existing Indenture entered into by and between the Company and the Trustee, dated August 16, 2010, as supplemented by the First Supplemental Indenture, dated January 7, 2011 and the Second Supplemental Indenture, dated February 15, 2011. The net proceeds from the offering, after deducting underwriting discounts and commissions by the Company, were approximately \$103.1 million. The Company used a portion the net proceeds from the offering (\$82.1 million) to repay a portion of the Amended Senior Credit Facility. See Note 14 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for further discussion of this transaction.

As described further under "Liquidity and Capital Resources Financing Activities" below and in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, on May 19, 2010, Regal Cinemas entered into a sixth amended and restated credit agreement (the "Amended Senior Credit Facility"), with Credit Suisse AG, Cayman Islands Branch, as Administrative Agent ("Credit Suisse") and the lenders party thereto (the "Lenders"), which consists of a term loan facility (the "Term Facility") with a final maturity date in November 2016.

On February 23, 2011 Regal Cinemas entered into a permitted secured refinancing agreement (the "Refinancing Agreement") with REH, Regal, the Guarantors, Credit Suisse, and the Lenders, which amends and refinances the Term Facility under the Amended Senior Credit Facility. Pursuant to the Refinancing Agreement, Regal Cinemas consummated a permitted secured refinancing of the Term Facility in the amount of \$1,006.0 million, and in accordance therewith, the Lenders advanced term loans in an aggregate principal amount of \$1,006.0 million with a final maturity date in August 2017 (the "New Term Loans"). Together with other amounts provided by Regal Cinemas, proceeds of the New Term Loans were applied to repay all of the outstanding principal and accrued and unpaid interest on the Term Facility under the Amended Senior Credit Facility in effect immediately prior to the making of the New Term Loans.

In addition to extending the maturity date of the New Term Loans, the Refinancing Agreement also amends the Amended Senior Credit Facility by reducing the interest rate on the New Term Loans, by providing, at Regal Cinemas' option, either a base rate or an adjusted LIBOR rate plus, in each case, an applicable margin that is determined according to the consolidated leverage ratio of Regal Cinemas and its subsidiaries. Such applicable margin will be either 2.00% or 2.25% in the case of base rate loans and either 3.00% or 3.25% in the case of LIBOR rate loans. The Refinancing Agreement also amends the Second Amended and Restated Guaranty and Collateral Agreement, dated May 19, 2010, to exclude Margin Stock from the grant of the security interest in the Collateral used to secure the obligations under the Amended Senior Credit Facility.

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Based on our review of industry sources, national box office revenues for the time period that corresponds to Regal's fiscal year of 2010 were estimated to have decreased by less than one percent in comparison to the fiscal year of 2009. The industry's box office results were negatively impacted by difficult comparisons generated by the breadth of films released during the fiscal year of 2009, partially offset by ticket price increases and an increase in the percentage of attendance generated by premium-priced 3D and IMAX® films, including the strong performance of *Avatar*, *Toy Story 3*, *Alice in Wonderland*, *Iron Man 2*, and *Inception*.

The following table sets forth the percentage of total revenues represented by certain items included in our consolidated statements of income for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period (dollars and attendance in millions, except average ticket prices and average concession per patron):

	Fiscal 2010 Period		Fiscal 2009 Period		Fiscal 2008 Period	
	\$	% of Revenue	\$	% of Revenue	\$	% of Revenue
Revenues:						
Admissions	\$ 1,956.3	69.7%	\$ 1,991.6	68.8%	\$ 1,883.1	67.9%
Concessions	724.3	25.8	775.6	26.8	758.0	27.3
Other operating revenues	127.3	4.5	126.7	4.4	130.8	4.8
Total revenues	2,807.9	100.0	2,893.9	100.00	2,771.9	100.0
Operating expenses:						
Film rental and advertising costs(1)	1,026.7	52.5	1,046.5	52.5	990.4	52.6
Cost of concessions(2)	101.1	14.0	110.6	14.3	106.6	14.1
Rent expense(3)	382.3	13.6	378.8	13.1	363.3	13.1
Other operating expenses(3)	784.0	27.9	778.5	26.9	739.9	26.7
General and administrative expenses (including share-based compensation of \$8.4 million, \$5.9 million and \$5.7 million for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, respectively)(3)	66.7	2.4	64.2	2.2	62.1	2.2
Depreciation and amortization(3)	213.4	7.6	201.9	7.0	202.3	7.3
Net loss on disposal and impairment of operating assets(3)	17.9	0.6	34.0	1.2	22.4	0.8
Equity in earnings of joint venture including former employee compensation(3)					0.5	
Total operating expenses(3)	2,592.1	92.3	2,614.5	90.3	2,487.5	89.7
Income from operations(3)	215.8	7.7	279.4	9.7	284.4	10.3
Interest expense, net(3)	148.1	5.3	151.0	5.2	128.4	4.6
Loss on debt extinguishment(3)	23.5	0.8	7.4	0.3	3.0	0.1
Earnings recognized from NCM(3)	(40.8)	1.5	(38.6)	1.3	(32.9)	1.2
Gain on NCM transaction(3)	(52.0)	1.9				
Gain on sale of Fandango interest(3)					(3.4)	0.1
Provision for income taxes(3)	48.7	1.7	61.9	2.1	74.4	2.7
Net income attributable to controlling interest(3)	\$ 77.6	2.8	\$ 95.5	3.3	\$ 112.2	4.0
Attendance	224.3	*	244.5	*	245.2	*
Average ticket price(4)	\$ 8.72	*	\$ 8.15	*	\$ 7.68	*
Average concession per patron(5)	\$ 3.23	*	\$ 3.17	*	\$ 3.09	*

*
Not meaningful

(1) Percentage of revenues calculated as a percentage of admissions revenues.

(2) Percentage of revenues calculated as a percentage of concessions revenues.

(3) Percentage of revenues calculated as a percentage of total revenues.

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- (4) Calculated as admissions revenue/attendance.
- (5) Calculated as concessions revenue/attendance.

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Fiscal 2010 Period Compared to Fiscal 2009 Period

Admissions

During the Fiscal 2010 Period, total admissions revenues decreased \$35.3 million, or 1.8%, to \$1,956.3 million, from \$1,991.6 million in the Fiscal 2009 Period. An 8.3% decline in attendance, partially offset by a 7.0% increase in average ticket prices, led to the decrease in the Fiscal 2010 Period admissions revenues. We believe that our attendance is primarily dependent upon the commercial appeal of content released by the major motion picture studios. The Fiscal 2010 Period decline in attendance was primarily attributable to the overall lack of appeal to our patrons of the films exhibited in our theatres during the Fiscal 2010 Period as compared to the films exhibited during the Fiscal 2009 Period. An increase in the percentage of our admissions revenues generated by premium-priced 3D and IMAX® films exhibited during the Fiscal 2010 Period along with price increases identified during our ongoing periodic pricing reviews (which include analysis of various factors such as general inflationary trends and local market conditions) were the primary drivers of the increase in our Fiscal 2010 Period average ticket prices. Based on our review of certain industry sources, the decrease in our admissions revenues on a per screen basis was slightly greater than the industry's results for the Fiscal 2010 Period as compared to the Fiscal 2009 Period. We believe the greater than industry decrease in admissions revenues on a per screen basis in the Fiscal 2010 Period was attributable to geographical differences in film product performance.

Concessions

Total concessions revenues decreased \$51.3 million, or 6.6%, to \$724.3 million in the Fiscal 2010 Period, from \$775.6 million in the Fiscal 2009 Period. Average concessions revenues per patron during the Fiscal 2010 Period increased 1.9%, to \$3.23, from \$3.17 for the Fiscal 2009 Period. The increase in average concessions revenues per patron for the Fiscal 2010 Period was primarily a result of selective price increases.

Other Operating Revenues

During the Fiscal 2010 Period, other operating revenues increased \$0.6 million, or 0.5%, to \$127.3 million, from \$126.7 million in the Fiscal 2009 Period. Included in other operating revenues are the theatre access fees paid by National CineMedia (net of payments for onscreen advertising time provided to our beverage concessionaire), revenues from our vendor marketing programs and other theatre revenues, including revenue related to our gift card and discount ticket programs. The slight increase in other operating revenues during the Fiscal 2010 Period was primarily driven by increases in revenues related to our gift card and discount ticket programs and other theatre revenues, partially offset by a decrease in revenues from our vendor marketing programs.

Film Rental and Advertising Costs

Film rental and advertising costs as a percentage of admissions revenues of 52.5% during the Fiscal 2010 Period were consistent with that of the Fiscal 2009 Period. Film rental and advertising costs as a percentage of admissions revenues during the Fiscal 2010 Period was primarily impacted by higher film costs associated with the success of *Avatar*, offset by a reduction in newspaper advertising costs.

Cost of Concessions

For the Fiscal 2010 Period, cost of concessions as a percentage of concession revenues was approximately 14.0%, compared to 14.3% for the Fiscal 2009 Period. The decrease in cost of concessions as a percentage of concessions revenues during the Fiscal 2010 Period was primarily related to selective price increases effected subsequent to the end of the Fiscal 2009 period, slightly lower raw material costs for certain items and a shift in the mix and sizes of products sold at the concession

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stand. In addition, we also experienced an increase in the amount of vendor marketing revenue recorded as a reduction of cost of concessions during the Fiscal 2010 Period.

Rent Expense

Rent expense increased by \$3.5 million, or 0.9%, to \$382.3 million in the Fiscal 2010 Period, from \$378.8 million in the Fiscal 2009 Period. The increase in rent expense during the Fiscal 2010 Period was primarily attributable to incremental rent associated with the 106 screens acquired from an affiliate of AMC, partially offset by a reduction in rent associated with the closure of 200 screens subsequent to the end of the Fiscal 2009 Period.

Other Operating Expenses

During the Fiscal 2010 Period, other operating expenses increased \$5.5 million, or 0.7%, to \$784.0 million, from \$778.5 million in the Fiscal 2009 Period. The increase in other operating expenses during the Fiscal 2010 Period was attributable to increased costs associated with higher 3D and IMAX® film revenues and incremental DCIP related expenses, partially offset by savings in theatre-level payroll and non-rent occupancy costs.

General and Administrative Expenses

General and administrative expenses increased \$2.5 million, or 3.9%, to \$66.7 million during the Fiscal 2010 Period, from \$64.2 million in the Fiscal 2009 Period. As a percentage of total revenues, general and administrative expenses increased to 2.4% during the Fiscal 2010 Period, from 2.2% in the Fiscal 2009 Period. The increase in general and administrative expenses during the Fiscal 2010 Period was primarily attributable to increases in stock-based compensation expense and corporate payroll costs during the period.

Depreciation and Amortization

During the Fiscal 2010 Period, depreciation and amortization expense increased \$11.5 million, or 5.7%, to \$213.4 million, from \$201.9 million in the Fiscal 2009 Period. The increase in depreciation and amortization expense during the Fiscal 2010 Period as compared to the Fiscal 2009 Period was primarily due to accelerated depreciation of \$18.9 million related to the replacement of 35mm film projectors in connection with our conversion to digital projection systems, partially offset by slightly lower capital expenditures during the Fiscal 2010 Period.

Income from Operations

Income from operations decreased \$63.6 million, or 22.8%, to \$215.8 million during the Fiscal 2010 Period, from \$279.4 million in the Fiscal 2009 Period. The net decrease in income from operations during the Fiscal 2010 Period as compared to the Fiscal 2009 Period was primarily attributable to the overall decrease in total revenues and the fixed cost nature of certain operating expense line items including rent expense and other operating expenses, partially offset by a lower loss on disposal and impairment of operating assets (\$17.9 million and \$34.0 million, respectively, for the Fiscal 2010 Period and Fiscal 2009 Period).

Interest Expense, net

During the Fiscal 2010 Period, net interest expense declined \$2.9 million, or 1.9%, to \$148.1 million, from \$151.0 million in the Fiscal 2009 Period. The decrease in net interest expense during the Fiscal 2010 Period was principally due to a lower average effective interest rate on our Term Facility as a result of a change in our interest rate swap portfolio during the Fiscal 2009 Period, a reduction in interest expense resulting from the repurchases of our 6¹/₄% Convertible Senior Notes and

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incremental interest income during the Fiscal 2010 Period, partially offset by incremental interest expense associated with the issuance of the \$400.0 million Regal Cinemas 8⁵/₈% Senior Notes due 2019 (the "8⁵/₈% Senior Notes") in July 2009 and the issuance of the 9¹/₈% Senior Notes in August 2010.

Earnings Recognized from NCM

The Company received \$43.0 million and \$39.6 million, respectively, in cash distributions from National CineMedia (including payments received under the tax receivable agreement described in Note 4 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K) during the Fiscal 2010 Period and Fiscal 2009 Period. Approximately \$7.4 million and \$6.2 million, respectively, of these cash distributions received during the Fiscal 2010 Period and the Fiscal 2009 Period were recognized as a reduction in our investment in National CineMedia. The remaining amounts were recognized in equity earnings during each of these periods and have been included as a component of "Earnings recognized from NCM" in the accompanying consolidated financial statements. The increase in earnings recognized from National CineMedia during the Fiscal 2010 Period as compared to the Fiscal 2009 Period was primarily attributable to slightly higher earnings of National CineMedia and the timing of their contractual cash distributions to the Company.

Income Taxes

The provision for income taxes of \$48.7 million and \$61.9 million for the Fiscal 2010 Period and the Fiscal 2009 Period, respectively, reflect effective tax rates of approximately 38.7% and 39.4%, respectively. The decrease in the effective tax rate for the Fiscal 2010 Period is primarily attributable to a decrease in the effective tax rates in certain states and the lapse of statute of limitations on uncertain tax positions with state taxing authorities during the Fiscal 2010 Period. The effective tax rates for such periods also reflect the impact of certain non-deductible expenses and income tax credits.

Net Income Attributable to Controlling Interest

Net income attributable to controlling interest for the Fiscal 2010 Period was \$77.6 million, which represents a decrease of \$17.9 million, from net income attributable to controlling interest of \$95.5 million during the Fiscal 2009 Period. The decrease in net income attributable to controlling interest for the Fiscal 2010 Period was primarily attributable to a reduction in operating income, the Fiscal 2010 Period loss on debt extinguishment associated with the Amended Senior Credit Facility and certain repurchases of the 6¹/₄% Convertible Senior Notes, incremental losses from the Company's equity investment in DCIP, partially offset by the impact of the \$52.0 million (\$31.4 million after related tax effects) gain on sale of NCM, Inc. common stock.

Fiscal 2009 Period Compared to Fiscal 2008 Period

Admissions

Total admissions revenues increased \$108.5 million during the Fiscal 2009 Period, or 5.8%, to \$1,991.6 million, from \$1,883.1 million in the Fiscal 2008 Period primarily due to a 6.1% increase in average ticket prices, partially offset by a 0.3% decrease in attendance. We believe the overall decrease in attendance during the Fiscal 2009 Period was primarily a result of the timing of the Fiscal 2008 Period calendar, which consisted of fifty-three weeks compared to fifty-two weeks during the Fiscal 2009 Period. The overall decrease in Fiscal 2009 Period attendance was mitigated by the full benefit (twelve months in the Fiscal 2009 Period as compared to eight months in the Fiscal 2008 Period) of the inclusion of 400 screens acquired from Consolidated Theatres during the Fiscal 2008 Period. Price increases identified during our ongoing periodic pricing reviews (which include analysis of various factors such as general inflationary trends and local market conditions) along with an increase in the percentage of our admissions revenues generated by premium priced IMAX® and 3D films exhibited

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during the Fiscal 2009 Period were the primary drivers of the increase in our Fiscal 2009 Period average ticket prices. Based on our review of certain industry sources, the increase in our admissions revenues on a per screen basis was approximately 200 basis points less than the industry's results for the Fiscal 2009 Period as compared to Fiscal 2008 Period. We believe our less than industry increase in admissions revenues on a per screen basis was largely attributable to geographical differences in film product performance and to a lesser extent, the impact of incremental competitor screens.

Concessions

During the Fiscal 2009 Period, total concessions revenues increased \$17.6 million, or 2.3%, to \$775.6 million, from \$758.0 million for the Fiscal 2008 Period. Average concessions revenues per patron during the Fiscal 2009 Period increased 2.6%, to \$3.17, from \$3.09 for the Fiscal 2008 Period. The increase in total concessions revenues during the Fiscal 2009 Period was attributable to an increase in average concessions revenues per patron, partially offset by a slight decrease in attendance during the period. The increase in average concessions revenues per patron for the Fiscal 2009 Period were primarily a result of price increases and also benefitted from the concession friendly mix of film product exhibited during such periods.

Other Operating Revenue

Other operating revenue decreased \$4.1 million, or 3.1%, to \$126.7 million for the Fiscal 2009 Period, from \$130.8 million for the Fiscal 2008 Period. Included in other operating revenue are the theatre access fees paid by National CineMedia (net of payments for onscreen advertising time provided to our beverage concessionaire), marketing revenues from our vendor marketing programs and other theatre revenues, including revenue related to our gift card and discount ticket programs. The decrease in other operating revenue during the Fiscal 2009 Period was primarily driven by decreases in revenues related to our gift card and discount ticket programs and other theatre revenues, partially offset by a slight increase in marketing revenues from our vendor marketing programs.

Film Rental and Advertising Costs

Film rental and advertising costs as a percentage of admissions revenues declined slightly to 52.5% during the Fiscal 2009 Period from 52.6% in the Fiscal 2008 Period. The decrease in film rental and advertising costs as a percentage of box office revenues during the Fiscal 2009 Period was primarily the result of a reduction in newspaper advertising costs during such period.

Cost of Concessions

During the Fiscal 2009 Period, cost of concessions increased \$4.0 million, or 3.8% as compared to the Fiscal 2008 Period. Cost of concessions as a percentage of concessions revenues for the Fiscal 2009 Period was approximately 14.3% compared to 14.1% for the Fiscal 2008 Period. The increase in cost of concessions as a percentage of concessions revenues during the Fiscal 2009 Period was primarily related to a greater percentage of our concession sales being generated from higher cost items and a decrease in the amount of vendor marketing revenue recorded as a reduction of cost of concessions.

Rent Expense

Rent expense increased by \$15.5 million, or 4.3% to \$378.8 million in the Fiscal 2009 Period, from \$363.3 million in the Fiscal 2008 Period. The increase in rent expense during the Fiscal 2009 Period was primarily due to the full impact of Consolidated Theatres during the Fiscal 2009 Period and to a lesser extent, incremental rent from 78 new screens added during the Fiscal 2009 Period and modest increases in contingent rent, partially offset by a reduction in rent associated with the closure of 111 screens during the Fiscal 2009 Period.

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Other Operating Expenses

Other operating expenses increased \$38.6 million, or 5.2%, to \$778.5 million in the Fiscal 2009 Period, from \$739.9 million in the Fiscal 2008 Period. The increase in other operating expenses during the Fiscal 2009 Period as compared to the Fiscal 2008 Period was attributable to the full impact of Consolidated Theatres during the Fiscal 2009 Period, increased costs associated with higher IMAX® and 3D film revenues, increased gift card transaction fees and general inflationary increases.

General and Administrative Expenses

For the Fiscal 2009 Period, general and administrative expenses increased \$2.1 million, or 3.4%, to \$64.2 million as compared to \$62.1 million in the Fiscal 2008 Period. As a percentage of total revenues, general and administrative expenses remained consistent, at 2.2%, during the Fiscal 2009 Period and the Fiscal 2008 Period. The slight increase in general and administrative expenses during the Fiscal 2009 Period was primarily attributable to increases in corporate payroll costs and legal and professional fees during such period.

Depreciation and Amortization

Depreciation and amortization expense decreased \$0.4 million, or 0.2%, to \$201.9 million for the Fiscal 2009 Period, from \$202.3 million in the Fiscal 2008 Period. The decrease in depreciation and amortization expense during the Fiscal 2009 Period as compared to the Fiscal 2008 Period was primarily due to lower capital expenditures during the Fiscal 2009 Period and a slightly greater number of fully depreciated fixed assets during the Fiscal 2009 Period as compared to the Fiscal 2008 Period.

Income from Operations

During the Fiscal 2009 Period, income from operations decreased \$5.0 million, or 1.8%, to \$279.4 million, from \$284.4 million in the Fiscal 2008 Period. The overall decrease in income from operations during the Fiscal 2009 Period as compared to the Fiscal 2008 Period was driven by increases in various operating expense line items, including cost of concessions, rent expense, other operating expenses, general and administrative expenses and net loss on disposal and impairment of operating assets (\$34.0 million and \$22.4 million, respectively, for the Fiscal 2009 Period and Fiscal 2008 Period).

Interest Expense, net

Net interest expense totaled \$151.0 million for the Fiscal 2009 Period, which represents an increase of \$22.6 million, or 17.6%, from that of the Fiscal 2008 Period. The increase in net interest expense during the Fiscal 2009 Period was principally due to a higher effective interest rate on our term facility under the Amended Senior Credit Facility (the "Term Facility") as a result of a change in our interest rate swap portfolio during the Fiscal 2009 Period, incremental interest expense related to the Fiscal 2009 Period issuance of the 8⁵/₈% Senior Notes, the impact of a full year of interest expense on the \$200.0 million 6¹/₄% Convertible Senior Notes and less interest income (\$1.8 million and \$6.3 million, respectively, for the Fiscal 2009 Period and the Fiscal 2008 Period) during such period.

Earnings Recognized from NCM

The Company recorded \$39.6 million and \$33.1 million, respectively, in cash distributions from National CineMedia during the Fiscal 2009 Period and Fiscal 2008 Period. Approximately \$6.2 million and \$2.8 million, respectively, of these cash distributions received during the Fiscal 2009 Period and the Fiscal 2008 Period were recognized as a reduction in our investment in National CineMedia. In addition, during the Fiscal 2009 Period and the Fiscal 2008 Period, the Company recorded an additional \$5.2 million and \$2.6 million, respectively, of equity earnings with respect to newly issued common units received from National CineMedia during such periods. As a result, during the Fiscal

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2009 Period and the Fiscal 2008 Period, the Company recognized \$38.6 million and \$32.9 million, respectively, of earnings from National CineMedia. Such amounts are presented as "Earnings recognized from NCM" in the consolidated financial statements. The increase in earnings recognized from National CineMedia during the Fiscal 2009 Period was primarily attributable to incremental earnings of National CineMedia and a corresponding increase in their contractually committed cash distributions to the Company.

Income Taxes

The provision for income taxes of \$61.9 million and \$74.4 million for the Fiscal 2009 Period and the Fiscal 2008 Period, respectively, reflect effective tax rates of approximately 39.4% and 39.9%, respectively. The decrease in the effective tax rate for the Fiscal 2009 Period was primarily attributable to the lapse of statute of limitations on uncertain tax positions with state taxing authorities during the Fiscal 2009 Period. The effective tax rates for the Fiscal 2009 Period and the Fiscal 2008 Period also reflect the impact of certain non-deductible expenses.

Net Income Attributable to Controlling Interest

During the Fiscal 2009 Period, net income attributable to controlling interest totaled \$95.5 million, which represents a decrease of \$16.7 million, from net income attributable to controlling interest of \$112.2 million in the Fiscal 2008 Period. The decrease in net income attributable to controlling interest for the Fiscal 2009 Period was primarily attributable to a decrease in operating income coupled with incremental interest expense and loss on debt extinguishment, partially offset by incremental earnings recognized from National CineMedia described above.

Quarterly Results

The Company's consolidated financial statements for the Fiscal 2010 Period include the results of operations of the eight theatres acquired from an affiliate of AMC during May and June 2010 for periods subsequent to the respective date of acquisition. The acquisition of such theatres is further described in Note 3 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K. The comparability of our results between quarters is impacted by the inclusion from such date of the results of operations of the acquisitions and to a lesser extent, seasonality.

The following tables set forth selected unaudited quarterly results for the eight quarters ended December 30, 2010. The quarterly financial data as of each period presented below have been derived from Regal's unaudited condensed consolidated financial statements for those periods. Results for these periods are not necessarily indicative of results for the full year. The quarterly financial data should be read in conjunction with the consolidated financial statements of Regal and notes thereto included in Part II, Item 8 of this Form 10-K.

	Dec. 30, 2010	Sept. 30, 2010	July 1, 2010	April 1, 2010	Dec. 31, 2009	Oct. 1, 2009	July 2, 2009	April 2, 2009
	In millions (except per share data)							
Total revenues	\$ 661.0	\$ 696.4	\$ 730.7	\$ 719.8	\$ 765.6	\$ 673.5	\$ 789.2	665.6
Income from operations	44.1	58.1	66.0	47.6	82.2	38.4	96.3	62.5
Net income (loss) attributable to controlling interest	13.7	42.6	4.8	16.5	35.5	(1.8)	40.5	21.3
Diluted earnings (loss) per share	0.09	0.28	0.03	0.11	0.23	(0.01)	0.26	0.14
Dividends per common share	\$ 1.58(1)	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.18	0.18	0.18

(1)

Includes the December 30, 2010 payment of the \$1.40 extraordinary cash dividend paid on each share of Class A and Class B Common Stock. See Note 9 to the accompanying consolidated financial statements included in Item 8 of this Form 10-K for further discussion.

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Liquidity and Capital Resources

On a consolidated basis, we expect our primary uses of cash to be for operating expenses, capital expenditures, investments, general corporate purposes related to corporate operations, debt service and the Company's quarterly dividend payments. The principal sources of liquidity are cash generated from operations, cash on hand and borrowings under the Amended Senior Credit Facility described below. Under the terms of the Amended Senior Credit Facility and the 8^{5/8}% Senior Notes issued during fiscal 2009, Regal Cinemas is restricted as to how much it can advance or distribute to Regal, its indirect parent. Since Regal is a holding company with no significant assets other than the stock of its subsidiaries, this restriction could impact Regal's ability to effect future debt or dividend payments, pay corporate expenses or redeem or convert for cash its 9^{1/8}% Senior Notes and 6^{1/4}% Convertible Senior Notes. In addition, as described further below, the Indenture under the 9^{1/8}% Senior Notes limits the Company's (and its restricted subsidiaries') ability to, among other things, incur additional indebtedness, pay dividends on or make other distributions in respect of its capital stock, purchase or redeem capital stock, make loans or advances to its subsidiaries (or the Company), or purchase, redeem or otherwise acquire or retire certain subordinated obligations.

Operating Activities

Our revenues are generated principally through admissions and concessions sales with proceeds received in cash or via credit cards at the point of sale. Our operating expenses are primarily related to film and advertising costs, rent and occupancy, and payroll. Film costs are ordinarily paid to distributors within 30 days following receipt of admissions revenues and the cost of the Company's concessions are generally paid to vendors approximately 30 to 35 days from purchase. Our current liabilities generally include items that will become due within 12 months. In addition, from time to time, we use cash from operations and borrowings to fund dividends in excess of net income attributable to controlling interest and cash flows from operating activities less cash flows from investing and other financing activities. As a result, at any given time, our balance sheet may reflect a working capital deficit.

Net cash flows provided by operating activities totaled approximately \$259.4 million, \$410.8 million and \$270.9 million for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, respectively. The decrease in net cash flows generated from operating activities for the Fiscal 2010 Period as compared to the Fiscal 2009 Period was primarily attributable to a reduction in operating income, coupled with the timing of certain Fiscal 2010 Period vendor and income tax payments. The increase in net cash flows generated from operating activities for the Fiscal 2009 Period as compared to the Fiscal 2008 Period was primarily attributable to an increase in working capital, primarily the timing of certain Fiscal 2009 Period vendor payments.

Investing Activities

Our capital requirements have historically arisen principally in connection with acquisitions of theatres, new theatre construction, adding new screens to existing theatres, upgrading the Company's theatre facilities (including digital 3D and IMAX® screens) and replacing equipment. We fund the cost of capital expenditures through internally generated cash flows, cash on hand, proceeds from disposition of assets and financing activities.

We intend to continue to grow our theatre circuit through selective expansion and acquisition opportunities. The Company has a formal and intensive review procedure for the authorization of capital projects, with the most important financial measure of acceptability for a discretionary non-maintenance capital project being whether its projected discounted cash flow return on investment meets or exceeds the Company's internal rate of return targets. The credit crisis of late 2008 and early 2009 negatively impacted real estate development and has caused a temporary slowdown in our building program. As a result, we currently expect capital expenditures (net of proceeds from asset

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sales) for theatre development, replacement, expansion, upgrading and replacements to be below our historical levels and in the range of approximately \$85.0 million to \$100.0 million in fiscal year 2011, exclusive of acquisitions. Such capital expenditures are expected to be partially funded through asset dispositions conducted during the normal course of our business.

On March 10, 2010, DCIP executed definitive agreements and related financing transactions in connection with the conversion to digital projection. DCIP's financing raised \$660.0 million, consisting of \$445.0 million in senior bank debt, \$135.0 million in additional junior capital and approximately \$80.0 million in equity contributions (consisting of cash and existing digital projection systems) from us, AMC and Cinemark. Concurrent with closing, the Company entered into the Digital Cinema Agreements with Kasima, LLC, and made the DCIP Contributions. The Company recorded such DCIP Contributions as an increase in its investment in DCIP, which included the fair value of the 200 existing digital projection systems, as determined by an independent appraisal. In connection with the contribution of its 200 existing digital projection systems, the Company recorded a loss on the contribution of \$2.0 million based on the excess of the carrying value of the digital projection systems contributed over the \$12.6 million fair value (as determined by an independent appraisal) of such equipment. In addition, during May 2010, Regal sold an additional 337 digital projection systems to DCIP for aggregate proceeds of approximately \$20.0 million. In connection with this sale, the Company recorded a loss on disposal of approximately \$2.8 million. Such losses have been presented as a component of "Net (gain) loss on disposal and impairment of operating assets" in the consolidated statement of income for the Fiscal 2010 Period. After giving effect to the DCIP Contributions, the Company holds a 46.7% economic interest in DCIP as of December 30, 2010, while continuing to maintain a one-third voting interest along with each of AMC and Cinemark. Since the Company determined that it is not the primary beneficiary of DCIP or any of its subsidiaries, it will continue to account for its investment in DCIP under the equity method of accounting.

The costs of implementing digital projection in our theatres will be substantially funded by DCIP. We expect DCIP to fund the cost of conversion to digital projection principally through the collection of virtual print fees from motion picture studios and equipment lease payments from participating exhibitors, including us. We will bear operating and maintenance costs with respect to digital projection systems in our theatres, which we expect to be relatively comparable to what we currently spend on our conventional film projectors. In accordance with the Master Lease, the digital projection systems are leased from Kasima, LLC under a twelve-year term with ten one-year fair value renewal options. The Master Lease also contains a fair value purchase option. Under the Master Lease, the Company pays annual minimum rent of \$1,000 per digital projection system for the first six and a half years from the effective date of the agreement and is, upon certain conditions, subject to minimum annual rent of \$3,000 per digital projection system beginning at six and a half years from the effective date of the agreement through the end of the lease term. The Company is also subject to various types of other rent if such digital projection systems do not meet minimum performance requirements as outlined in the Master Lease. Certain of the other rent payments are subject to either a monthly or an annual maximum. The Company accounts for the Master Lease as an operating lease for accounting purposes. The initial financing is expected to cover the cost of conversion to digital projection for approximately 70% of our circuit's screens. We ultimately expect to outfit all of our screens with digital projection systems, with approximately 40% of our total screens being digital 3D capable and intend to complete the conversion of our entire circuit in approximately three to four years. As of December 30, 2010, we operated 2,202 screens outfitted with digital projection systems, 1,710 of which are digital 3D capable.

During the early stage of deployment, the Company is focusing on an accelerated deployment of 3D compatible digital projection systems to a majority of its first run U.S. theatres. We believe the installation of digital 3D projection systems and IMAX® theatre systems and the conversion of existing auditoriums to RPX(SM) auditoriums will allow us to offer our patrons premium 3D and large format movie experiences, which we believe will generate incremental revenue and cash flows for the

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Company. We remain optimistic about the benefits of digital cinema primarily as it relates to future growth potential associated with 3D film product and other 3D content and are pleased to see continued support of 3D and IMAX® film product by the major motion picture studios.

As described more fully in Note 4 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, on April 9, 2008, March 17, 2009 and March 17, 2010 we received from National CineMedia approximately 0.8 million, 0.5 million and 0.3 million, respectively, newly issued common units of National CineMedia in accordance with the annual adjustment provisions of the Common Unit Adjustment Agreement. In addition, on May 29, 2008, we received from National CineMedia approximately 2.9 million newly issued common units of National CineMedia in accordance with the adjustment provisions of the Common Unit Adjustment Agreement in connection with our acquisition of Consolidated Theatres. On August 18, 2010, we redeemed 4.2 million of our National CineMedia common units for a like number of shares of NCM, Inc. common stock, which we sold in an underwritten public offering for \$16.00 per share, reducing our investment in National CineMedia by \$13.7 million, the average carrying amount of the shares sold. We received approximately \$64.5 million in proceeds after deducting related fees and expenses payable by us, resulting in a gain on sale of \$50.8 million. In addition, on September 8, 2010, we redeemed an additional 0.1 million National CineMedia common units for a like number of shares of NCM, Inc. common stock and sold them to the underwriters to cover over-allotments at \$16.00 per share, further reducing our investment in National CineMedia by \$0.3 million, the average carrying amount of the shares sold. We received approximately \$1.5 million of net proceeds from this sale, resulting in a gain on sale of \$1.2 million. These transactions, together with National CineMedia's issuance of 6.5 million common units to AMC in the second quarter of 2010 as a result of an acquisition, had the effect of decreasing the Company's ownership share in National CineMedia. As a result, on a fully diluted basis, we own a 19.4% interest in NCM, Inc. as of December 30, 2010. See Note 4 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for further discussion of National CineMedia.

On May 24, 2010 and June 24, 2010, the Company acquired eight theatres with 106 screens located in Illinois, Indiana and Colorado from an affiliate of AMC. Regal purchased five of these AMC theatres representing 63 screens for approximately \$55.0 million in cash, subject to post-closing adjustments, and acquired the other three AMC theatres representing 43 screens in exchange for two Regal theatres consisting of 26 screens. The results of operations of the eight acquired theatres have been included in the Company's consolidated financial statements for periods subsequent to the respective acquisition dates. In addition, during the Fiscal 2008 Period, the Company acquired Consolidated Theatres, which held a total of 28 theatres with 400 screens in Georgia, Maryland, North Carolina, South Carolina, Tennessee and Virginia. The total net cash purchase price for the acquisition was approximately \$209.3 million. See Note 3 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for further discussion of these acquisitions.

Net cash flows used in investing activities totaled approximately \$82.7 million, \$110.5 million and \$338.5 million for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, respectively. Contributing to the \$27.8 million decrease in cash flows used in investing activities during the Fiscal 2010 Period, as compared to the Fiscal 2009 Period, was the impact of net proceeds totaling approximately \$66.0 million resulting from the sale of NCM, Inc. common stock, coupled with lower capital expenditures and higher proceeds from the disposition of assets during the Fiscal 2010 Period, partially offset by the \$55.0 million acquisition of eight AMC theatres and approximately \$29.9 million of cash contributions to DCIP during the Fiscal 2010 Period. The \$228.0 million decrease in cash flows used in investing activities during the Fiscal 2009 Period as compared to the Fiscal 2008 Period was primarily attributable to the impact of the \$209.3 million acquisition of Consolidated Theatres during the Fiscal 2008 Period coupled with capital expenditures that were approximately \$22.9 million lower during the Fiscal 2009 Period, partially offset by less proceeds from the disposition of assets of approximately \$2.8 million during the Fiscal 2009 Period.

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Financing Activities

On May 19, 2010, Regal Cinemas entered into the Amended Senior Credit Facility with Credit Suisse and the Lenders that amends, restates and refinances the fifth amended and restated credit agreement ("the Prior Senior Credit Facility") among Regal Cinemas, Credit Suisse, Cayman Islands Branch, and the lenders party thereto. The Amended Senior Credit Facility consists of a Term Facility in an aggregate principal amount of \$1,250.0 million with a final maturity date in November 2016 and a revolving credit facility (the "Revolving Facility") in an aggregate principal amount of \$85.0 million with a final maturity date in May 2015. The Term Facility amortizes in equal quarterly installments in an aggregate annual amount equal to 1.0% of the original principal amount of the Term Facility, with the balance payable on the Term Facility maturity date.

Net proceeds of the Term Facility (approximately \$1,237.5 million) were applied to refinance the term loan under the Prior Senior Credit Facility, which had an aggregate principal balance of approximately \$1,262.1 million. Upon the execution of the Amended Senior Credit Facility, Regal recognized a loss on debt extinguishment of approximately \$18.4 million. No amounts have been drawn on the Revolving Facility. The Amended Senior Credit Facility also permits Regal Cinemas to borrow additional term loans thereunder, subject to lenders providing additional commitments of up to \$200.0 million and satisfaction of other conditions, as well as other term loans for acquisitions and certain capital expenditures subject to lenders providing additional commitments and satisfaction of other conditions. The Amended Senior Credit Facility is secured by substantially all assets of Regal Cinemas and certain of its subsidiaries.

The Amended Senior Credit Facility includes several financial covenants including:

maximum ratio of (i) the sum of funded debt (net of unencumbered cash) plus the product of eight (8) times lease expense to (ii) consolidated EBITDAR (as defined in the Amended Senior Credit Facility) of 6.00 to 1.0 throughout the term of the Amended Senior Credit Facility;

maximum ratio of funded debt (net of unencumbered cash) to consolidated EBITDA of 4.00 to 1.0 throughout the term of the Amended Senior Credit Facility;

minimum ratio of (i) consolidated EBITDAR to (ii) the sum of interest expense plus lease expense of 1.50 to 1.0 throughout the term of the Amended Senior Credit Facility; and

maximum capital expenditures not to exceed 35% of consolidated EBITDA for the prior fiscal year plus a one-year carryforward for unused amounts from the prior fiscal year.

The Amended Senior Credit Facility requires that Regal Cinemas and its subsidiaries comply with certain customary covenants, including with respect to incurring indebtedness and liens, making investments and acquisitions, effecting mergers and asset sales, prepaying indebtedness, and paying dividends. Among other things, such limitations will restrict the ability of Regal Cinemas to fund the operations of Regal or any subsidiary of Regal that is not a subsidiary of Regal Cinemas, which guaranties the Amended Senior Credit Facility.

The Amended Senior Credit Facility includes events of default relating to customary matters, including, among other things, nonpayment of principal, interest or other amounts; violation of covenants; any material inaccuracy of representations and warranties; cross default and cross acceleration with respect to indebtedness in an aggregate principal amount of \$25.0 million or more; bankruptcy; judgments involving liability of \$25.0 million or more that are not paid; ERISA events; actual or asserted invalidity of guarantees or security documents; and change of control. For a detailed summary of other material terms of the Amended Senior Credit Facility, please refer to the information provided under Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

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Please refer to Note 14 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for a discussion of an amendment to our Amended Senior Credit Facility and other financing transactions effected subsequent to the year ended December 30, 2010.

On August 10, 2010, Regal entered into an Underwriting Agreement with Credit Suisse Securities (USA) LLC, Barclays Capital Inc., Banc of America Securities LLC and Deutsche Bank Securities Inc., as the representatives of the underwriters, with respect to the 9¹/₈% Senior Notes. On August 16, 2010, the Company issued the 9¹/₈% Senior Notes under the Indenture with Wells Fargo Bank, National Association, as trustee. The net proceeds from the offering, after deducting offering expenses paid by the Company, were approximately \$269.5 million. The net proceeds were used to repay outstanding indebtedness under the 6¹/₄% Convertible Senior Notes, the Regal Cinemas 9³/₈% Senior Subordinated Notes due 2012 (the "Senior Subordinated Notes") and for general corporate purposes. During the year ended December 30, 2010, the Company used a portion of the net proceeds from the offering to repurchase a portion of the 6¹/₄% Convertible Senior Notes as described below.

The 9¹/₈% Senior Notes bear interest at a rate of 9.125% per year, payable semiannually in arrears in cash on February 15 and August 15 of each year. The 9¹/₈% Senior Notes mature on August 15, 2018. The 9¹/₈% Senior Notes are the Company's senior unsecured obligations. They rank on parity with all of the Company's existing and future senior unsecured indebtedness and prior to all of the Company's subordinated indebtedness. The 9¹/₈% Senior Notes are effectively subordinated to all of the Company's future secured indebtedness to the extent of the assets securing that indebtedness and to any indebtedness and other liabilities of the Company's subsidiaries. None of the Company's subsidiaries initially guarantee any of the Company's obligations with respect to the 9¹/₈% Senior Notes.

Prior to August 15, 2014, the Company may redeem all or any part of the 9¹/₈% Senior Notes at its option at 100% of the principal amount plus a make-whole premium. The Company may redeem the 9¹/₈% Senior Notes in whole or in part at any time on or after August 15, 2014 at the redemption prices specified in the Indenture. In addition, prior to August 15, 2013, the Company may redeem up to 35% of the original aggregate principal amount of the 9¹/₈% Senior Notes from the net proceeds of certain equity offerings at the redemption price specified in the Indenture.

If the Company undergoes a change of control (as defined in the Indenture), holders may require the Company to repurchase all or a portion of their 9¹/₈% Senior Notes at a price equal to 101% of the principal amount of the 9¹/₈% Senior Notes being repurchased, plus accrued and unpaid interest, if any, to the repurchase date.

The Indenture contains covenants that limit the Company's (and its restricted subsidiaries') ability to, among other things: (i) incur additional indebtedness; (ii) pay dividends on or make other distributions in respect of its capital stock, purchase or redeem capital stock, or purchase, redeem or otherwise acquire or retire certain subordinated obligations; (iii) enter into certain transactions with affiliates; (iv) permit, directly or indirectly, it to create, incur, or suffer to exist any lien, except in certain circumstances; (v) create or permit encumbrances or restrictions on its ability to pay dividends or make distributions on its capital stock, make loans or advances to its subsidiaries (or the Company), or transfer any properties or assets to its subsidiaries (or the Company); and (vi) merge or consolidate with other companies or transfer all or substantially all of its assets. These covenants are, however, subject to a number of important limitations and exceptions. The Indenture contains other customary terms, including, but not limited to, events of default, which, if any of them occurs, would permit or require the principal, premium, if any, interest and any other monetary obligations on all the then outstanding 9¹/₈% Senior Notes to be due and payable immediately.

As of December 30, 2010, we are in full compliance with all agreements, including all related covenants, governing our outstanding debt obligations.

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Subsequent to the issuance of the 9¹/₈% Senior Notes, during August and September 2010, we used a portion of the net proceeds from the offering to repurchase a total of approximately \$125.3 million principal amount of the 6¹/₄% Convertible Senior Notes, in a series of privately negotiated transactions. As a result of the repurchases, the Company recorded a \$5.2 million loss on debt extinguishment during the Fiscal 2010 Period. In addition, on November 1, 2010, we redeemed the remaining outstanding \$51.5 million principal amount of the Senior Subordinated Notes at a redemption price of 100.0% of their principal amount, plus accrued interest.

As of December 30, 2010, we had approximately \$1,232.5 million aggregate principal amount outstanding (net of debt discount) under the Term Facility, \$275.0 million aggregate principal amount outstanding under the 9¹/₈% Senior Notes, \$391.7 million aggregate principal amount outstanding (net of debt discount) under the 8⁵/₈% Senior Notes and \$74.4 million aggregate principal amount outstanding (net of debt discount) under the 6¹/₄% Convertible Senior Notes. As of December 30, 2010, we had approximately \$2.7 million outstanding in letters of credit, leaving approximately \$82.3 million available for drawing under the Revolving Facility.

During the Fiscal 2010 Period, Regal paid four quarterly cash dividends of \$0.18 per share on each outstanding share of the Company's Class A and Class B common stock, or approximately \$111.1 million in the aggregate. In addition, on December 30, 2010, Regal paid declared an extraordinary cash dividend of \$1.40 per share on each outstanding share of its Class A and Class B common stock, or approximately \$216.0 million. On February 9, 2011, the Company declared a cash dividend of \$0.21 per share on each share of the Company's Class A and Class B common stock (including outstanding restricted stock), payable on March 15, 2011, to stockholders of record on March 3, 2011. This dividend reflects a \$0.03 per share increase from our last quarterly cash dividend of \$0.18 per share declared on October 28, 2010. These dividends have been or will be funded through cash flow from operations and available cash on hand. We, at the discretion of the board of directors and subject to applicable law, anticipate paying regular quarterly dividends on our Class A and Class B common stock for the foreseeable future. The amount, if any, of the dividends to be paid in the future will depend upon our then available cash, anticipated cash needs, overall financial condition, loan agreement restrictions, future prospects for earnings and cash flows, as well as other relevant factors.

Net cash flows used in financing activities were approximately \$299.5 million, \$142.4 million and \$197.4 million for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, respectively. The net increase in cash flows used in financing activities during the Fiscal 2010 Period as compared to the Fiscal 2009 Period of \$157.1 million was primarily attributable to a \$216.3 million increase in dividends paid to shareholders during the Fiscal 2010 Period as compared to the Fiscal 2009 Period, \$128.6 million used to repurchase a portion of the 6¹/₄% Convertible Senior Notes during the Fiscal 2010 Period, \$51.5 million used to redeem the Senior Subordinated Notes, incremental payments (including a \$12.5 million debt discount) related to the Amended Senior Credit Facility and incremental debt acquisition costs and related to the Amended Senior Credit Facility and the 9¹/₈% Senior Notes, partially offset by proceeds of \$275.0 million received in connection with the Fiscal 2010 Period issuance of the 9¹/₈% Senior Notes. The net decrease in cash flows used in financing activities during the Fiscal 2009 Period as compared to the Fiscal 2008 Period of \$55.0 million was primarily attributable to a \$73.4 million reduction of dividends paid to shareholders during the Fiscal 2009 Period as compared to the Fiscal 2008 Period, partially offset by the impact of the net cash proceeds associated with the convertible note hedge arrangement with Credit Suisse and a warrant to Credit Suisse to purchase shares of our Class A common stock transactions during the Fiscal 2008 Period and incremental debt acquisition costs incurred during the Fiscal 2009 Period related to issuance of 8⁵/₈% Senior Notes and the Prior Senior Credit Facility, as described further in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

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The Company is rated by nationally recognized rating agencies. The significance of individual ratings varies from agency to agency. However, companies assigned ratings at the top end of the range have, in the opinion of certain rating agencies, the strongest capacity for repayment of debt or payment of claims, while companies at the bottom end of the range have the weakest capability. Ratings are always subject to change and there can be no assurance that the Company's current ratings will continue for any given period of time. A downgrade of the Company's debt ratings, depending on the extent, could increase the cost to borrow funds. Below are our latest ratings per category, which were current as of the date of this Form 10-K.

Category	Moody's	Standard and Poor's
Regal 9 ¹ / ₈ % Senior Notes	B3	B-
Regal Cinemas 8 ⁵ / ₈ % Senior Notes	B2	B-
Regal Cinemas Amended Senior Credit Facility	Ba2	BB-

EBITDA

Earnings before interest, taxes, depreciation, and amortization ("EBITDA") were approximately \$487.8 million, \$510.3 million and \$517.3 million for the Fiscal 2010 Period, the Fiscal 2009 Period and the Fiscal 2008 Period, respectively. The net decrease in EBITDA in the Fiscal 2010 Period from the Fiscal 2009 Period was primarily attributable to a decrease in operating income during the Fiscal 2010 Period as described in further detail above under "Results of Operations." The Company uses EBITDA as a supplemental liquidity measure because we find it useful to understand and evaluate our capacity, excluding the impact of interest, taxes, and non-cash depreciation and amortization charges, for servicing our debt, paying dividends and otherwise meeting our cash needs, prior to our consideration of the impacts of other potential sources and uses of cash, such as working capital items. We believe that EBITDA is useful to investors for these purposes as well. EBITDA should not be considered an alternative to, or more meaningful than, net cash provided by operating activities, as determined in accordance with GAAP, since it omits the impact of interest, taxes and changes in working capital that use or provide cash (such as receivables, payables and inventories) as well as the sources or uses of cash associated with changes in other balance sheet items (such as long term loss accruals and deferred items). Because EBITDA excludes depreciation and amortization, EBITDA does not reflect any cash requirements for the replacement of the assets being depreciated and amortized, which assets will often have to be replaced in the future. Further, EBITDA, because it also does not reflect the impact of debt service, income taxes, cash dividends, capital expenditures and other cash commitments from time to time as described in more detail elsewhere in this Form 10-K, does not represent how much discretionary cash we have available for other purposes. Nonetheless, EBITDA is a key measure expected by and useful to our fixed income investors, rating agencies and the banking community all of whom believe, and we concur, that these measures are critical to the capital markets' analysis of our ability to service debt, fund capital expenditures, pay dividends and otherwise meet cash needs, respectively. We also evaluate EBITDA because it is clear that movements in these non-GAAP measures impact our ability to attract financing and pay dividends. EBITDA, as calculated, may not be

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comparable to similarly titled measures reported by other companies. A reconciliation of EBITDA to net cash provided by operating activities is calculated as follows (in millions):

	Fiscal 2010 Period	Fiscal 2009 Period	Fiscal 2008 Period
EBITDA	\$ 487.8	\$ 510.3	\$ 517.3
Interest expense, net	(148.1)	(151.0)	(128.4)
Provision for income taxes	(48.7)	(61.9)	(74.4)
Deferred income taxes	(7.5)	(1.1)	(20.2)
Gain on sale of Fandango interest			(3.4)
Changes in operating assets and liabilities	(51.0)	44.1	(73.7)
Loss on extinguishment of debt	23.5	7.4	3.0
Gain on sale of NCM, Inc. common stock	(52.0)		
Other items, net	55.4	63.0	50.7
Net cash provided by operating activities	\$ 259.4	\$ 410.8	\$ 270.9

Interest Rate Swaps

As described in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, Regal Cinemas had three interest rate swap agreements effective as of January 1, 2009, which hedged an aggregate of approximately \$700.0 million of variable rate debt obligations. During the quarter ended April 2, 2009, Regal Cinemas entered into four additional hedging relationships via four distinct interest rate swap agreements with maturity terms of two to three years each from the respective effective dates of the swaps, which require Regal Cinemas to pay interest at fixed rates ranging from 2.15% to 2.53% and receive interest at a variable rate. These interest rate swaps were designated to hedge approximately \$1,000.0 million of variable rate debt obligations and became effective during the year ended December 31, 2009. During the year ended December 31, 2009, the three interest rate swaps effective as of January 1, 2009 matured. As a result, the Company's four interest rate swap agreements effective as of December 30, 2010 and December 31, 2009 hedged an aggregate of approximately \$1,000.0 million of variable rate debt obligations at an effective rate of approximately 5.82%.

On September 15, 2008, because of the sudden deterioration in the credit standing of the Lehman counterparty to an interest rate swap agreement designated to hedge approximately \$100.0 million of variable rate debt obligations, the Company concluded that the hedging relationship was no longer expected to be highly effective in achieving offsetting cash flows. As a result, on September 15, 2008, the hedging relationship ceased to qualify for hedge accounting. For the period from September 15, 2008 through September 25, 2008, the Company recognized \$0.5 million (the change in fair value of the former hedging derivative) as a reduction of interest expense in the consolidated financial statements. On October 3, 2008, the Lehman counterparty filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code. As a result, an event of default occurred under the provisions of the interest rate swap agreement between the Company and the Lehman counterparty, which effectively terminated the interest rate swap on October 3, 2008, as indicated above. Accordingly, \$1.6 million of accumulated other comprehensive loss as of October 3, 2008 will be reclassified into earnings in the periods during which the hedged forecasted transaction affects earnings (i.e., when interest payments are made on the variable rate debt obligations) as an adjustment to interest expense over the remaining life of the two-year original hedge as long as the variable rate debt obligations remain outstanding. During the quarter ended October 1, 2009, the Company released the final portion of the deferred loss in accumulated other comprehensive loss by recording interest expense (net of related tax effects) of approximately \$0.4 million and a corresponding \$0.4 million reduction of other comprehensive loss. In

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addition, during the year ended December 31, 2009, the Company paid a final termination value of approximately \$2.5 million (including accrued interest) associated with the interest rate swap.

Under the terms of the Company's effective interest rate swap agreements as of December 30, 2010, Regal Cinemas pays interest at various fixed rates ranging from 2.15% to 2.53% and receives interest at a variable rate based on the 3-month LIBOR. The 3-month LIBOR rate on each reset date determines the variable portion of the interest rate-swaps for the following three-month period. The interest rate swaps settle any accrued interest for cash on the last day of each calendar quarter, until expiration. At such dates, the differences to be paid or received on the interest rate swaps will be included in interest expense. No premium or discount was incurred upon the Company entering into the interest rate swaps, because the pay and receive rates on the interest rate swaps represented prevailing rates for each counterparty at the time the interest rate swaps were entered into. The interest rate swaps qualify for cash flow hedge accounting treatment and as such, the Company has effectively hedged its exposure to variability in the future cash flows attributable to the 3-month LIBOR on approximately \$1,000.0 million of variable rate obligations. The change in the fair values of the interest rate swaps is recorded on the Company's consolidated balance sheet as an asset or liability with the effective portion of the interest rate swaps' gains or losses reported as a component of other comprehensive income (loss) and the ineffective portion reported in earnings (interest expense). As interest expense is accrued on the debt obligation, amounts in accumulated other comprehensive income (loss) related to the designated hedging instruments (the four interest rate swaps) will be reclassified into earnings to obtain a net cost on the debt obligation equal to the effective yield of the fixed rate of each swap.

The fair value of the Company's interest rate swaps is based on Level 2 inputs as described in ASC Topic 820, *Fair Value Measurements and Disclosures*, which include observable inputs such as dealer quoted prices for similar assets or liabilities, and represents the estimated amount Regal Cinemas would receive or pay to terminate the agreements taking into consideration various factors, including current interest rates, credit risk and counterparty credit risk. The counterparties to the Company's interest rate swaps are major financial institutions. The Company evaluates the bond ratings of the financial institutions and believes that credit risk is at an acceptably low level. See Note 13 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for additional discussion of the Company's interest rate swaps' fair value estimation methods and assumptions.

Sale-Leaseback Transactions

For information regarding our various sale and leaseback transactions, refer to Note 6 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

Contractual Cash Obligations and Commitments

The Company has assumed long-term contractual obligations and commitments in the normal course of business, primarily debt obligations and non-cancelable operating leases. Other than the operating leases that are detailed below, the Company does not utilize variable interest entities or any other form of off-balance sheet financing. As of December 30, 2010, the Company's estimated

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contractual cash obligations and commercial commitments over the next several periods are as follows (in millions):

	Payments Due By Period				
	Total	Current	13-36 months	37-60 months	After 60 months
Contractual Cash Obligations:					
Debt obligations(1)	\$ 2,005.9	\$ 88.8	\$ 28.9	\$ 32.7	\$ 1,855.5
Future interest on debt obligations(2)	815.8	128.3	221.4	212.6	253.5
Capital lease obligations, including interest(3)	20.3	3.4	6.8	5.8	4.3
Lease financing arrangements, including interest(3)	111.4	11.7	27.8	26.2	45.7
Purchase commitments(4)	32.3	18.7	13.6		
Operating leases(5)	3,390.4	362.6	691.1	648.9	1,687.8
FIN 48 liabilities(6)	2.7	2.7			
Other long term liabilities	2.3	1.5	0.6	0.2	
Total	\$ 6,381.1	\$ 617.7	\$ 990.2	\$ 926.4	\$ 3,846.8

	Amount of Commitment Expiration per Period				
	Total Amounts Available	Current	13-36 months	37-60 months	After 60 months
Other Commercial Commitments(7)	\$ 85.0	\$	\$	\$ 85.0	\$

- (1) These amounts (excluding aggregate debt discount of approximately \$19.8 million) are included on our consolidated balance sheet as of December 30, 2010. Our Amended Senior Credit Facility provides for mandatory prepayments under certain scenarios. See Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for additional information about our long-term debt obligations and related matters.
- (2) Future interest payments on the Company's unhedged debt obligations (consisting of approximately \$243.8 million of variable interest rate borrowings under the Term Facility, \$275.0 million outstanding under the 9¹/₈% Senior Notes, \$400.0 million outstanding under the 8⁵/₈% Senior Notes, \$74.7 million outstanding under the 6¹/₄% Convertible Senior Notes, and approximately \$12.5 million of other debt obligations) are based on the stated fixed rate or in the case of the \$243.8 million of variable interest rate borrowings under the Term Facility, the current interest rate as of December 30, 2010 (3.79%). Future interest payments on the Company's hedged indebtedness as of December 30, 2010 (the remaining \$1,000.0 million of borrowings under the Term Facility) are based on (1) the applicable margin (as defined in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K) as of December 30, 2010 3.50% and (2) the expected fixed interest payments under the Company's interest rate swap agreements, which are described in further detail under Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

(3)

The present value of these obligations, excluding interest, is included on our consolidated balance sheet as of December 30, 2010. Future interest payments are calculated based on interest rates implicit in the underlying leases, which have a weighted average interest rate of 11.23%, maturing in various installments through 2021. Refer to Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K for additional information about our capital lease obligations and lease financing arrangements.

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- (4) Includes estimated capital expenditures to which we were committed as of December 30, 2010, including improvements associated with existing theatres, the construction of new theatres and the estimated cost of ADA related betterments.
- (5) We enter into operating leases in the ordinary course of business. Such lease agreements provide us with the option to renew the leases at defined or then fair value rental rates for various periods. Our future operating lease obligations would change if we exercised these renewal options or if we enter into additional operating lease agreements. Our operating lease obligations are further described in Note 6 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.
- (6) These amounts are included on our consolidated balance sheet as of December 30, 2010 and represent liabilities associated with unrecognized tax benefits. The table does not include approximately \$25.7 million of recorded liabilities associated with unrecognized tax benefits for which we do not believe that the amount and timing of the payments are reasonably estimable.
- (7) In addition, as of December 30, 2010, Regal Cinemas had approximately \$82.3 million available for drawing under the \$85.0 million Revolving Facility. Regal Cinemas also maintains a sublimit within the Revolving Facility of \$10.0 million for short-term loans and \$30.0 million for letters of credit.

We believe that the amount of cash and cash equivalents on hand, cash flow expected from operations and availability under our Revolving Facility will be adequate for the Company to execute its business strategy and meet anticipated requirements for lease obligations, capital expenditures, working capital and debt service for the next 12 months.

Off-Balance Sheet Arrangements

Other than the operating leases detailed above in this Form 10-K, under the heading "Contractual Cash Obligations and Commitments," the Company has no other off-balance sheet arrangements.

Recent Accounting Pronouncements

For a discussion of the recent accounting pronouncements relevant to our operations, please refer to the information provided under Note 2 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, which information is incorporated herein by reference.

FORWARD-LOOKING STATEMENTS

Some of the information in this Form 10-K includes "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"). All statements other than statements of historical facts included in this Form 10-K, including, without limitation, certain statements under "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" may constitute forward-looking statements. In some cases you can identify these forward-looking statements by words like "may," "will," "should," "expects," "plans," "anticipates," "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 discussed under "Risk Factors" below.

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RISK FACTORS

Investing in our securities involves a significant degree of risk. In addition to the other information contained in this Form 10-K, you should consider the following factors before investing in our securities.

Our substantial lease and debt obligations could impair our financial condition.

We have substantial lease and debt obligations. For fiscal 2010, our total rent expense and net interest expense were approximately \$382.3 million and \$148.1 million, respectively. As of December 30, 2010, we had total debt obligations of \$2,073.0 million. As of December 30, 2010, we had total contractual cash obligations of approximately \$6,381.1 million. For a detailed discussion of our contractual cash obligations and other commercial commitments over the next several years, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations Contractual Cash Obligations and Commitments" provided in Part II, Item 7 of this Form 10-K.

If we are unable to meet our lease and debt service obligations, we could be forced to restructure or refinance our obligations and seek additional equity financing or sell assets. We may be unable to restructure or refinance our obligations and obtain additional equity financing or sell assets on satisfactory terms or at all. As a result, inability to meet our lease and debt service obligations could cause us to default on those obligations. Many of our lease agreements and the agreements governing the terms of our debt obligations contain restrictive covenants that limit our ability to take specific actions (including paying dividends to our stockholders) or require us not to allow specific events to occur and prescribe minimum financial maintenance requirements that we must meet. If we violate those restrictive covenants or fail to meet the minimum financial requirements contained in a lease or debt instrument, we could be in default under that instrument, which could, in turn, result in defaults under other leases and debt instruments. Any such defaults could materially impair our financial condition and liquidity.

Our theatres operate in a competitive environment.

The motion picture exhibition industry is fragmented and highly competitive with no significant barriers to entry. Theatres operated by national and regional circuits and by small independent exhibitors compete with our theatres, particularly with respect to film licensing, attracting patrons and developing new theatre sites. Moviegoers are generally not brand conscious and usually choose a theatre based on its location, the films showing there and its amenities.

Generally, stadium seating found in modern megaplex theatres is preferred by patrons over slope-floored multiplex theatres, which were the predominant theatre-type built prior to 1996. Although, as of December 30, 2010, approximately 81% of our screens were located in theatres featuring stadium seating, we still serve many markets with sloped-floored multiplex theatres. These theatres may be more vulnerable to competition than our modern megaplex theatres, and should other theatre operators choose to build and operate modern megaplex theatres in these markets, the performance of our theatres in these markets may be significantly and negatively impacted. In addition, should other theatre operators return to the aggressive building strategies undertaken in the late 1990's, our attendance, revenue and income from operations per screen could decline substantially.

An increase in the use of alternative film delivery methods may drive down movie theatre attendance and reduce ticket prices.

We also compete with other movie delivery vehicles, including cable television, downloads via the Internet, in-home video and DVD, satellite and pay-per-view services. When motion picture distributors license their products to the domestic exhibition industry, they refrain from licensing their motion pictures to these other delivery vehicles during the theatrical release window. The theatrical release window has been stable over the past five to six years. We believe that a material contraction of the

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current theatrical release window could significantly dilute the consumer appeal of the in-theatre motion picture offering, which could have a material adverse effect on our business and results of operations. We also compete for the public's leisure time and disposable income with other forms of entertainment, including sporting events, concerts, live theatre and restaurants.

We depend on motion picture production and performance.

Our ability to operate successfully depends upon the availability, diversity and appeal of motion pictures, our ability to license motion pictures and the performance of such motion pictures in our markets. We license first-run motion pictures, the success of which has increasingly depended on the marketing efforts of the major motion picture studios. Poor performance of, or any disruption in the production of these motion pictures (including by reason of a strike or lack of adequate financing), or a reduction in the marketing efforts of the major motion picture studios, could hurt our business and results of operations. In addition, a change in the type and breadth of movies offered by motion picture studios may adversely affect the demographic base of moviegoers.

We depend on our relationships with film distributors.

The film distribution business is highly concentrated, with ten major film distributors accounting for approximately 96% of our admissions revenues during fiscal 2010. Our business depends on maintaining good relations with these distributors. In addition, we are dependent on our ability to negotiate commercially favorable licensing terms for first-run films. A deterioration in our relationship with any of the ten major film distributors could affect our ability to negotiate film licenses on favorable terms or our ability to obtain commercially successful films and, therefore, could hurt our business and results of operations.

No assurance of a supply of motion pictures.

The distribution of motion pictures is in large part regulated by federal and state antitrust laws and has been the subject of numerous antitrust cases. Consent decrees resulting from those cases effectively require major motion picture distributors to offer and license films to exhibitors, including us, on a film-by-film and theatre-by-theatre basis. Consequently, we cannot assure ourselves of a supply of motion pictures by entering into long-term arrangements with major distributors, but must compete for our licenses on a film-by-film and theatre-by-theatre basis.

We may not benefit from our acquisition strategy.

We may have difficulty identifying suitable acquisition candidates. Even if we do identify such candidates, we anticipate significant competition from other motion picture exhibitors and financial buyers when trying to acquire these candidates, and there can be no assurances that we will be able to acquire such candidates at reasonable prices or on favorable terms. Moreover, some of these possible buyers may be stronger financially than we are. As a result of this competition for limited assets, we may not succeed in acquiring suitable candidates or may have to pay more than we would prefer to make an acquisition. If we cannot identify or successfully acquire suitable acquisition candidates, we may not be able to successfully expand our operations and the market price of our securities could be adversely affected.

In any acquisition, we expect to benefit from cost savings through, for example, the reduction of overhead and theatre level costs, and from revenue enhancements resulting from the acquisition. There can be no assurance, however, that we will be able to generate sufficient cash flow from these acquisitions to service any indebtedness incurred to finance such acquisitions or realize any other anticipated benefits. Nor can there be any assurance that our profitability will be improved by any one or more acquisitions. If we cannot generate sufficient cash flow to service debt incurred to finance an

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acquisition, our results of operations and profitability would be adversely affected. Any acquisition may involve operating risks, such as:

the difficulty of assimilating the acquired operations and personnel and integrating them into our current business;

the potential disruption of our ongoing business;

the diversion of management's attention and other resources;

the possible inability of management to maintain uniform standards, controls, procedures and policies;

the risks of entering markets in which we have little or no experience;

the potential impairment of relationships with employees;

the possibility that any liabilities we may incur or assume may prove to be more burdensome than anticipated;

the possibility that any acquired theatres or theatre circuit operators do not perform as expected; and

the possibility that the Antitrust Division of the United States Department of Justice may require us to dispose of existing or acquired theatres in order to complete acquisition opportunities.

Our investment in and revenues from National CineMedia may be negatively impacted by the competitive environment in which National CineMedia operates.

As of December 30, 2010, we owned approximately 19.4% of National CineMedia. In addition, we receive theatre access fees and mandatory distributions of excess cash from National CineMedia. National CineMedia's in-theatre advertising operations compete with other cinema advertising companies and other advertising mediums including, most notably, television, newspaper, radio and the Internet. There can be no guarantee that in-theatre advertising will continue to attract major advertisers or that National CineMedia's in-theatre advertising format will be able to generate expected sales of advertising. Although we have representation on the board of directors of National CineMedia, we do not control this business. Should National CineMedia fail to maintain the level of profitability it hopes to achieve, its results of operations may be adversely affected and our investment in and earnings and cash flows from National CineMedia may be adversely impacted.

We depend on our senior management.

Our success depends upon the retention of our senior management, including Michael Campbell, our Executive Chairman and Amy Miles, our Chief Executive Officer. We cannot assure you that we would be able to find qualified replacements for the individuals who make up our senior management if their services were no longer available. The loss of services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations. The loss of any member of senior management could adversely affect our ability to effectively pursue our business strategy.

The interests of our controlling stockholder may conflict with your interests.

Anschutz Company owns all of our outstanding Class B common stock. Our Class A common stock has one vote per share while our Class B common stock has ten votes per share on all matters to be voted on by stockholders. As a result, as of December 30, 2010, Anschutz Company controlled approximately 78% of the voting power of all of our outstanding common stock. For as long as

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Anschutz Company continues to own shares of common stock representing more than 50% of the voting power of our common stock, it will be able to elect all of the members of our board of directors and determine the outcome of all matters submitted to a vote of our stockholders, including matters involving mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional shares of common stock or other equity securities and the payment of dividends on our common stock. Anschutz Company will also have the power to prevent or cause a change in control, and could take other actions that might be desirable to Anschutz Company but not to other stockholders. In addition, Anschutz Company and its affiliates have controlling interests in companies in related and unrelated industries, including interests in the sports, motion picture production and music entertainment industries. In the future, it may combine our company with one or more of its other holdings.

A prolonged economic downturn could materially affect our business by reducing consumer spending on movie attendance or could have an impact on our business and financial condition in ways that we currently cannot predict.

We depend on consumers voluntarily spending discretionary funds on leisure activities. Motion picture theatre attendance may be affected by prolonged negative trends in the general economy that adversely affect consumer spending, including those resulting from terrorist attacks on, or wars or threatened wars involving, the United States. A prolonged reduction in consumer confidence or disposable income in general may affect the demand for motion pictures or severely impact the motion picture production industry, which, in turn, could adversely affect our operations. If economic conditions become weak or deteriorate, or if financial markets experience significant disruption, it could materially adversely affect our results of operations, financial position and/or liquidity. For example, deteriorating conditions in the global credit markets could negatively impact our business partners which may impact film production, the development of new theatres or the enhancement of existing theatres, including delaying the deployment of new projection and other technologies to our theatres.

In addition, our ability to access capital markets may be restricted at times when the implementation of our business strategy may require us to do so, which could have an impact on our flexibility to react to changing economic and business conditions. For example, our future ability to borrow on our revolving credit facility (the "Revolving Facility") or the effectiveness of our remaining and future interest rate hedging arrangements could be negatively impacted if one or more counterparties files for bankruptcy protection or otherwise fails to perform their obligations thereunder. All of these factors could adversely affect our credit ratings, the market price of our Class A common stock and our financial condition and results of operations.

Substantial sales of our Class A common stock could cause the market price for our Class A common stock to decline.

We cannot predict the effect, if any, that market sales of shares of our Class A common stock or the availability of shares of our Class A common stock for sale will have on the market price of our Class A common stock prevailing from time to time. Sales of substantial amounts of shares of our Class A common stock in the public market, or the perception that those sales will occur, could cause the market price of our Class A common stock to decline.

As of February 22, 2011, we had outstanding 23,708,639 shares of Class B common stock that may convert into Class A common stock on a one-for-one basis, all of which shares of common stock constitute "restricted securities" under the Securities Act. Provided the holders comply with the applicable volume limits and other conditions prescribed in Rule 144 under the Securities Act, all of these restricted securities are currently freely tradable. Anschutz Company is able to sell their shares pursuant to the registration rights that we have granted. We cannot predict whether substantial amounts of our Class A common stock will be sold in the open market in anticipation of, or following,

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any divestiture by Anschutz Company or our directors or executive officers of their shares of our common stock.

Our amended and restated certificate of incorporation and our amended and restated bylaws contain anti-takeover protections, which may discourage or prevent a takeover of our company, even if an acquisition would be beneficial to our stockholders.

Provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as amended, as well as provisions of the Delaware General Corporation Law, could delay or make it more difficult to remove incumbent directors or for a third party to acquire us, even if a takeover would benefit our stockholders.

Our issuance of shares of preferred stock could delay or prevent a change of control of our company.

Our board of directors has the authority to cause us to issue, without any further vote or action by the stockholders, up to 50,000,000 shares of preferred stock, par value \$0.001 per share, in one or more series, to designate the number of shares constituting any series, and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series. The issuance of shares of preferred stock may have the effect of delaying, deferring or preventing a change in control of our company without further action by the stockholders, even where stockholders are offered a premium for their shares.

Our issuance of preferred stock could dilute the voting power of the common stockholders.

The issuance of shares of preferred stock with voting rights may adversely affect the voting power of the holders of our other classes of voting stock either by diluting the voting power of our other classes of voting stock if they vote together as a single class, or by giving the holders of any such preferred stock the right to block an action on which they have a separate class vote even if the action were approved by the holders of our other classes of voting stock.

Our issuance of preferred stock could adversely affect the market value of our common stock.

The issuance of shares of preferred stock with dividend or conversion rights, liquidation preferences or other economic terms favorable to the holders of preferred stock could adversely affect the market price for our common stock by making an investment in the common stock less attractive. For example, investors in the common stock may not wish to purchase common stock at a price above the conversion price of a series of convertible preferred stock because the holders of the preferred stock would effectively be entitled to purchase common stock at the lower conversion price causing economic dilution to the holders of common stock.

We are a holding company dependent on our subsidiaries for our ability to service our debt and pay our dividends.

Regal is a holding company with no operations of our own. Consequently, our ability to service our and our subsidiaries' debt and pay dividends on our common stock is dependent upon the earnings from the businesses conducted by our subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. Any distribution of earnings to us from our subsidiaries, or advances or other distributions of funds by these subsidiaries to us, all of which are subject to statutory or contractual restrictions, are contingent upon the subsidiaries' earnings and are subject to various business considerations. Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of our 9¹/₈% Senior

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Notes due 2018 (the "9¹/₈% Senior Notes") and 6¹/₄% Convertible Senior Notes due March 15, 2011 (the "6¹/₄% Convertible Senior Notes") and our common stock to participate in those assets, will be structurally subordinated to the claims of that subsidiary's creditors. In addition, even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

Hedging transactions and other transactions.

We have entered into convertible note hedge and warrant transactions with respect to our Class A common stock, the exposure for which was held by Credit Suisse International ("Credit Suisse") at the time the 6¹/₄% Convertible Senior Notes were issued. The convertible note hedge and warrant transactions are expected to reduce the potential dilution from conversion of the 6¹/₄% Convertible Senior Notes. In connection with these hedging arrangements, Credit Suisse has taken positions in our Class A common stock in secondary market transactions and/or entered into various derivative transactions after the pricing of the 6¹/₄% Convertible Senior Notes. Such hedging arrangements could affect the price of our Class A common stock. Credit Suisse may modify its hedge positions from time to time prior to the March 15, 2011 maturity of the 6¹/₄% Convertible Senior Notes by purchasing and selling shares of our Class A common stock, other securities of Regal or other instruments we may wish to use in connection with such hedging. We cannot assure you that such activity will not affect the market price of our Class A common stock. For further description of the convertible note hedge and warrant transactions, see Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to various market risks including interest rate risk and equity price risk. The Company's interest rate risk is confined to interest rate exposure of its and its wholly owned subsidiaries' debt obligations that bear interest based on floating rates. The Amended Senior Credit Facility provides variable rate interest that could be adversely affected by an increase in interest rates. Borrowings under the Term Facility bear interest, at Regal Cinemas' option, at either a base rate or an adjusted LIBOR rate or the base rate plus, in each case, an applicable margin.

Under the terms of the Company's effective interest rate swap agreements (which hedge an aggregate of \$1,000.0 million of variable rate debt obligations as of December 30, 2010) described in Note 5 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K, Regal Cinemas pays interest at various fixed rates ranging from 2.15% to 2.53% and receives interest at a variable rate based on the 3-month LIBOR.

As of December 30, 2010 and December 31, 2009, borrowings of \$1,232.5 million (net of debt discount) and \$1,265.4 million, respectively, were outstanding under the Term Facility at an effective interest rate of 5.42% (as of December 30, 2010) and 5.38% (as of December 31, 2009), after the impact of the interest rate swaps is taken into account. A hypothetical change of 10% in the Company's effective interest rate under the Term Facility as of December 30, 2010, would increase or decrease interest expense by \$6.7 million for the year ended December 30, 2010.

In addition, the Company is exposed to equity price risk associated with approximately 1.2 million shares of stock held in RealD, Inc. as described further in Note 13 to the consolidated financial statements included in Part II, Item 8 of this Form 10-K. Such shares of stock are accounted for as available for sale securities with recurring fair value adjustments recorded as a component of accumulated other comprehensive loss/income (net of related tax effects).

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FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Board of Directors
Regal Entertainment Group:

Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended.

Management, including our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of such controls as of December 30, 2010. This assessment was based on criteria for effective internal control over financial reporting described in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management believes that the Company's internal control over financial reporting is effective as of December 30, 2010.

KPMG LLP, independent registered public accounting firm of the Company's consolidated financial statements, has issued an audit report on management's assertion with respect to the effectiveness of the Company's internal control over financial reporting as of December 30, 2010, as stated in their report which is included herein.

/s/ AMY E. MILES

/s/ DAVID H. OWNBY

Amy E. Miles
Chief Executive Officer (Principal Executive Officer)

David H. Ownby
*Executive Vice President and Chief Financial Officer
(Principal Financial Officer)*

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Report of Independent Registered Public Accounting Firm

**The Board of Directors and Stockholders
Regal Entertainment Group:**

We have audited the accompanying consolidated balance sheets of Regal Entertainment Group and subsidiaries as of December 30, 2010 and December 31, 2009, and the related consolidated statements of income, deficit and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 30, 2010. We also have audited Regal Entertainment Group's internal control over financial reporting as of December 30, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Regal Entertainment Group's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Regal Entertainment Group and subsidiaries as of December 30, 2010 and December 31, 2009, and the results of their operations and their cash flows for each of the years in the three-year period ended December 30, 2010, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Regal Entertainment Group maintained, in all material respects, effective internal control over financial reporting as of December 30, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP

Nashville, Tennessee
February 28, 2011

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REGAL ENTERTAINMENT GROUP
CONSOLIDATED BALANCE SHEETS

(in millions, except share data)

	December 30, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 205.3	\$ 328.1
Trade and other receivables	77.3	66.3
Income tax receivable	18.0	2.7
Inventories	14.7	12.3
Prepaid expenses and other current assets	15.9	8.6
Assets held for sale	1.2	0.6
Deferred income tax asset	14.1	10.3
TOTAL CURRENT ASSETS	346.5	428.9
PROPERTY AND EQUIPMENT:		
Land	129.7	118.6
Buildings and leasehold improvements	1,973.6	1,921.4
Equipment	984.1	1,016.3
Construction in progress	5.9	8.8
Total property and equipment	3093.3	3,065.1
Accumulated depreciation and amortization	(1,402.8)	(1,246.4)
TOTAL PROPERTY AND EQUIPMENT, NET	1,690.5	1,818.7
GOODWILL	178.8	178.8
INTANGIBLE ASSETS, NET	22.2	11.7
DEFERRED INCOME TAX ASSET	81.2	78.1
OTHER NON-CURRENT ASSETS	173.4	121.5
TOTAL ASSETS	\$ 2,492.6	\$ 2,637.7
LIABILITIES AND DEFICIT		
CURRENT LIABILITIES:		
Current portion of debt obligations	\$ 95.8	\$ 17.1
Accounts payable	162.4	198.5
Accrued expenses	67.5	65.2
Deferred revenue	98.5	93.9
Interest payable	44.8	21.8
TOTAL CURRENT LIABILITIES	469.0	396.5
LONG-TERM DEBT, LESS CURRENT PORTION	1,897.7	1,892.6
LEASE FINANCING ARRANGEMENTS, LESS CURRENT PORTION	66.2	72.0
CAPITAL LEASE OBLIGATIONS, LESS CURRENT PORTION	13.3	15.4
NON-CURRENT DEFERRED REVENUE	342.4	341.2
OTHER NON-CURRENT LIABILITIES	195.7	166.9
TOTAL LIABILITIES	2,984.3	2,884.6
DEFICIT:		
Class A common stock, \$0.001 par value; 500,000,000 shares authorized, 130,594,743 and 130,292,790 shares issued and outstanding at December 30, 2010 and December 31, 2009, respectively	0.1	0.1
Class B common stock, \$0.001 par value; 200,000,000 shares authorized, 23,708,639 shares issued and outstanding at December 30, 2010 and December 31, 2009		

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Preferred stock, \$0.001 par value; 50,000,000 shares authorized; none issued and outstanding		
Additional paid-in capital (deficit)	(487.6)	(282.9)
Retained earnings	9.4	47.0
Accumulated other comprehensive loss, net	(12.2)	(10.3)
TOTAL STOCKHOLDERS' DEFICIT OF REGAL ENTERTAINMENT GROUP	(490.3)	(246.1)
Noncontrolling interest	(1.4)	(0.8)
TOTAL DEFICIT	(491.7)	(246.9)
TOTAL LIABILITIES AND DEFICIT	\$ 2,492.6	\$ 2,637.7

See accompanying notes to consolidated financial statements.

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REGAL ENTERTAINMENT GROUP
CONSOLIDATED STATEMENTS OF INCOME

(in millions, except share and per share data)

	Year Ended December 30, 2010	Year Ended December 31, 2009	Year Ended January 1, 2009
REVENUES:			
Admissions	\$ 1,956.3	\$ 1,991.6	\$ 1,883.1
Concessions	724.3	775.6	758.0
Other operating revenues	127.3	126.7	130.8
TOTAL REVENUES	2,807.9	2,893.9	2,771.9
OPERATING EXPENSES:			
Film rental and advertising costs	1,026.7	1,046.5	990.4
Cost of concessions	101.1	110.6	106.6
Rent expense	382.3	378.8	363.3
Other operating expenses	784.0	778.5	739.9
General and administrative expenses (including share-based compensation of \$8.4, \$5.9 and \$5.7 for the years ended December 30, 2010, December 31, 2009 and January 1, 2009, respectively)	66.7	64.2	62.1
Depreciation and amortization	213.4	201.9	202.3
Net loss on disposal and impairment of operating assets	17.9	34.0	22.4
Joint venture employee compensation			0.5
TOTAL OPERATING EXPENSES	2,592.1	2,614.5	2,487.5
INCOME FROM OPERATIONS	215.8	279.4	284.4
OTHER EXPENSE (INCOME):			
Interest expense, net	148.1	151.0	128.4
Loss on extinguishment of debt	23.5	7.4	3.0
Earnings recognized from NCM	(40.8)	(38.6)	(32.9)
Gain on sale of NCM, Inc. common stock	(52.0)		
Gain on sale of Fandango interest			(3.4)
Other, net	11.0	2.4	2.9
TOTAL OTHER EXPENSE (INCOME), NET	89.8	122.2	98.0
INCOME BEFORE INCOME TAXES	126.0	157.2	186.4
PROVISION FOR INCOME TAXES	48.7	61.9	74.4
NET INCOME	77.3	95.3	112.0
NONCONTROLLING INTEREST, NET OF TAX	0.3	0.2	0.2
NET INCOME ATTRIBUTABLE TO CONTROLLING INTEREST	\$ 77.6	\$ 95.5	\$ 112.2
EARNINGS PER SHARE OF CLASS A AND CLASS B COMMON STOCK (NOTE 12):			
Basic	\$ 0.51	\$ 0.62	\$ 0.73
Diluted	\$ 0.50	\$ 0.62	\$ 0.72
AVERAGE SHARES OUTSTANDING (in thousands):			
Basic	153,399	153,062	152,849
Diluted	154,517	154,092	155,175
Dividends declared per common share	\$ 2.12	\$ 0.72	\$ 1.20

See accompanying notes to consolidated financial statements.

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REGAL ENTERTAINMENT GROUP

CONSOLIDATED STATEMENTS OF DEFICIT AND COMPREHENSIVE INCOME (LOSS)

(in millions, except per share data)

	Class A Common Stock		Class B Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Deficit of Regal Entertainment Group	Noncontrolling Interest	Total Deficit
	Shares	Amount	Shares	Amount	(Deficit)		(Loss)			
Balances, December 27, 2007	129.5	\$ 0.1	23.8		\$ (157.6)	\$ 40.9	\$ (1.6)	\$ (118.2)	\$ 0.5	\$ (117.7)
Comprehensive Income:										
Change in fair value of interest rate swap transactions, net of tax							(8.3)	(8.3)		(8.3)
Net income attributable to controlling interest						112.2		112.2		112.2
Total comprehensive income										103.9
Noncontrolling interest adjustments									(0.9)	(0.9)
Share-based compensation expense					5.5			5.5		5.5
Exercise of stock options	0.1				0.5			0.5		0.5
Tax benefit from exercise of stock options and other					0.5			0.5		0.5
Issuance of restricted stock	0.2									
ASC Subtopic 470-20 adjustments to additional paid-in capital					(35.0)			(35.0)		(35.0)
Impact attributable to 3 ³ / ₄ % Convertible Senior Notes convertible note hedge and warrant					(6.6)			(6.6)		(6.6)
Tax impact attributable to 6 ¹ / ₄ % Convertible Senior Notes convertible note hedge and warrant					4.7			4.7		4.7
Net payment on 6 ¹ / ₄ % Convertible Senior Notes convertible note hedge and warrant					(6.6)			(6.6)		(6.6)
Cash dividends declared, \$1.20 per share					(71.2)	(113.0)		(184.2)		(184.2)
Balances, January 1, 2009	129.8	\$ 0.1	23.8		\$ (265.8)	\$ 40.1	\$ (9.9)	\$ (235.5)	\$ (0.4)	\$ (235.9)
Comprehensive Income:										
Change in fair value of interest rate swap transactions, net of tax							(0.4)	(0.4)		(0.4)
Net income attributable to controlling interest						95.5		95.5		95.5
Total comprehensive income										95.1
Noncontrolling interest adjustments									(0.4)	(0.4)
Share-based compensation expense					5.9			5.9		5.9
Exercise of stock options	0.1				0.1			0.1		0.1
Tax benefit from exercise of stock options, vesting of restricted stock and other					(0.9)			(0.9)		(0.9)
Issuance of restricted stock	0.4									
Cash dividends declared, \$0.72 per share					(22.2)	(88.6)		(110.8)		(110.8)
Balances, December 31, 2009	130.3	\$ 0.1	23.8		\$ (282.9)	\$ 47.0	\$ (10.3)	\$ (246.1)	\$ (0.8)	\$ (246.9)
Comprehensive Income:										
Change in fair value of interest rate swap transactions, net of tax							(6.8)	(6.8)		(6.8)
Change in fair value of available for sale securities, net of tax							4.9	4.9		4.9
Net income attributable to controlling interest						77.6		77.6		77.6
Total comprehensive income										75.7
Noncontrolling interest adjustments									(0.6)	(0.6)
Share-based compensation expense					7.2			7.2		7.2
Exercise of stock options					0.8			0.8		0.8
Tax benefits from exercise of stock options, vesting of restricted stock and other					(0.8)			(0.8)		(0.8)

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Issuance of restricted stock	0.3								
Extraordinary cash dividend declared, \$1.40 per share				(195.8)	(20.2)		(216.0)		(216.0)
Cash dividends declared, \$0.72 per share				(16.1)	(95.0)		(111.1)		(111.1)
Balances, December 30, 2010	130.6	\$ 0.1	23.8	\$ (487.6)	\$ 9.4	\$ (12.2)	\$ (490.3)	\$ (1.4)	\$ (491.7)

See accompanying notes to consolidated financial statements.

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Table of Contents**REGAL ENTERTAINMENT GROUP****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in millions)

	Year Ended December 30, 2010	Year Ended December 31, 2009	Year Ended January 1, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 77.3	\$ 95.3	\$ 112.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	213.4	201.9	202.3
Amortization of debt discount	5.9	4.6	4.2
Amortization of debt acquisition costs	6.9	8.9	7.0
Share-based compensation expense	8.4	5.9	5.7
Change in fair value of interest rate swap			(0.5)
Deferred income tax benefit	(7.5)	(1.1)	(20.2)
Net loss on disposal and impairment of operating assets	17.9	34.0	22.4
Equity in earnings of non-consolidated entities and other	5.8	(2.3)	1.1
Excess cash distribution on NCM shares	7.3	6.2	2.8
Gain on sale of NCM, Inc. common stock	(52.0)		
Gain on sale of Fandango interest			(3.4)
Loss on extinguishment of debt	23.5	7.4	3.0
Non-cash rent expense	3.5	5.9	8.2
Changes in operating assets and liabilities (excluding effects of acquisitions):			
Trade and other receivables	(21.4)	4.2	(22.0)
Inventories	(2.4)	(4.0)	0.4
Prepaid expenses and other assets	2.0	0.4	10.7
Accounts payable	(36.1)	36.5	(23.5)
Income taxes payable	1.8	6.1	21.5
Deferred revenue	(0.1)	(7.3)	(27.2)
Accrued expenses and other liabilities	5.2	8.2	(33.6)
NET CASH PROVIDED BY OPERATING ACTIVITIES	259.4	410.8	270.9
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures	(98.4)	(108.8)	(131.7)
Proceeds from disposition of assets	34.7	0.8	3.6
Net proceeds from sale of NCM, Inc. common stock	66.0		
Investment in DCIP	(29.9)	(2.5)	(4.0)
Cash used for acquisitions, net of cash acquired	(55.0)		(209.3)
Proceeds from sale of Fandango interest			3.4
Distributions to partnership	(0.1)		(0.5)
NET CASH USED IN INVESTING ACTIVITIES	(82.7)	(110.5)	(338.5)

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Table of Contents**REGAL ENTERTAINMENT GROUP****CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**

(in millions)

	Year Ended December 30, 2010	Year Ended December 31, 2009	Year Ended January 1, 2009
CASH FLOWS FROM FINANCING ACTIVITIES:			
Cash used to pay dividends	(327.1)	(110.8)	(184.2)
Proceeds from stock option exercises	0.8	0.1	0.5
Proceeds from issuance of Regal Entertainment Group 9 ¹ / ₈ % Senior Notes	275.0		
Net proceeds from issuance of Regal Cinemas 8 ⁵ / ₈ % Senior Notes		390.2	
Cash used to repurchase 6 ¹ / ₄ % Convertible Senior Notes	(128.6)		
Cash used to redeem 9 ³ / ₈ % Senior Subordinated Notes	(51.5)		
Net payments on long-term obligations	(29.2)	(402.7)	(27.0)
Debt discount paid on amended Senior Credit Facility	(12.5)		
Cash used to purchase treasury shares and other	(0.9)	(0.4)	
Payment of debt acquisition costs and other	(25.6)	(18.8)	(5.1)
Excess tax benefits from share-based payment arrangements	0.1		0.2
Proceeds from issuance of 6 ¹ / ₄ % Convertible Senior Notes			200.0
Net cash paid for 6 ¹ / ₄ % Convertible Senior Notes convertible note hedge and warrant			(6.6)
Cash used to redeem 3 ³ / ₄ % Convertible Senior Notes			(194.1)
Net proceeds from 3 ³ / ₄ % Convertible Senior Notes hedge and warrant			18.9
NET CASH USED IN FINANCING ACTIVITIES	(299.5)	(142.4)	(197.4)