

REGAL ENTERTAINMENT GROUP  
Form 8-K  
January 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **January 11, 2012**

**Regal Entertainment Group**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-31315**  
(Commission

File Number)

**02-0556934**  
(IRS Employer

Identification No.)

**7132 Regal Lane, Knoxville, Tennessee 37918**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **865-922-1123**

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N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Pursuant to the previously disclosed Annual Executive Incentive Program (the Incentive Program ) of Regal Entertainment Group (the Company ) and based upon the attainment of performance targets previously established by the Compensation Committee of the Board of Directors of the Company (the Committee ) under the Incentive Program, on January 11, 2012, the Company approved annual cash bonus awards for the following individuals as set forth below:

| <b>Name and Principal Positions</b>  | <b>Cash Bonus</b> |         |
|--|-------------------|---------|
| Amy E. Miles, Chief Executive Officer (Principal Executive Officer)                                | \$                | 750,000 |
| Gregory W. Dunn, President and Chief Operating Officer   | \$                | 495,000 |
| David H. Ownby, Executive Vice President and Chief Financial Officer (Principal Financial Officer) | \$                | 288,750 |
| Peter B. Brandow, Executive Vice President, General Counsel and Secretary                          | \$                | 277,500 |

Based on its review of the Company s performance, on January 11, 2012, the Committee recommended, and the Company s Board of Directors approved, an increase in the base salaries for fiscal 2012 for the following individuals as set forth below.

| <b>Name and Principal Positions</b>  | <b>Fiscal 2012 Salary</b> |         |
|--|---------------------------|---------|
| Amy E. Miles, Chief Executive Officer (Principal Executive Officer)                                | \$                        | 800,000 |
| Gregory W. Dunn, President and Chief Operating Officer   | \$                        | 515,000 |
| David H. Ownby, Executive Vice President and Chief Financial Officer (Principal Financial Officer) | \$                        | 420,000 |
| Peter B. Brandow, Executive Vice President, General Counsel and Secretary                          | \$                        | 395,000 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGAL ENTERTAINMENT GROUP

Date: January 13, 2012

By: */s/ Peter B. Brandow*  
Name: Peter B. Brandow  
Title: Executive Vice President, General Counsel and Secretary