

REGAL ENTERTAINMENT GROUP  
Form DEFR14A  
April 23, 2004

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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. 1)

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 (Revised) Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**REGAL ENTERTAINMENT GROUP**

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(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Amendment to Proxy Statement  
For the 2004 Annual Meeting of Stockholders**

Dear Stockholder:

You recently received in the mail proxy materials that relate to the 2004 Annual Meeting of Stockholders of Regal Entertainment Group ("Regal") to be held on Thursday, May 12, 2004 at 12:00 p.m. (Eastern Time) at our offices located at 7132 Regal Lane, Knoxville, Tennessee 37918. The proxy materials are dated April 12, 2004.

We hereby amend our Schedule 14A Proxy Statement (the "Proxy Statement") to include certain additional disclosures therein. The following amends and replaces in its entirety the first paragraph to "Other Transactions" contained under the section "Certain Relationships and Related Transactions" on page 18 of the Proxy Statement:

Since the beginning of fiscal 2003, Regal Cinemas Corporation incurred approximately \$3.4 million of expenses payable to an Anschutz affiliate for telecommunication services. In addition, Regal Cinemas Corporation incurred approximately \$0.1 million of expenses payable to an Anschutz affiliate for reimbursement of travel related expenses, primarily the use of an airplane. Lastly, Regal Cinemas Corporation incurred approximately \$0.1 million of expenses payable to Anschutz affiliates for certain marketing and business services.

Since the beginning of fiscal 2003, an Anschutz affiliate reimbursed Regal Cinemas Corporation approximately \$0.9 million for amounts due under a construction advance in connection with a theatre development project. Under the agreement, the Anschutz affiliate pays Regal Cinemas Corporation approximately \$0.3 million annually for rent and other expenses related to the facility. Regal Cinemas Corporation recorded revenue of approximately \$0.5 million from certain affiliates of Anschutz and OCM Principal Opportunities Fund II, L.P. related to the marketing and business meeting services provided by Regal CineMedia, Inc. to these affiliates.

If you have already returned your proxy card for the 2004 Annual Meeting of Stockholders and do not want to change your vote, you do not have to do anything, and your proxy will be voted at the annual meeting in accordance with your instructions. If you want to change your vote, please follow the instructions for revoking your proxy found under "The Proxy" on page 1 of the Proxy Statement. You may also contact Investor Relations at (865) 922-1123 for assistance.

Sincerely,

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

Knoxville, Tennessee  
April 23, 2004

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