

REGAL ENTERTAINMENT GROUP

Form SC 13D/A

February 06, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Amendment No. 3

Regal Entertainment Group

(Name of Issuer)

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

(Title of Class of Securities)

758766109

(CUSIP Number)

GSCP (NJ), Inc.

GSCP Recovery, Inc.

500 Campus Drive, Suite 220

Florham Park, New Jersey 07932

Attn: Matthew C. Kaufman

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

February 5, 2007

(Date of Event which Requires Filing of this Statement)

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

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

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

(Continued on following pages)

SCHEDULE 13D
CUSIP NO. 758766109

Page 2 of 16 Pages

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

GSCP (NJ), Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,802,550 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 3,802,550 |
- 11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%
- 14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D
CUSIP NO. 758766109

Page 3 of 16 Pages

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

GSCP Recovery, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,802,550 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 3,802,550 |
- 11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%
- 14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D
CUSIP NO. 758766109

Page 4 of 14 Pages

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GSCP (NJ), L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,802,550 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 3,802,550 |
- 11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON
3,802,550
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.98%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D
CUSIP NO. 758766109

Page 5 of 16 Pages

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

Greenwich Street Capital Partners, II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,802,550
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		3,802,550

11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D
CUSIP NO. 758766109

Page 6 of 16 Pages

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

Greenwich Street Employee Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		3,802,550	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON WITH	10	SHARED DISPOSITIVE POWER	
		3,802,550	

11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D
CUSIP NO. 758766109

Page 7 of 16 Pages

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

Greenwich Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,802,550
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		3,802,550

11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D
CUSIP NO. 758766109

Page 8 of 16 Pages

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

TRV Executive Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		3,802,550	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON WITH	10	SHARED DISPOSITIVE POWER	
		3,802,550	

11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D
CUSIP NO. 758766109

Page 9 of 16 Pages

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

Greenwich Street Investments II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,802,550
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		3,802,550

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D
CUSIP NO. 758766109

Page 10 of 16 Pages

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

GSCP Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Island

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		3,802,550
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	10	SHARED DISPOSITIVE POWER
		3,802,550

11 AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,802,550

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.98%

14 TYPE OF REPORTING PERSON

PN

This Amendment No. 3 is being filed on behalf of GSCP (NJ), Inc. and GSCP Recovery, Inc. who are making this joint filing on their behalf and on behalf of the following entities: GSCP (NJ), L.P., Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners, II, L.P., GSCP Offshore Fund, L.P., Greenwich Fund, L.P., Greenwich Street Employees Fund, L.P. and TRV Executive Fund, L.P. (collectively the Affiliates), relating to the common stock, par value \$0.001 per share (the Common Stock), of Regal Entertainment Group (the Issuer). Terms defined in the original Schedule 13D, as amended shall have the same meaning used herein. This amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934.

ITEM 1. SECURITY AND ISSUER.

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

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The Reporting Persons beneficially own 3,802,550 shares of Class A Common Stock as of the date of this filing. The aggregate percentage of shares of Common Stock reported in Item 13 of the Cover Pages is 4.98% and is based upon the 76,418,973 shares of Class A Common Stock outstanding at November 6, 2006, as reported by the most recent 10-Q filed by the Issuer. See Schedule 1 attached hereto for report of sales by the Reporting Persons during the past 60 days.

(e) Effective February 5, 2007, the Reporting Persons ceased to be the beneficial owner of more than 5% of the Common Stock of the Issuer.

SIGNATURE

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

Dated: February 6, 2007

GSCP (NJ), INC.

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GSCP RECOVERY, Inc.

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GSCP(NJ), L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GREENWICH STREET CAPITAL
PARTNERS II, L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GREENWICH STREET EMPLOYEES
FUND, L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GREENWICH FUND, L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

TRV EXECUTIVE FUND, L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GREENWICH STREET INVESTMENTS II,
L.L.C.

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

GSCP OFFSHORE FUND, L.P.

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

By: /s/ Michael R. Caputo
Name: Michael R. Caputo
Title: Attorney-in-fact

SCHEDULE 1

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

Date of Sale	Number of Shares Sold	Price Sold Per Share
1/5/2007	64,920	\$ 21.76
1/8/2007	249,278	\$ 21.91
1/9/2007	353,728	\$ 22.07
1/9/2007	2,000,000	\$ 22.00
1/10/2006	200,000	\$ 22.19
1/11/2007	142,470	\$ 22.17
1/12/2007	200,000	\$ 22.27
1/16/2007	41,975	\$ 22.21
1/17/2007	2,200	\$ 22.21
1/18/2006	409,886	\$ 22.06
1/30/2007	60,548	\$ 22.17

Date of Sale	Number of Shares Sold	Price Sold Per Share
1/31/2007	431,200	\$ 22.33
2/1/2007	228,000	\$ 22.60
2/2/2007	400,000	\$ 22.86
2/5/2007	200,000	\$ 22.75