

REC'D E.E.C.
 APR 25 2002

116 8696

FORM D

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

| OMB APPROVAL | |
|---|--------------|
| OMB Number: | 3235-0076 |
| Expires: | May 31, 2002 |
| Estimated average burden hours per response.. | 16.00 |
| SEC USE ONLY | |
| Prefix | Serial |
| DATE RECEIVED | |



NOTICE OF SALE OF SECURITIES
 PURSUANT TO REGULATION D,
 SECTION 4(6), AND/OR
 UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Regal Entertainment Group: Stock-for-Stock-Exchange

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Regal Entertainment Group ("Regal")

Address of Executive Offices (Number and Street, City, State, Zip Code)

9110 E. Nichols Avenue, Suite 200, Centennial, Colorado 80112

Telephone Number (Including Area Code)

(303) 792-3600

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business: **Regal Entertainment Group acts as the holding company for several businesses in the entertainment industry.**

Type of Business Organization

- corporation limited partnership, already formed
 business trust limited partnership, to be formed other (please specify):

PROCESSED

P
 MAY 14 2002

THOMSON
 FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

| | | | |
|-------|---|------|---|
| Month | | Year | |
| 0 | 3 | 0 | 2 |

Actual Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service Abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction)

| | |
|---|---|
| D | E |
|---|---|

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Attention

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Anschutz Investment Fund, LP

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Anschutz Corporation, 555 17th Street, Suite 2400, Denver, CO 80202

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

ACE II LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

GSCP Recovery, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

LB I Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

OCM Principal Opportunities Fund II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o 333 S. Grand Ave, 28th Floor, Los Angeles CA 90071

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Putnam Investment Management, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o High Yield Group, One Post Office Square, 7th Floor, Boston, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Anschutz, Philip F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Anschutz Corporation, 555 17th Street, Suite 2400, Denver, CO 80202

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Campbell, Michael L.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hall, Kurt C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Brandow, Peter B.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dunn, Gregory W.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Miles, Amy E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Bell, Jr., Thomas D.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Bennet, Michael F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Eckert, III., Alfred C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Kaplan, Stephen A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Slater, Craig D.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Starzel, Robert F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Regal Entertainment Group, 9110 East Nichols Avenue, Suite 200, Centennial, CO 80112

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individuals States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individuals States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Total Aggregate Number of Shares Offered for Exchange | Total Number of Shares Exchanged (including warrant shares) |
|---|--|--|
| Debt..... | \$ <u>0</u> | \$ <u>0</u> |
| Equity: Class A Common Stock ("Class A Stock") and Class B Common Stock ("Class B Stock") of Regal (the Issuer) (together, the "Regal Stock") ^{1/} | <u>112,083,912</u> shares of Regal Stock | <u>112,083,912</u> shares of Regal Stock |
| <p style="margin-left: 40px;"><input checked="" type="checkbox"/> Common Stock, par value \$0.001 per share, issued as follows: (a) Regal Stock in a stock-for-stock exchange; and (b) underlying Class A and Class B Stock to be issued upon the exercise of Regal Warrants²</p> <p style="margin-left: 40px;"><input type="checkbox"/> Preferred Stock</p> | | |
| Convertible Securities: (Including warrants): 2 Warrants to purchase up to 296,129 shares of Class A Stock and 1 Warrant to purchase up to 3,928,185 shares of Class B Stock (in each case at an exchange ratio of 1.126) (together, the "Regal Warrants") | <u>4,223,314</u> underlying shares of Regal Stock | <u>4,223,314</u> underlying shares of Regal Stock |
| Partnership Interests..... | \$ <u>0</u> | \$ <u>0</u> |
| Other: | \$ <u>0</u> | \$ <u>0</u> |
| Total | <u>116,308,226</u> shares of Regal Stock | <u>116,308,226</u> shares of Regal Stock |

Answer also in Appendix, Column 3, if filing under ULOE.

^{1/} In connection with the formation of Regal as a holding company, Regal issued shares of its Class A Stock and Class B Stock in exchange for shares held by the stockholders of Regal Cinemas Corporation ("Regal Cinemas"), United Artists Theatre Company ("United Artists"), Edwards Theatres, Inc. ("Edwards"), Inc. and Regal CineMedia Corporation ("Regal CineMedia") (collectively, the "participants").

² (a) Shares of Regal Stock were issued in exchange for shares of Edwards Class A Common Stock at an exchange ratio of 8.647, Edwards Class B Common Stock at an exchange ratio of 8.647, Regal Cinemas Common Stock at an exchange ratio of 10.908, United Artists Common Stock at an exchange ratio of 1.126, United Artists Series A Convertible Preferred Stock at an exchange ratio of 1.126 and Regal CineMedia Common Stock at an exchange ratio of 8.977; and (b) Regal Warrants were issued in exchange for United Artists Warrants at an exchange ratio 1.126.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| Number of Investors | Aggregate Number of Shares Issued (including underlying warrant shares) |
|---------------------|---|
| 23 | 116,308,226 shares of Regal Stock |
| 0 | \$ 0 |
| N/A | \$ N/A |

| | |
|---|-----|
| Accredited investors | 23 |
| Non-accredited Investors | 0 |
| Total (for filings under Rule 504 only) | N/A |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 | N/A | \$ N/A |
| Regulation A | N/A | \$ N/A |
| Rule 504 | N/A | \$ N/A |
| Total | N/A | \$ N/A |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | |
|--|-------------------------------------|------------|
| Transfer Agent's Fees | <input type="checkbox"/> | \$ 0 |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ 0 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 600,000 |
| Accounting Fees | <input type="checkbox"/> | \$ 0 |
| Engineering Fees | <input type="checkbox"/> | \$ 0 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ 0 |
| Other Expenses: () | <input type="checkbox"/> | \$ 0 |
| Total | <input checked="" type="checkbox"/> | \$ 600,000 |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." N/A ³

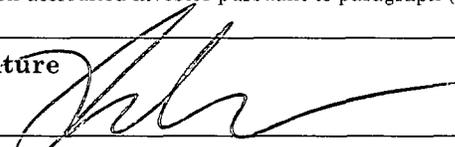
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors & Affiliates | Payments To Others |
|---|---|---|
| Salaries and fees | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase of real estate | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Acquisition of other businesses | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Repayment of indebtedness | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Working capital | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Other (specify): Offering consists of stock-for stock exchange(including stock, options and warrants) in the formation of a holding company | <input checked="" type="checkbox"/> <u>74,466,202</u> <u>shares of Regal</u> <u>Stock</u> | <input checked="" type="checkbox"/> <u>41,842,024</u> <u>shares of Regal</u> <u>Stock</u> |
| Column Totals | <input checked="" type="checkbox"/> <u>74,466,202</u> <u>shares of Regal</u> <u>Stock</u> | <input checked="" type="checkbox"/> <u>41,842,024</u> <u>shares of Regal</u> <u>Stock</u> |
| Total | <input checked="" type="checkbox"/> <u>116,308,226 shares of Regal Stock</u> | |

³ All expenses under Item C.4.a. were paid out of available cash of the issuer. Accordingly, there are no "adjusted gross proceeds to the issuer."

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|--|---------------------------------------|
| Issuer (Print or Type) Regal Entertainment Group | Signature  | Date April <u>24</u> , 2002 |
| Name of Signer (Print or Type) Peter B. Brandow | Title of Signer (Print or Type) Executive Vice President, General Counsel and Secretary | |

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)