

REGAL ENTERTAINMENT GROUP

Form 4

August 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANSCHUTZ PHILIP F

2. Issuer Name and Ticker or Trading Symbol
REGAL ENTERTAINMENT GROUP [RGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
555 SEVENTEENTH SREET,, SUITE 2400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	08/08/2016		S		6,860,584	D	\$ 21.6	37,000,000	I	By The Anschutz Corporation <u>(1)</u> <u>(2)</u>
CLASS A COMMON STOCK	08/08/2016		S		5,839,416	D	\$ 21.6	0	I	By Anschutz Family Investment Company LLC <u>(2)</u>
	08/08/2016		S		300,000	D		1,159,854	I	

CLASS A
COMMON
STOCK

\$
21.6

By AFIC II
LLC ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANSCHUTZ PHILIP F 555 SEVENTEENTH SREET, SUITE 2400 DENVER, CO 80202		X		
ANSCHUTZ Corp 555 SEVENTEENTH STREET SUITE 2400 DENVER, CO 80202		X		

Signatures

/s/ Robert M. Swysgood by Power of Attorney (on behalf of Philip F. Anschutz)	08/08/2016
**Signature of Reporting Person	Date
/s/ Robert M. Swysgood by Power of Attorney (on behalf of The Anschutz Corporation)	08/08/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Philip F. Anschutz is the sole shareholder of The Anschutz Corporation ("AC") which is the registered owner of the securities.
- (2) AC is the Manager and one percent owner of Anschutz Family Investment Company LLC ("AFIC") and may be deemed to beneficially own all shares held by AFIC.
- (3) AC is the manger and on percent owner of AFIC II LLC ("AFIC II") and may be deemed to beneficially own all shares held by AFIC II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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