

REGAL ENTERTAINMENT GROUP
Form 424B3
February 10, 2004

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Filed pursuant to Rule 424(b)(3)
Registration No. 333-108212

PROSPECTUS SUPPLEMENT

(to Prospectus dated December 16, 2003)

\$240,000,000

REGAL ENTERTAINMENT GROUP

3³/₄% CONVERTIBLE SENIOR NOTES DUE MAY 15, 2008 AND SHARES OF CLASS A COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement supplements the prospectus dated December 16, 2003, of Regal Entertainment Group relating to the resale from time to time by selling security holders of our 3³/₄% Convertible Senior Notes due May 15, 2008 held by the selling security holders and the shares of our Class A common stock issuable upon conversion of such notes.

This prospectus supplement is filed to reflect a change in the amount of notes owned by certain of the selling security holders named in the prospectus, and certain other information respecting such selling security holders, and should be read in conjunction with the prospectus dated December 16, 2003, which is to be delivered with this prospectus supplement.

The notes are not listed on any securities exchange or included in any automated quotation system. The notes are eligible for trading on the PORTALSM Market, a subsidiary of The Nasdaq Stock Market, Inc. Our Class A common stock is listed on the New York Stock Exchange under the symbol "RGC."

SEE "RISK FACTORS" BEGINNING ON PAGE 10 OF THE PROSPECTUS TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE PURCHASING THE NOTES OR OUR CLASS A COMMON STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THE PROSPECTUS, AS SUPPLEMENTED BY THIS PROSPECTUS SUPPLEMENT, IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is February 9, 2004.

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The section of the prospectus entitled "Selling Security Holders" located on pages 48-53 of the prospectus is amended and restated in its entirety to read as follows:

SELLING SECURITY HOLDERS

We originally issued the notes in a private placement in May 2003 to Credit Suisse First Boston LLC, the initial purchaser. The initial purchaser resold the notes to purchasers in transactions exempt from registration pursuant to Rule 144A under the Securities Act of 1933, as amended. The selling security holders listed in the following table, which sets forth information about the principal amount of notes and the underlying Class A common stock beneficially owned by each listed selling security holder who has provided us with a completed questionnaire, may from time to time offer and sell the notes and, if the notes are converted, the underlying shares of Class A common stock pursuant to this prospectus.

We have prepared the table below based on information provided to us by the selling security holders. The percentage of ownership of Class A common stock for each selling security holder disclosed in this table is based on 52,793,285 shares of Class A common stock outstanding as of December 5, 2003. The amount of securities listed as beneficially owned by the selling security holders after completion of the offering and the holders' respective percentages of beneficial ownership after the completion of the offering are based on the assumption that all of the securities being offered are sold pursuant to this prospectus, and that no other notes or shares of Class A common stock are acquired or disposed of by the selling security holders prior to the termination of this offering. Because the selling security holders may sell all, some or none of their securities or may acquire or dispose of other notes or shares of Class A common stock, we cannot estimate the aggregate number of securities that will be sold in this offering or the number or percentage of shares of Class A common stock that each selling security holder will own upon completion of this offering.

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SELLING SECURITY HOLDERS TABLE

| Name | Principal Amount at Maturity of Notes Beneficially Owned Prior to the Offering | Principal Amount at Maturity of Notes Offered Hereby | Principal Amount Beneficially Owned After Completion of the Offering | Percentage of Notes Beneficially Owned After Completion of the Offering | Number of Shares of Class A Common Stock Beneficially Owned Prior to the Offering (1) | Number of Shares of Class A Common Stock Offered Hereby(2) | Number of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering | Percentage of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering (3) |
|---|--|--|--|---|---|--|--|--|
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer | 6,000 | 6,000 | 0 | 0 | 283 | 283 | 0 | 0 |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer | 5,000 | 5,000 | 0 | 0 | 236 | 236 | 0 | 0 |
| AFTRA Health Fund* | 60,000 | 60,000 | 0 | 0 | 2,834 | 2,834 | 0 | 0 |
| Alcon Laboratories | 375,000 | 375,000 | 0 | 0 | 17,710 | 17,710 | 0 | 0 |
| Allstate Insurance Company* | 1,500,000 | 1,500,000 | 0 | 0 | 70,839 | 70,839 | 0 | 0 |
| Amaranth L.L.C.* | 15,040,000 | 15,040,000 | 0 | 0 | 710,279 | 710,279 | 0 | 0 |
| Arapahoe County Colorado | 37,000 | 37,000 | 0 | 0 | 1,747 | 1,747 | 0 | 0 |
| Arlington County Employees Retirement System. | 647,000 | 647,000 | 0 | 0 | 30,555 | 30,555 | 0 | 0 |
| Asante Health Systems | 86,000 | 86,000 | 0 | 0 | 4,061 | 4,061 | 0 | 0 |
| BNP Paribas Equity Strategies, SNC* | 13,260,000 | 13,260,000 | 0 | 0 | 626,217 | 626,217 | 0 | 0 |
| BP Amoco PLC Master Trust | 427,000 | 427,000 | 0 | 0 | 20,166 | 20,166 | 0 | 0 |
| British Virgin Islands Social Security Board | 86,000 | 86,000 | 0 | 0 | 4,061 | 4,061 | 0 | 0 |
| Castle Convertible Fund, Inc. | 725,000 | 725,000 | 0 | 0 | 34,239 | 34,239 | 0 | 0 |
| City and County of San Francisco Retirement System | 1,433,000 | 1,433,000 | 0 | 0 | 67,675 | 67,675 | 0 | 0 |
| City of New Orleans | 197,000 | 197,000 | 0 | 0 | 9,304 | 9,304 | 0 | 0 |

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| Name | Principal Amount at Maturity of Notes Beneficially Owned Prior to the Offering | Principal Amount at Maturity of Notes Offered Hereby | Principal Amount at Maturity of Notes Beneficially Owned After Completion of the Offering | Percentage of Notes Beneficially Owned After Completion of the Offering | Number of Shares of Class A Common Stock Beneficially Owned Prior to the Offering (1) | Number of Shares of Class A Common Stock Offered Hereby(2) | Number of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering | Percentage of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering (3) |
|---|--|--|---|---|---|--|--|--|
| City University of New York | 143,000 | 143,000 | 0 | 0 | 6,753 | 6,753 | 0 | 0 |
| Coastal Convertibles | 1,000,000 | 1,000,000 | 0 | 0 | 47,226 | 47,226 | 0 | 0 |
| Conseco Fund Group Convertible Securities Fund* | 100,000 | 100,000 | 0 | 0 | 4,723 | 4,723 | 0 | 0 |
| CooperNeff Convertible Strategies (Cayman) Master Fund, L.P. | 14,382,000 | 14,382,000 | 0 | 0 | 679,204 | 679,204 | 0 | 0 |
| Copper Arch Capital, LLC | 2,000,000 | 2,000,000 | 0 | 0 | 94,452 | 94,452 | 0 | 0 |
| Credit Suisse First Boston LLC | 4,000,000 | 4,000,000 | 0 | 0 | 188,904 | 188,904 | 0 | 0 |
| DB Equity Opportunities Master Portfolio Ltd | 6,000,000 | 6,000,000 | 0 | 0 | 283,356 | 283,356 | 0 | 0 |
| DBAG London* | 27,403,000 | 27,403,000 | 0 | 0 | 1,294,134 | 1,294,134 | 0 | 0 |
| DEAM Convertible ARB | 2,000,000 | 2,000,000 | 0 | 0 | 94,452 | 94,452 | 0 | 0 |
| Delaware Dividend and Income Fund, a series of Delaware Group Equity Funds V* | 50,000 | 50,000 | 0 | 0 | 2,361 | 2,361 | 0 | 0 |
| Delaware Investments Dividend and Income Fund, Inc.* | 550,000 | 550,000 | 0 | 0 | 25,974 | 25,974 | 0 | 0 |
| Delaware Investments Global Dividend and Income Fund, Inc.* | 130,000 | 130,000 | 0 | 0 | 6,139 | 6,139 | 0 | 0 |
| Delaware Public Employees Retirement System | 1,503,000 | 1,503,000 | 0 | 0 | 70,981 | 70,981 | 0 | 0 |
| Grady Hospital Foundation | 128,000 | 128,000 | 0 | 0 | 6,045 | 6,045 | 0 | 0 |
| Hamilton Multi Strategy Master Fund | 250,000 | 250,000 | 0 | 0 | 11,807 | 11,807 | 0 | 0 |
| HFR CA Select Fund | 750,000 | 750,000 | 0 | 0 | 35,420 | 35,420 | 0 | 0 |
| Highbridge International LLC* | 24,000,000 | 24,000,000 | 0 | 0 | 1,133,424 | 1,133,424 | 0 | 0 |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | 165,000 | 165,000 | 0 | 0 | 7,792 | 7,792 | 0 | 0 |
| Independence Blue Cross | 363,000 | 363,000 | 0 | 0 | 17,143 | 17,143 | 0 | 0 |
| Jefferies & Company Inc. | 3,000 | 3,000 | 0 | 0 | 142 | 142 | 0 | 0 |

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| Name | Principal Amount at Maturity of Notes Beneficially Owned Prior to the Offering | Principal Amount at Maturity of Notes Offered Hereby | Principal Amount at Maturity of Notes Beneficially Owned After Completion of the Offering | Percentage of Notes Beneficially Owned After Completion of the Offering | Number of Shares of Class A Common Stock Beneficially Owned Prior to the Offering (1) | Number of Shares of Class A Common Stock Offered Hereby(2) | Number of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering | Percentage of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering (3) |
|---|--|--|---|---|---|--|--|--|
| KBC Financial Products USA Inc. | 1,937,000 | 1,937,000 | 0 | 0 | 91,477 | 91,477 | 0 | 0 |
| LDG Limited | 205,000 | 205,000 | 0 | 0 | 9,681 | 9,681 | 0 | 0 |
| Lexington Vantage Fund c/o TQA Investors, LLC | 54,000 | 54,000 | 0 | 0 | 2,550 | 2,550 | 0 | 0 |
| Lincoln National Convertible Securities Fund | 1,270,000 | 1,270,000 | 0 | 0 | 59,977 | 59,977 | 0 | 0 |
| LLT Limited | 70,000 | 70,000 | 0 | 0 | 3,306 | 3,306 | 0 | 0 |
| | 1,020,000 | 1,020,000 | 0 | 0 | 48,171 | 48,171 | 0 | 0 |

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| Name | Principal Amount at Maturity of Notes Beneficially Owned Prior to the Offering | Principal Amount at Maturity of Notes Offered Hereby | Principal Amount at Maturity of Notes Beneficially Owned After Completion of the Offering | Percentage of Notes Beneficially Owned After Completion of the Offering | Number of Shares of Class A Common Stock Beneficially Owned Prior to the Offering (1) | Number of Shares of Class A Common Stock Offered Hereby(2) | Number of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering | Percentage of Shares of Class A Common Stock Beneficially Owned After Completion of the Offering (3) |
|---|--|--|---|---|---|--|--|--|
| Lyxor/Convertible Arbitrage Fund Limited | | | | | | | | |
| Mainstay Convertible Fund* | 1,305,000 | 1,305,000 | 0 | 0 | 61,630 | 61,630 | 0 | 0 |
| Mainstay Strategic Value Convertible Fund* | 45,000 | 45,000 | 0 | 0 | 2,125 | 2,125 | 0 | 0 |
| Mainstay VP Convertible Fund* | 570,000 | 570,000 | 0 | 0 | 26,919 | 26,919 | 0 | 0 |
| Man Convertible Bond Master Fund, Ltd. | 5,039,000 | 5,039,000 | 0 | 0 | 237,972 | 237,972 | 0 | 0 |
| Merrill Lynch Insurance Group | 315,000 | 315,000 | 0 | 0 | 14,876 | 14,876 | 0 | 0 |
| Municipal Employees New Orleans Firefighters Pension/Relief Fund | 231,000 | 231,000 | 0 | 0 | 10,909 | 10,909 | 0 | 0 |
| New York Life Insurance Company (POST 82)* | 131,000 | 131,000 | 0 | 0 | 6,187 | 6,187 | 0 | 0 |
| New York Life Insurance Company (PRE 82)* | 1,400,000 | 1,400,000 | 0 | 0 | 66,116 | 66,116 | 0 | 0 |
| New York Life Separate Account #7* | 635,000 | 635,000 | 0 | 0 | 29,989 | 29,989 | 0 | 0 |
| Nisswa Master Fund Ltd. | 30,000 | 30,000 | 0 | 0 | 1,417 | 1,417 | 0 | 0 |
| Occidental Petroleum Corporation | 250,000 | 250,000 | 0 | 0 | 11,807 | 11,807 | 0 | 0 |
| Ohio Bureau of Workers Compensation | 259,000 | 259,000 | 0 | 0 | 12,232 | 12,232 | 0 | 0 |
| Polaris Vega Fund L.P. | 135,000 | 135,000 | 0 | 0 | 6,376 | 6,376 | 0 | 0 |
| Policeman and Firemen Retirement System of the City of Detroit Pro-mutual | 3,000,000 | 3,000,000 | 0 | 0 | 141,678 | 141,678 | 0 | 0 |
| Putnam Convertible Income-Growth Trust* | 485,000 | 485,000 | 0 | 0 | 22,905 | 22,905 | 0 | 0 |
| Pyramid Equity Strategies Fund | 862,000 | 862,000 | 0 | 0 | 40,709 | 40,709 | 0 | 0 |
| Sage Capital | 9,500,000 | 9,500,000 | 0 | 0 | 448,647 | 448,647 | 0 | 0 |
| San Diego County Employee Retirement Association | 1,500,000 | 1,500,000 | 0 | 0 | 70,839 | 70,839 | 0 | 0 |
| Singlehedge U.S. Convertible Arbitrage Fund | 5,185,000 | 5,185,000 | 0 | 0 | 244,867 | 244,867 | 0 | 0 |
| Sphinx Convertible Arb Fund SPC | 1,000,000 | 1,000,000 | 0 | 0 | 47,226 | 47,226 | 0 | 0 |
| Sphinx Fund c/o TQA Investors, LLC | 3,434,000 | 3,434,000 | 0 | 0 | 162,174 | 162,174 | 0 | 0 |
| SSI Blended Market Neutral L.P. | 143,000 | 143,000 | 0 | 0 | 6,753 | 6,753 | 0 | 0 |
| SSI Hedged Convertible Market Neutral L.P. | 123,000 | 123,000 | 0 | 0 | 5,809 | 5,809 | 0 | 0 |
| St. Thomas Trading, Ltd.* | 226,000 | 226,000 | 0 | 0 | 10,673 | 10,673 | 0 | 0 |
| State of Maryland Retirement Agency | 250,000 | 250,000 | 0 | 0 | 11,807 | 11,807 | 0 | 0 |
| Sturgeon Limited | 12,961,000 | 12,961,000 | 0 | 0 | 612,096 | 612,096 | 0 | 0 |
| Sunrise Partners Limited Partnership* | 3,108,000 | 3,108,000 | 0 | 0 | 146,778 | 146,778 | 0 | 0 |
| The Grable Foundation | 1,881,000 | 1,881,000 | 0 | 0 | 88,832 | 88,832 | 0 | 0 |
| | 12,060,000 | 12,060,000 | 0 | 0 | 569,546 | 569,546 | 0 | 0 |
| | 79,000 | 79,000 | 0 | 0 | 3,731 | 3,731 | 0 | 0 |

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| Name | Principal Amount at Maturity of Notes Beneficially Owned Prior | Principal Amount at Maturity of Notes Offered Hereby | Principal Amount at Maturity of Notes Beneficially Owned After | Percentage of Notes Beneficially Owned After | Number of Shares of Class A Common Stock Beneficially | Number of Shares of Class A Common Stock | Number of Shares of Class A Common Stock Beneficially | Percentage of Shares of Class A Common Stock |
|------|--|--|--|--|---|--|---|--|
|------|--|--|--|--|---|--|---|--|

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| | <u>to</u> <u>the Offering</u> | <u>Completion of</u> <u>the Offering</u> | <u>Completion of</u> <u>the Offering</u> | <u>Owned</u> <u>Prior to</u> <u>the Offering</u> <u>(1)</u> | <u>Offered</u> <u>Hereby(2)</u> | <u>Owned</u> <u>After</u> <u>Completion</u> <u>of</u> <u>the Offering</u> | <u>Beneficially</u> <u>Owned</u> <u>After</u> <u>Completion</u> <u>of</u> <u>the Offering</u> <u>(3)</u> |
|--|----------------------------------|---|---|--|------------------------------------|---|--|
| The Osterweis Strategic Income Fund | 250,000 | 250,000 | 0 | 0 | 11,807 | 11,807 | 0 |
| TQA Master Fund Ltd. | 1,480,600 | 1,480,600 | 0 | 0 | 69,923 | 69,923 | 0 |
| TQA Master Plus Fund Ltd. | 3,666,400 | 3,666,400 | 0 | 0 | 173,149 | 173,149 | 0 |
| TQA Special Opportunities Master Fund Ltd. | 2,000,000 | 2,000,000 | 0 | 0 | 94,452 | 94,452 | 0 |
| Tribeca Investments Ltd. | 5,000,000 | 5,000,000 | 0 | 0 | 236,130 | 236,130 | 0 |
| Trustmark Insurance | 330,000 | 330,000 | 0 | 0 | 15,585 | 15,585 | 0 |
| Viacom Inc. Pension Plan Master Trust | 14,000 | 14,000 | 0 | 0 | 661 | 661 | 0 |
| Wachovia Bank National Association | 19,900,000 | 19,900,000 | 0 | 0 | 939,797 | 939,797 | 0 |
| Wachovia Capital Markets LLC | 4,000,000 | 4,000,000 | 0 | 0 | 188,904 | 188,904 | 0 |
| Xavex-Convertible Arbitrage 7 Fund c/o TQA Investors, LLC | 456,000 | 456,000 | 0 | 0 | 21,535 | 21,535 | 0 |
| Zazove Convertible Arbitrage Fund, L.P. | 3,950,000 | 3,950,000 | 0 | 0 | 186,543 | 186,543 | 0 |
| Zazove Hedged Convertible Fund, L.P. | 2,250,000 | 2,250,000 | 0 | 0 | 106,259 | 106,259 | 0 |
| Zazove Income Fund, L.P. | 1,000,000 | 1,000,000 | 0 | 0 | 47,226 | 47,226 | 0 |
| Zurich Institutional Benchmarks Master Fund Ltd. | 1,500,000 | 1,500,000 | 0 | 0 | 70,839 | 70,839 | 0 |
| Zurich Institutional Benchmarks Master Fund Ltd. | 1,022,000 | 1,022,000 | 0 | 0 | 48,265 | 48,265 | 0 |
| Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, LLC | 491,000 | 491,000 | 0 | 0 | 23,188 | 23,188 | 0 |
| Any other holders of notes or future transferee, pledge, donee or successor of any holder(4) | 3,188,000 | 3,188,000 | 0 | 0 | 150,556 | 150,556 | 0 |

*

This selling security holder has informed us that it (1) is an affiliate of a broker-dealer, (2) purchased the securities in the ordinary course of business, and (3) at the time of purchase, had no agreements or understandings, directly or indirectly, with any person to distribute the securities.

- (1) Assumes conversion of all of the holder's notes at the current a conversion price of \$21.175 per share of Class A common stock. This conversion price, however, is subject to adjustment as described under "Description of the Notes Conversion of Notes." As a result, the amount of Class A common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Assumes issuance of Class A common stock in the maximum amount issuable upon conversion of the notes, as described in Note (1) above, and the offering of those shares by the selling security holder pursuant to this prospectus. The selling security holders may offer and sell pursuant to this prospectus their notes, the shares of Class A common stock issued upon conversion of the notes, or both.
- (3) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act. In calculating this amount, we treated as outstanding the number of shares of Class A common stock issuable upon conversion of all of that particular holder's notes, but we did not assume the conversion of any other holder' notes.
- (4) Information concerning other selling security holders who have not notified us of their intention to sell notes or shares of Class A common stock by returning a completed questionnaire will be set forth in post-effective amendments from time to time, as required. No holder may offer any notes or shares of Class A common stock pursuant to this prospectus until such holder is named herein as a selling security holder.

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Except for Credit Suisse First Boston LLC who was the initial purchaser in the offering of the notes, none of the selling security holders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

VOTING/INVESTMENT CONTROL TABLE

We have prepared the table below based on information provided to us by the selling security holders.

| Name | Natural Person or Persons With Voting or Dispositive Power |
|--|--|
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer | Paul Latronica |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer | Paul Latronica |
| AFTRA Health Fund | * |
| Alcon Laboratories | * |
| Allstate Insurance Company | * |
| Amaranth L.L.C. | Nicholas M. Maounis |
| Arapahoe County Colorado | Paul Latronica |
| Arlington County Employees Retirement System | Paul Latronica |
| Asante Health Systems | Paul Latronica |
| BNP Paribas Equity Strategies, SNC | Jean Dominjon, Thomas J. Mahoney and Andrew Sterge |
| BP Amoco PLC Master Trust | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| British Virgin Islands Social Security Board | Paul Latronica |
| Castle Convertible Fund, Inc. | * |
| City and County of San Francisco Retirement System | Paul Latronica |
| City of New Orleans | Paul Latronica |
| City University of New York | Paul Latronica |
| Coastal Convertibles | Jay Lurie |
| Conseco Fund Group Convertible Securities Fund | * |
| CooperNeff Convertible Strategies (Cayman) Master Fund, L.P. | Jean Dominjon, Thomas J. Mahoney and Andrew Sterge |
| Copper Arch Capital, LLC | Scott Sipprelle |
| Credit Suisse First Boston LLC | * |
| DB Equity Opportunities Master Portfolio Ltd | Eric Lobben |
| DBAG London | Dan Azzi |
| DEAM Convertible ARB | Eric Lobben |
| Delaware Dividend and Income Fund, a series of Delaware Group Equity Funds V | * |
| Delaware Investments Dividend and Income Fund, Inc. | * |
| Delaware Investments Global Dividend and Income Fund, Inc. | * |
| Delaware Public Employees Retirement System | Paul Latronica |
| Grady Hospital Foundation | Paul Latronica |
| Hamilton Multi Strategy Master Fund | Michael Knox, Neal Kennedy, Evan Zimmerman, James Wohlmacher, Sandra Satz, James McNeil, Jeffrey Sawyer, William Moore and Geoffrey Cragin |
| HFR CA Select Fund | Gene Pretti |
| Highbridge International LLC | Glenn Dubin and Henry Swieca |
| Hotel Union & Hotel Industry of Hawaii Pension Plan | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| Independence Blue Cross | Paul Latronica |
| Jefferies & Company Inc. | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| KBC Financial Products USA Inc. | Luke Edwards |
| LDG Limited | Gene Pretti |
| Lexington Vantage Fund c/o TQA Investors, LLC | * |
| Lincoln National Convertible Securities Fund | Damon F. Andres |
| LLT Limited | * |
| Lyxor/Convertible Arbitrage Fund Limited | Jean Dominjon, Thomas J. Mahoney and Andrew Sterge |
| Mainstay Convertible Fund | * |
| Mainstay Strategic Value Convertible Fund | * |
| Mainstay VP Convertible Fund | * |
| Man Convertible Bond Master Fund, Ltd. | John Null and J.T. Hansen |
| Merrill Lynch Insurance Group | Paul Latronica |
| Municipal Employees | Paul Latronica |
| New Orleans Firefighters Pension/Relief Fund | Paul Latronica |
| New York Life Insurance Company (POST 82) | * |
| New York Life Insurance Company (PRE 82) | * |
| New York Life Separate Account #7 | * |
| Nisswa Master Fund Ltd. | Brian Taylor |
| Occidental Petroleum Corporation | Paul Latronica |
| Ohio Bureau of Workers Compensation | Paul Latronica |

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|---|---|
| Polaris Vega Fund L.P. | Gregory R. Levinson |
| Policeman and Firemen Retirement System of the City of Detroit | Paul Latronica |
| Pro-mutual | Paul Latronica |
| Putnam Convertible Income-Growth Trust | Gene Pretti |
| Pyramid Equity Strategies Fund | Eric Lobben |
| Sage Capital | Peter de Lisser |
| San Diego County Employee Retirement Association | Gene Pretti |
| Singlehedge U.S. Convertible Arbitrage Fund | Jean Dominjon, Thomas J. Mahoney and Andrew Sterge |
| Sphinx Convertible Arb Fund SPC | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| Sphinx Fund c/o TQA Investors, LLC | * |
| SSI Blended Market Neutral L.P. | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| SSI Hedged Convertible Market Neutral L.P. | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| St. Thomas Trading, Ltd. | John Null and J.T. Hansen |
| State of Maryland Retirement Agency | Paul Latronica |
| Sturgeon Limited | * |
| Sunrise Partners Limited Partnership | S. Donald Sussman |
| The Grable Foundation | Paul Latronica |
| The Osterweis Strategic Income Fund | John S. Osterweis |
| TQA Master Fund Ltd. | * |
| TQA Master Plus Fund Ltd. | * |
| TQA Special Opportunities Master Fund Ltd. | * |
| Tribeca Investments Ltd. | * |
| Trustmark Insurance | Paul Latronica |
| Viacom Inc. Pension Plan Master Trust | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| Wachovia Bank National Association | Eric Pegtoa |
| Wachovia Capital Markets LLC | Eric Grant |
| Xavex-Convertible Arbitrage 7 Fund c/o TQA Investors, LLC | * |
| Zazove Convertible Arbitrage Fund, L.P. | Gene Pretti |
| Zazove Hedged Convertible Fund, L.P. | Gene Pretti |
| Zazove Income Fund, L.P. | Gene Pretti |
| Zurich Institutional Benchmarks Master Fund Ltd. | Gene Pretti |
| Zurich Institutional Benchmarks Master Fund Ltd. | John Gottfurcht, George Douglas and Amy Jo Gottfurcht |
| Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, LLC | * |

*

The security holder has informed Regal that there is no natural person with voting or investment power over the respective securities.

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QuickLinks

[SELLING SECURITY HOLDERS](#)

[VOTING/INVESTMENT CONTROL TABLE](#)