

REGAL ENTERTAINMENT GROUP  
Form 8-K  
January 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 14, 2009**

**Regal Entertainment Group**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31315**  
(Commission  
File Number)

**02-0556934**  
(IRS Employer  
Identification No.)

**7132 Regal Lane, Knoxville, Tennessee 37918**

(Address of Principal Executive Offices) (Zip Code)

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Registrant's telephone number, including area code: **865-922-1123**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment Certain Officers; Compensatory Arrangements of Certain Officers.**

Pursuant to the previously disclosed Annual Executive Incentive Program (the "Incentive Program") of Regal Entertainment Group (the "Company") and based upon the attainment of performance targets previously established by the Compensation Committee of the Board of Directors of the Company (the "Committee") under the Incentive Program, on January 14, 2009, the Company approved annual cash bonus awards for the following officers as set forth below:

<b>Name and Principal Positions</b>	<b>Cash Bonus</b>
Michael L. Campbell, Chief Executive Officer (Principal Executive Officer)	\$ 720,000
Gregory W. Dunn, President and Chief Operating Officer	\$ 288,563
Amy E. Miles, Executive Vice President and Chief Financial Officer (Principal Financial Officer)	\$ 288,563
Peter B. Brandow, Executive Vice President, General Counsel and Secretary	\$ 226,125

Based on its review of the Company's performance, on January 14, 2009, the Committee recommended, and the Company's Board of Directors approved, to keep base salaries for the Company's executive officers for fiscal 2009 at the same level as fiscal 2008 as set forth below:

<b>Name and Principal Positions</b>	<b>Fiscal 2009 Salary</b>
Michael L. Campbell, Chief Executive Officer (Principal Executive Officer)	\$ 800,000
Gregory W. Dunn, President and Chief Operating Officer	\$ 427,500
Amy E. Miles, Executive Vice President and Chief Financial Officer (Principal Financial Officer)	\$ 412,500
Peter B. Brandow, Executive Vice President, General Counsel and Secretary	\$ 335,000

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGAL ENTERTAINMENT GROUP

Date: January 21, 2009

By: /s/ Amy E. Miles  
Name: Amy E. Miles  
Title: Chief Financial Officer