

REGAL ENTERTAINMENT GROUP  
Form SC 13D/A  
October 20, 2006

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 1

**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)

October 10, 2006

---

(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 14 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

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

[ ]

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

13.7%

14 TYPE OF REPORTING PERSON

CO

**SCHEDULE 13D**

CUSIP No.: 758766109

Page 3 of 15 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

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

[ ]

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

13.7%

14 TYPE OF REPORTING PERSON

CO

**SCHEDULE 13D**

CUSIP No.: 758766109		
----------------------	--	--

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

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

[ ]

---

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

13.7%

---

14 TYPE OF REPORTING PERSON

PN

---

**SCHEDULE 13D**

CUSIP No.: 758766109		
----------------------	--	--

Page 5 of 15 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

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

[ ]

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

13.7%

14 TYPE OF REPORTING PERSON

PN

**SCHEDULE 13D**

CUSIP No.: 758766109

Page 6 of 15 Pages

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	9,310,439
EACH	9	SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	9,310,439

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

---

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



---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.7%

---

14 TYPE OF REPORTING PERSON  
PN

---

**SCHEDULE 13D**

CUSIP No.: 758766109		Page 7 of 15 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,310,439

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

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.7%

14 TYPE OF REPORTING PERSON  
PN

**SCHEDULE 13D**

CUSIP No.: 758766109		Page 8 of 15 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

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

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

13.7%

14 TYPE OF REPORTING PERSON

PN

**SCHEDULE 13D**

CUSIP No.: 758766109		Page 9 of 15 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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439

OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,310,439

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

[ ]

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

13.7%

14 TYPE OF REPORTING PERSON

OO

**SCHEDULE 13D**

CUSIP No.: 758766109		Page 10 of 15 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)

## SEC USE ONLY

---

4 SOURCE OF FUNDS

---

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

[ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Island

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	9,310,439
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	9,310,439

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,310,439

---

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

[ ]

---

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

13.7%

---

14 TYPE OF REPORTING PERSON

PN

---

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form SC 13D/A

This Amendment No. 1 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 Scheduled 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 9,310,439 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 13.7% and is based upon the 68,229,964 shares of Class A Common Stock outstanding as of August 4, 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.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

<b>Exhibit No.</b>	<b>Description</b>
24	Copy of Power of Attorney, dated September 29, 2006, appointing Martin H. Neidell and Michael R. Caputo the true and lawful attorney-in-fact of the Reporting Persons.

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: October 20, 2006

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.

<b>Date of Sale</b>	<b>Number of Shares Sold</b>	<b>Price Sold Per Share</b>
9/28/2006	69,000	\$ 19.92
9/29/2006	19,400	\$ 19.86
10/2/2006	7,700	\$ 19.87
10/6/2006	556,200	\$ 20.01
10/10/2006	112,946	\$ 20.09

<b>Date of Sale</b>	<b>Number of Shares Sold</b>	<b>Price Sold Per Share</b>
10/11/2006	1,104,600	\$ 20.20
10/12/2006	88,100	\$ 20.39
10/13/2006	406,300	\$ 20.91