

REGAL ENTERTAINMENT GROUP
Form SC 13G/A
February 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Regal Entertainment Group

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

758766 10 9

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
758766 10 9

Names of
Reporting
Persons.
The

1. Anschutz
Corporation
(formerly
Anschutz
Company)

Check the
Appropriate

2. Box if a
Member of a
Group (See
Instructions)

(a) x

(b) o

3. SEC Use
Only

4. Citizenship
or Place of
Organization
Delaware

Number of 5. Sole Voting Power
Shares 0

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Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
42,148,639

7. Sole Dispositive Power
0

8. Shared Dispositive Power
42,148,639

9. Aggregate Amount Beneficially Owned by Each Reporting Person
42,148,639

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
26.9%

12. Type of Reporting Person (See Instructions)
CO

CUSIP No.
758766 10 9

Names of
Reporting
1. Persons.
Philip F.
Anschutz

Check the
Appropriate
Box if a
2. Member of a
Group (See
Instructions)

(a) x

(b) o

3. SEC Use
Only

Citizenship
or Place of
4. Organization
United States
of America

Number of
Shares
Beneficially
Owned by
Each

5. Sole Voting Power
0

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Reporting Person With 6. Shared Voting Power
42,148,639

7. Sole Dispositive Power
0

8. Shared Dispositive Power
42,148,639

9. Aggregate Amount Beneficially Owned by Each Reporting Person
42,148,639

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
26.9%

12. Type of Reporting Person (See Instructions)
IN

CUSIP No. 758766 10 9

Explanatory Note

In October 2015, Anschutz Company merged with its wholly-owned subsidiary The Anschutz Corporation, a Kansas corporation, with Anschutz Company being the surviving corporation. As a result of the merger, the legal name of Anschutz Company was changed to “The Anschutz Corporation.”

Prior to the transactions described below, The Anschutz Corporation (formerly Anschutz Company) was the record holder of 42,700,730 shares of Class A Common Stock of Regal Entertainment Group (“Issuer”), Anschutz Family Investment Company LLC (“AFIC”) was the record holder of 5,839,416 shares of Class A Common Stock of the Issuer, and AFIC II LLC (“AFIC II”) was the record holder of 1,459,854 shares of Class A Common Stock of the Issuer. The Anschutz Corporation is the manager and a one percent owner of each of AFIC and AFIC II and may be deemed to beneficially own all of the Issuer’s shares held by AFIC and AFIC II.

This Amendment No. 4 to Schedule 13G is filed to report the following transactions:

(1) Sale of (a) 6,860,584 shares of Class A Common Stock of the Issuer by The Anschutz Corporation, (b) 5,839,416 shares of Class A Common Stock of the Issuer by AFIC, and (c) 300,000 shares of Class A Common Stock of the Issuer by AFIC II in a registered underwritten public offering of the Issuer’s Class A Common Stock completed on August 8, 2016;

(2) Sale of (a) 11,840,146 shares of Class A Common Stock of the Issuer by The Anschutz Corporation, and (b) 1,159,854 shares of Class A Common Stock of the Issuer by AFIC II in a registered underwritten public offering of the Issuer’s Class A Common Stock completed on November 23, 2016; and

(3) Charitable contribution of 5,560,000 shares of Class A Common Stock of the Issuer by The Anschutz Corporation to a charitable foundation completed on December 22, 2016.

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The above transfers resulted in The Anschutz Corporation being the record holder of 18,440,000 shares of Class A Common Stock of the Issuer, and AFIC and AFIC II holding no shares of Class A Common Stock of the Issuer. Additionally, The Anschutz Corporation owns 23,708,639 shares of Class B Common Stock of the Issuer, which are convertible into a like number of shares of Class A Common Stock. Philip F. Anschutz is the sole shareholder of The Anschutz Corporation.

Item 1.

(a) Name of Issuer
Regal Entertainment Group

Address of Issuer's Principal Executive Offices
(b) 7132 Regal Lane
Knoxville, Tennessee 37918

Item 2.

(a) Name of Person Filing
This statement is filed by The Anschutz Corporation ("AC") and Philip F. Anschutz ("Anschutz").

Address of Principal Business Office or, if none, Residence
The address of the Principal Business Office for AC and Anschutz is as follows:

(b)
555 17th Street, Suite 2400
Denver, Colorado 80202

Citizenship

AC is a Delaware corporation.

(c)

Anschutz is a citizen of the United States of America.

Title of Class of Securities

(d) Class A Common Stock, par value \$0.001 per share ("Class A Common Stock").

CUSIP Number

(e) 758766 10 9

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

(j) o

Not applicable.

CUSIP No. 758766 10 9

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of December 31, 2016:

Amount beneficially owned:

AC beneficially owned 42,148,639 shares of Class A Common Stock of the Issuer through its ownership of 23,708,639 shares of Class B Common Stock of the Issuer, which are convertible into a like number of shares of Class (a) A Common Stock, and through its direct ownership of 18,440,000 shares of Class A Common Stock of the Issuer. Anschutz owns 100% of the outstanding capital stock of AC. Therefore, Anschutz may be deemed to control AC, and each of them may be deemed to share the power to vote and dispose of the shares of Class A Common Stock to which this statement relates.

Percent of class:

(b) AC: 26.9%

Anschutz: 26.9%

Number of shares as to which the person has:

(c) AC:

Sole power to vote or to direct the vote

(i) 0

(ii) Shared power to vote or to direct the vote

42,148,639

Sole power to dispose or to direct the disposition of
(iii)
0

Shared power to dispose or to direct the disposition of
(iv)
42,148,639

Anschutz:

Sole power to vote or to direct the vote
(i)
0

Shared power to vote or to direct the vote
(ii)
42,148,639

Sole power to dispose or to direct the disposition of
(iii)
0

Shared power to dispose or to direct the disposition of
(iv)
42,148,639

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

The identities of each member of the group are provided in Exhibit A to the original Schedule 13G.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

CUSIP No. 758766 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017 THE ANSCHUTZ CORPORATION

By: Philip F. Anschutz

Title: Chairman

By: /s/ Robert M. Swysgood

Name: Robert M. Swysgood

Title: Attorney-in-Fact

Date: February 13, 2017 PHILIP F. ANSCHUTZ

By: /s/ Robert M. Swysgood

Name: Robert M. Swysgood

Title: Attorney-in-Fact

CUSIP No. 758766 10 9

EXHIBIT INDEX

Exhibit A* Identification of Group Members

Exhibit B* Joint Filing Agreement

Exhibit C*
Power of Attorney

* Previously filed