

REGAL ENTERTAINMENT GROUP

Form 8-K

February 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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): **February 1, 2018**

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.)

101 East Blount Avenue, Knoxville, Tennessee 37920

(Address of Principal Executive Offices) (Zip Code)

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

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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):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

As previously disclosed, on December 5, 2017, Regal Entertainment Group, a Delaware corporation (the **Company**), entered into an Agreement and Plan of Merger (the **Merger Agreement**) with Cineworld Group plc, a public limited company incorporated in England and Wales (the **Parent**), Crown Intermediate Holdco, Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Parent (**US Holdco**), and Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of US Holdco (the **Merger Sub**). Pursuant to the Merger Agreement, it is proposed that the Merger Sub will merge with and into the Company, with the Company surviving the merger as an indirect wholly owned subsidiary of Parent (the **Merger**).

The closing of the Merger is conditioned upon, among other things, the adoption of the Merger Agreement by the holders of a majority of the combined voting power of the outstanding shares of the Company's common stock entitled to vote on such matter, voting as a single class. On February 1, 2018, The Anschutz Corporation, the holder of 12,440,000 shares of Class A common stock of the Company and 23,708,639 shares of Class B common stock of the Company, representing approximately 67% of the combined voting power of all outstanding shares of Company common stock (the **Company Stockholder**), delivered to the Company a written consent adopting the Merger Agreement (the **Written Consent**). The Written Consent was effective immediately following the satisfaction of all of the following conditions: (i) the previously disclosed go-shop period pursuant to the Merger Agreement, which was the period beginning December 5, 2017 and expiring at midnight (New York time) on January 22, 2018, having expired; (ii) the Parent's stockholders having approved the Merger and the rights offering to be conducted by the Parent to partially finance the Merger; (iii) the Company having received a certificate from the Parent's financing sources reaffirming their financing commitments; (iv) the Company's board of directors having not withheld, withdrawn or modified its recommendation regarding the merger; and (v) the previously disclosed voting and support agreement executed by the Company Stockholder and Parent in connection with the execution of the Merger Agreement (the **Voting Agreement**) having not been terminated. As of February 2, 2018, all conditions to the effectiveness of the written consent were satisfied. Accordingly, on February 2, 2018, the Merger Agreement was adopted by the Company's stockholders, which satisfies one of the conditions to the closing of the Merger. The closing of the Merger remains subject to the satisfaction or waiver of the remaining conditions to the Merger set forth in the Merger Agreement.

The foregoing description of the Written Consent does not purport to be a complete description and is qualified in its entirety by reference to the Written Consent, the form of which is attached as Exhibit A to the Voting Agreement, which was filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Company on December 5, 2017, and is incorporated herein by reference.

Item 8.01. Other Events.

On February 2, 2018, at a meeting of Parent's stockholders, such stockholders approved the Merger and the rights offering to be conducted by the Parent to partially finance the Merger (the **Parent Stockholder Approval**). The Parent Stockholder Approval satisfies one of the conditions to the closing of the Merger. The closing of the Merger remains subject to the satisfaction or waiver of the remaining conditions to the Merger set forth in the Merger Agreement.

Additional Information and Where to Find It

In connection with the proposed transaction, the Company has and intends to file relevant materials with the Securities and Exchange Commission (the "SEC"), including the Company's information statement in preliminary and definitive form. The Company filed a preliminary information statement with the SEC on December 22, 2017, and a definitive information statement with the SEC on February 2, 2018. The Company's stockholders are strongly advised to read all relevant documents filed with the SEC, including the Company's information statement, because they contain important information about the proposed transaction. These documents will be available at no charge on the SEC's website at www.sec.gov. In addition, documents will also be available for free on the Company's website at investor.regmovies.com.

Safe Harbor for Forward-Looking Statements

This filing includes forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as anticipate, believe, intend, expect, estimate, plan, outlook and project and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially from those anticipated as a result of various factors, including: (1) conditions to the closing of the proposed transaction, including the obtaining of required regulatory approvals, may not be satisfied; (2) the proposed transaction may involve unexpected costs, liabilities or delays; (3) the business of the Company and the Parent may suffer as a result of uncertainty surrounding the proposed transaction; (4) the outcome of any legal proceedings related to the proposed transaction; (5) the Company and the Parent may be adversely affected by other economic, business, and/or competitive factors; (6) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (7) the ability to recognize benefits of the proposed transaction; (8) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; (9) other risks to consummation of the proposed transaction, including the risk that the proposed transaction will not be consummated within the expected time period or at all; and (10) the risks described from time to time in the Company's reports filed with the SEC under the heading Risk Factors, including, without limitation, the risks described under the caption Risk Factors in the Company's Annual Report on Form 10-K dated February 27, 2017, as amended, and as may be revised in the Company's future SEC filings. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. None of the Company or the Parent undertakes any obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

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: February 2, 2018

By:	/s/ David H. Ownby
Name:	David H. Ownby
Title:	Executive Vice President and Chief Financial Officer