

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-31**  
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### REPORTING OWNER

#### **TYRRELL JACK**

CIK: **1014238**

Type: **5** | Act: **34** | File No.: **001-31315** | Film No.: **13526135**

Mailing Address

*PO BOX 1102  
MURFREESBORO TN  
37133-1102*

### ISSUER

#### **REGAL ENTERTAINMENT GROUP**

CIK: **1168696** | IRS No.: **020556934** | State of Incorporation: **DE** | Fiscal Year End: **1229**  
SIC: **7830** Motion picture theaters

Mailing Address

*7132 REGAL LANE  
KNOXVILLE TN 37918*

Business Address

*7132 REGAL LANE  
KNOXVILLE TN 37918  
865-922-1123*

# FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>TYRRELL JACK</b>			2. Issuer Name and Ticker or Trading Symbol <b>REGAL ENTERTAINMENT GROUP</b> <b>[RGC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
RICHLAND VENTURES, 1201 16TH AVENUE SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>NASHVILLE, TN 37212</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	02/03/2012		<u>G</u>	8,190 <sup>(1)</sup>	D	\$ 0	36,624	D	
Class A Common Stock	02/23/2011		<u>G</u>	6,793 <sup>(2)</sup>	D	\$ 0	29,831	D	
Class A Common Stock	02/23/2011		<u>G</u>	21,701 <sup>(3)</sup>	D	\$ 0	8,130	D	
Class A Common Stock	02/03/2012		<u>A</u>	8,190	A	\$ 0	108,190	I	by the Jack Tyrrell Revocable Trust <sup>(4)</sup>
Class A Common Stock	02/23/2011		<u>A</u>	28,494	A	\$ 0	136,684	I	by the Jack Tyrrell Revocable Trust <sup>(4)</sup>
Class A Common Stock	12/17/2012		<u>G</u>	136,684	D	\$ 0	0	I	by the Jack Tyrrell Revocable Trust
Class A Common Stock	12/17/2012		<u>A</u>	136,684	A	\$ 0	136,684	I	by the Sandra F. Tyrrell Revocable Trust <sup>(5)</sup>
Class A Common Stock							100,000	I	by the JRS Partners GP <sup>(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Upon vesting of the restricted shares received 1/12/11, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.
- Upon vesting of the restricted shares received 1/13/10, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.
- Upon vesting of the restricted shares received 6/6/06, 1/10/07, 1/16/08 and 1/14/09, reporting person gifted the shares to the Jack Tyrrell Revocable Trust.
- The Jack Tyrrell Revocable Trust (the "Trust") is the direct beneficial owner of the shares. The reporting person is the trustee of the Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the Trust. The reporting person disclaims beneficial ownership of the shares held by the Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16") or any other purpose.
- The 136,684 shares held by the Jack Tyrrell Revocable Trust were gifted to the Sandra F. Tyrrell Revocable Trust (the "SF Trust"). The SF Trust is the direct beneficial owner of the shares. The reporting person is the spouse of the trustee of the SF Trust and may be deemed to have an indirect pecuniary interest in the shares owned by the SF Trust. The reporting person disclaims beneficial ownership of the shares held by the SF Trust except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- JRS Partners GP ("JRS Partners") is the direct beneficial owner of 100,000 shares. The reporting person is a general partner of JRS Partners and may be deemed to have an indirect pecuniary interest in the Regal Entertainment Group Class A Common Stock (the "Shares") owned by JRS Partners. The reporting person disclaims beneficial ownership of the Shares held by JRS Partners except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

**Signatures**

Peter B. Brandow, by Power of Attorney

\*\* Signature of Reporting Person

01/11/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**