

REGAL ENTERTAINMENT GROUP
Form DEF 14A
April 20, 2012

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

REGAL ENTERTAINMENT GROUP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 9, 2012**

DEAR STOCKHOLDERS:

We cordially invite you to attend the Annual Meeting of Stockholders of Regal Entertainment Group, which will be held on May 9, 2012 at 8:30 a.m. (Eastern Time) at our Pinnacle Stadium 18 at Turkey Creek theatre, located at 11240 Parkside Drive, Knoxville, Tennessee 37922 for the following purposes:

1. To elect three Class I directors to serve for three-year terms on our board of directors;
2. To approve, on an advisory, non-binding basis, the compensation of our named executive officers;
3. To ratify the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 27, 2012;
4. To approve amendments to our 2002 Stock Incentive Plan; and
5. To transact such other business as may properly come before the Annual Meeting of Stockholders or any adjournments or postponements thereof.

These items of business are more fully described in the Proxy Statement accompanying this notice.

Our board of directors has fixed the close of business on Wednesday, March 14, 2012 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting of Stockholders or at any adjournment or postponement thereof. Therefore, stockholders who owned shares of our Class A or Class B common stock at the close of business on March 14, 2012 are entitled to notice of and to vote at the meeting. A list of these stockholders will be available at the time and place of the meeting and, during the ten days prior to the meeting, at the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

Only stockholders and persons holding proxies from stockholders may attend the meeting. If your shares are registered in your name, you should bring your proxy card and a proper form of identification such as your driver's license to the meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares.

In order that your shares may be represented at the meeting if you are not personally present, you are urged to vote your shares by telephone or Internet, or, if you have received hard copy materials, by completing, signing and dating the enclosed proxy card and returning it promptly in the accompanying postage prepaid (if mailed in the U.S.) return envelope.

**ALL STOCKHOLDERS ARE EXTENDED A CORDIAL INVITATION
TO ATTEND THE ANNUAL MEETING OF STOCKHOLDERS**

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

By Order of the Board of Directors,

Knoxville,
Tennessee
April 20, 2012

Peter B. Brandow
*Executive Vice President,
General Counsel and Secretary*

Table of Contents

TABLE OF CONTENTS

	Page
<u>GENERAL INFORMATION</u>	<u>1</u>
<u>THE PROXY</u>	<u>1</u>
<u>VOTING AT THE ANNUAL MEETING</u>	<u>1</u>
<u>PROPOSAL 1. ELECTION OF CLASS I DIRECTORS</u>	<u>2</u>
<u>Director Nomination</u>	<u>2</u>
<u>Nominees and Continuing Directors of the Company</u>	<u>4</u>
<u>Nominees for Director Class I For a Three Year Term Expiring 2015</u>	<u>5</u>
<u>Continuing Directors Class II Term Expires 2013</u>	<u>6</u>
<u>Continuing Directors Class III Term Expires 2014</u>	<u>7</u>
<u>CORPORATE GOVERNANCE</u>	<u>8</u>
<u>Corporate Governance Guidelines</u>	<u>8</u>
<u>Code of Business Conduct and Ethics</u>	<u>8</u>
<u>Risk Management</u>	<u>8</u>
<u>Board and Committee Information</u>	<u>9</u>
<u>Communications with the Board</u>	<u>9</u>
<u>Stockholder Recommendations of Candidates for Director</u>	<u>9</u>
<u>Director Independence</u>	<u>9</u>
<u>Board Leadership Structure and Role in Risk Oversight</u>	<u>10</u>
<u>Executive Sessions</u>	<u>11</u>
<u>Attendance at Annual Meetings</u>	<u>11</u>
<u>Committees</u>	<u>11</u>
<u>Audit Committee</u>	<u>12</u>
<u>Compensation Committee</u>	<u>12</u>
<u>Nominating and Corporate Governance Committee</u>	<u>13</u>
<u>Director Compensation During Fiscal 2011</u>	<u>14</u>
<u>BENEFICIAL OWNERSHIP OF VOTING SECURITIES</u>	<u>15</u>
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>17</u>
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>17</u>
<u>Related Person Transaction Policy</u>	<u>17</u>
<u>Related Party Transactions</u>	<u>17</u>
<u>Employment Agreements</u>	<u>18</u>
<u>Indemnification Agreements</u>	<u>18</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>19</u>
<u>Independent Registered Public Accounting Firm</u>	<u>19</u>
<u>Audit Committee Pre-Approval Policy</u>	<u>20</u>
<u>EXECUTIVE COMPENSATION: COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>20</u>
<u>Goals and Objectives of Our Executive Compensation Program</u>	<u>20</u>
<u>Elements of Compensation</u>	<u>22</u>
<u>Equity Grant Practices</u>	<u>26</u>

Executive Stock Ownership Guidelines

27

Perquisites

27

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

Table of Contents

	Page
<u>Post-Termination Compensation</u>	<u>27</u>
<u>Tax Deductibility of Executive Compensation</u>	<u>28</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>29</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>34</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>38</u>
<u>PROPOSAL 2. ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>38</u>
<u>PROPOSAL 3. RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>39</u>
<u>PROPOSAL 4. AMENDMENTS TO THE 2002 STOCK INCENTIVE PLAN</u>	<u>39</u>
<u>OTHER BUSINESS</u>	<u>45</u>
<u>OTHER INFORMATION</u>	<u>45</u>
<u>Costs of Proxy Statement</u>	<u>45</u>
<u>Important Notice Regarding Delivery of Stockholder Documents</u>	<u>45</u>
<u>STOCKHOLDER PROPOSALS</u>	<u>45</u>
<u>AVAILABILITY OF REPORT ON FORM 10-K</u>	<u>46</u>
<u>APPENDIX A: ANNUAL REPORT INFORMATION</u>	<u>A-1</u>
<u>APPENDIX B: AMENDMENTS TO 2002 STOCK INCENTIVE PLAN</u>	<u>B-1</u>

Table of Contents

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is provided in connection with the solicitation of proxies by the board of directors of Regal Entertainment Group, a Delaware corporation (the "Company" or "Regal"), for use at the Annual Meeting of Stockholders of the Company, to be held on May 9, 2012 at 8:30 a.m. (Eastern Time), or any adjournment or postponement thereof, at our Pinnacle Stadium 18 at Turkey Creek theatre, located at 11240 Parkside Drive, Knoxville, Tennessee 37922 (the "Annual Meeting").

Pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), we are providing access to our proxy materials, which include our notice of annual meeting, proxy statement and summary annual report over the Internet at www.proxyvote.com. These proxy materials are available without charge.

This proxy statement and the accompanying proxy are first being sent or given to stockholders beginning on or about April 20, 2012. The costs of this proxy solicitation will be borne by the Company, which maintains its principal executive offices at 7132 Regal Lane, Knoxville, Tennessee 37918.

THE PROXY

A stockholder submitting a proxy by telephone or over the Internet or by mailed proxy card may revoke such proxy at any time before it is used by giving written notice of revocation to the Secretary of the Company, by delivering to the Secretary of the Company a duly executed proxy bearing a later date or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not, in and of itself, revoke a proxy. Proxies provided by telephone or over the Internet or by mailed proxy card, unless revoked, will be voted at the Annual Meeting as directed by you, or, in the absence of such direction, as the board of directors recommends for proposals 1, 2, 3 and 4 at the Annual Meeting.

VOTING AT THE ANNUAL MEETING

The only voting securities of the Company are its shares of Class A and Class B common stock (collectively, the "Common Stock"). Only stockholders of record of our Common Stock at the close of business on March 14, 2012, the date selected as the record date by our board of directors, are entitled to vote at the Annual Meeting. The holders of Class A common stock are entitled to one vote per share and the holders of Class B common stock are entitled to ten votes per share on each matter submitted to a vote of the stockholders. The shares of Class A and Class B common stock will vote together as a single class on all matters to be considered at the Annual Meeting. At the close of business on March 14, 2012, 131,561,044 shares of Class A common stock and 23,708,639 shares of Class B common stock were outstanding and entitled to vote.

The holders of a majority of the voting power of the Common Stock entitled to vote at the Annual Meeting and who are present, in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting or any adjournment or postponement thereof. Abstentions and broker non-votes (which are explained below) are counted as present to determine whether there is a quorum for the Annual Meeting. Directors are elected by a plurality of the affirmative votes cast by the stockholders present at the Annual Meeting in person or by proxy, and entitled to vote. Cumulative voting is not permitted in the election of directors. The affirmative vote of the holders of a majority of

Table of Contents

the voting power of the Common Stock present at the Annual Meeting, in person or by proxy, and entitled to vote, is necessary for ratification of the Company's auditors, for approval of the amendments to the 2002 Stock Incentive Plan and for approval, on an advisory basis, of the Company's executive compensation, provided that the approval of the amendments to the 2002 Stock Incentive Plan, which includes an amendment to increase the total number of shares of our Class A common stock reserved and available for issuance, also requires that the total votes cast on the amendments represent over 50% of the outstanding shares of our Common Stock entitled to vote on the proposal. If ratification of the auditors is not approved, our Audit Committee of the board of directors will reconsider the matter.

Abstentions and broker non-votes are not relevant to the proposals regarding the election of directors or the advisory vote on executive compensation. Abstentions on the proposals regarding the ratification of the Company's auditors and the approval of the amendments to the 2002 Stock Incentive Plan will have the effect of votes against those proposals. Broker non-votes will have no effect on the vote for the ratification of the Company's auditors or the approval of the amendments to the 2002 Stock Incentive Plan. A broker non-vote occurs if a stockholder does not provide the record holder of their shares (usually a bank, broker or other nominee) with voting instructions on a matter and the holder is not permitted to vote on the matter without instructions from such stockholder under the New York Stock Exchange (the "NYSE") rules.

Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your shares in accordance with the recommendations of the board of directors. These recommendations are: FOR election of all of the nominees for director named in this proxy statement, FOR approval, on an advisory basis, of executive compensation, FOR approval of the amendments to the 2002 Stock Incentive Plan, and FOR ratification of KPMG LLP ("KPMG") as our independent registered public accounting firm for the fiscal year ending December 27, 2012.

**PROPOSAL 1.
ELECTION OF CLASS I DIRECTORS**

Regal's business and affairs are managed under the direction of our board of directors, which is currently comprised of ten members. The size of our board of directors may be fixed from time to time by our board of directors as provided in our bylaws. Pursuant to our amended and restated certificate of incorporation, our board of directors is divided into three classes, designated as Class I, Class II and Class III, and the members of each class are elected to serve a three-year term, with the terms of office of each class ending in successive years.

Director Nomination

The Company's board of directors shall be comprised of individuals who meet the highest possible personal and professional standards. Our director nominees should have broad experience in management, policy making and/or finance, relevant industry knowledge, business creativity and vision. They should also be committed to enhancing stockholder value and should be able to dedicate sufficient time to effectively carry out their duties.

The Nominating and Corporate Governance Committee monitors the mix of skills, knowledge, perspective, leadership, age, experience and diversity among directors in order to assure that the board of directors has the ability to perform its oversight function effectively.

The Nominating and Corporate Governance Committee considers many factors when determining the eligibility of candidates for nomination as director. The Committee does not have a formal diversity policy; however, the Committee considers the diversity of candidates to ensure that the board is comprised of individuals with a broad range of experiences and backgrounds who can contribute to the board's overall effectiveness in carrying out its responsibilities.

Table of Contents

The Nominating and Corporate Governance Committee considers the following specific characteristics in making its nominations for our board of directors:

- Personal and professional integrity;
- Exceptional ability and broad business judgment;
- Skills, knowledge and a diverse perspective;
- Leadership;
- Industry knowledge;
- Business creativity and vision; and
- Overall experience, age and diversity.

For additional information relating to the nomination process, see the discussion under the heading "Corporate Governance Nominating and Corporate Governance Committee."

Since the 2011 Annual Meeting of Stockholders, no fees were paid to any third party to identify or evaluate a potential director nominee. In 2009, Amy E. Miles, our Chief Executive Officer, was referred to our Nominating and Corporate Governance Committee as a director candidate. Upon the recommendation of the Nominating and Corporate Governance Committee, the board of directors increased its size from nine directors to ten and elected Ms. Miles to the board effective June 30, 2009.

At this Annual Meeting of Stockholders, there are three nominees for election to the board of directors, each of whom, if elected, will serve as a Class I director. The Class I directors, each of whom were recommended for election by the Nominating and Corporate Governance Committee, will serve on the board of directors for a three-year term expiring on the date of our Annual Meeting of Stockholders to be held in 2015. The names of each nominee and continuing director, their respective ages (as of March 15, 2012), class of the board of directors, the year during which each director's current term expires, the year they became a Company director and any current or former directorships of other publicly-held corporations (within the last five years) appear below in tabular format. Additional biographical information about our nominees and continuing directors is set forth in more detail below. There are no family relationships among any director, executive officer or any person nominated or chosen by us to become a director.

Each nominee is an incumbent director and each nominee has consented to be named herein and to serve on the board of directors if elected. If any of these director nominees should be unavailable for election at the time of the Annual Meeting of Stockholders, which is not anticipated, the proxies

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

Table of Contents

will be voted for such other person as may be recommended by the Nominating and Corporate Governance Committee and the board of directors in place of each such nominee.

Name	Age	Class or Nominee Class	Expiration of Current Term	Director Since	Current or Former Public Company Directorships(2)
Charles E. Brymer(1)	52	I	2012	2007	N/A
Michael L. Campbell(1)	58	I	2012	2002	National CineMedia, Inc. (NasdaqGS: NCMI)
Alex Yemenidjian(1)	56	I	2012	2005	MGM Resorts International, Inc. (NYSE: MGM). Guess?, Inc. (NYSE: GES)
Thomas D. Bell, Jr.	62	II	2013	2002	Cousins Properties Incorporated (NYSE: CUZ) AGL Resources, Inc. (NYSE: AGL) Norfolk Southern Corporation (NYSE: NSC) Lincoln National Corporation Co. (NYSE: LNC)
David H. Keyte	55	II	2013	2006	N/A
Amy E. Miles	45	II	2013	2009	National CineMedia, Inc. (NasdaqGS: NCMI)
Lee M. Thomas	67	II	2013	2006	Airgas, Inc. (NYSE: ARG) Rayonier, Inc. (NYSE: RYN) Dupont (NYSE: DD)
Stephen A. Kaplan	53	III	2014	2002	Oaktree Capital Group, LLC (NYSE: OAK) Genco Shipping & Trading Limited (NYSE: GNK) Alliance Healthcare Services, Inc. (NYSE: AIQ)
Jack Tyrrell	65	III	2014	2006	N/A
Nestor R. Weigand, Jr.	73	III	2014	2005	N/A

(1) Director nominee.

(2) For a detailed description of current or former public company directorships held within the last five years, please see each individual director's biographical summary immediately below.

Nominees and Continuing Directors of the Company

All of our directors and director nominees bring extensive management and leadership experience acquired through their individual roles as executives and business leaders in many diverse areas of business. In these executive roles, they have taken hands-on, day-to-day responsibility for strategy and operations, including management of capital, risk and business cycles. In addition, many of our directors and director nominees bring public company board experience either significant experience on other boards or long service on our board that broadens their knowledge of board policies and processes, rules and regulations, issues and solutions.

In the paragraphs below, we describe each director's individual management and leadership experience for at least the last five years, which we believe, in the aggregate, creates a well-rounded and capable board of directors and contributes to the overall effectiveness of our board and each of its committees.

Table of Contents

**Nominees for Director Class I
For a Three Year Term Expiring 2015**

Charles E. Brymer, 52, has served as a director since September 2007 and was appointed as a member of our Audit Committee in August 2011 and as a member of our Compensation Committee in October 2009. Mr. Brymer has served as President and Chief Executive Officer of DDB Worldwide Communications Group, Inc., an advertising and communications company that is part of the Omnicom Group, since April 2006. Mr. Brymer served as Chairman and Chief Executive Officer of Interbrand Group, a branding and design firm, from 1994 to 2006.

The Nominating and Corporate Governance Committee has determined that Mr. Brymer's extensive executive management and branding and advertising experience make him a suitable nominee for re-election to the Company's board of directors.

Michael L. Campbell, 58, has served as a director since March 2002 and as the Chairman of the Board since December 2011. Mr. Campbell served as the Executive Chairman of the Board from June 2009 until December 2011 and as the Chief Executive Officer and Chairman of the Board from May 2005 until June 2009. Prior to that, he was the Co-Chairman of the Board and Co-Chief Executive Officer from March 2002 until May 2005. Mr. Campbell founded Regal Cinemas, Inc., a wholly owned subsidiary of the Company, in November 1989, and served in various executive officer positions, including Chief Executive Officer and Executive Chairman of the Board, from its inception until August 2011. Mr. Campbell served as a director and executive officer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings. Prior to Mr. Campbell's service with Regal Cinemas, Inc., he served as the Chief Executive Officer of Premiere Cinemas Corporation, which he co-founded in 1982, and served in such capacity until Premiere was sold in October 1989. Mr. Campbell served as a director of National CineMedia, Inc. (NasdaqGS: NCMI) from October 2006 until December 2011 and as a director of National CineMedia, LLC from March 2005 until December 2011.

The Nominating and Corporate Governance Committee has determined that Mr. Campbell's extensive industry knowledge and executive management experience make him a suitable nominee for re-election to the Company's board of directors. The Nominating and Corporate Governance Committee believes Mr. Campbell brings to the board of directors a valuable historical perspective of board and Company operations.

Alex Yemenidjian, 56, has served as a director since October 2005 and is the Chairman of our Audit Committee. Mr. Yemenidjian has served as Chairman of the Board and Chief Executive Officer of Tropicana Las Vegas Hotel and Casino, Inc. since July 2009 and Chairman of the Board and Chief Executive Officer of Armenco Holdings, LLC since January 2005. He served as Chairman of the Board and Chief Executive Officer of Metro Goldwyn Mayer Inc. from April 1999 to April 2005 and was a director thereof from November 1997 to April 2005. Mr. Yemenidjian also served as a director of MGM Resorts International, Inc. ("MGM") (formerly MGM Grand, Inc. and MGM Mirage Resorts, Inc.) (NYSE: MGM) from 1989 to 2005 and held senior executive positions with MGM, including President, Chief Operating Officer and Chief Financial Officer, from May 1994 through December 1999. In addition, Mr. Yemenidjian served as an executive of the Tracinda Corporation, the majority owner of Metro Goldwyn Mayer Inc., and of MGM from January 1990 to January 1997 and from February 1999 to April 1999. Prior to 1990, Mr. Yemenidjian was the Managing Partner of Parks, Palmer, Turner & Yemenidjian, Certified Public Accountants. Mr. Yemenidjian currently serves as a director of Guess?, Inc. (NYSE: GES), Baron Investment Funds Trust, USC Marshall School of Business Board of Leaders and as Co-Chair of The Imagine the Arts Campaign at California State University, Northridge.

The Nominating and Corporate Governance Committee has determined that Mr. Yemenidjian's accounting and finance background coupled with his extensive executive management and public

Table of Contents

company board experience make him a suitable nominee for re-election to the Company's board of directors.

**Continuing Directors Class II
Term Expires 2013**

Thomas D. Bell, Jr., 62, is our Lead Director and has served on the board since March 2002. He is the Chairman of our Nominating and Corporate Governance Committee and was previously a member of our Audit Committee until October 2009. Mr. Bell is currently the Vice Chairman and Partner of Goddard Investment Group. Prior to that, Mr. Bell served as the Chief Executive Officer and a director of Cousins Properties Incorporated (NYSE: CUZ), a real estate investment trust, from January 2001 until July 2009. Prior thereto, Mr. Bell served as senior advisor at Credit Suisse First Boston Corporation, overseeing real estate activities. Mr. Bell also spent ten years with Young & Rubicam and retired as the Chairman and Chief Executive Officer. Mr. Bell currently serves as the Chairman of Mesa Capital Partners, a real estate investment company, as the non-executive Chairman of SecurAmerica LLC, a national commercial security company, and as a director at AGL Resources, Inc. (NYSE: AGL) and Norfolk Southern Corporation (NYSE: NSC). Mr. Bell served as a director of Lincoln National Corporation Co. (NYSE: LNC) from May 1988 to May 2005.

The Nominating and Corporate Governance Committee has determined that Mr. Bell's extensive public company board experience together with his real estate, investment and executive management experience make him a suitable continuing member of the Company's board of directors. In addition, the Nominating and Corporate Governance Committee believes Mr. Bell brings to the board of directors a valuable historical perspective of board and Company operations.

David H. Keyte, 55, has served as a director since September 2006 and was appointed as a member of our Compensation Committee in August 2011. Mr. Keyte is the Chairman of the Board and Chief Executive Officer of Caerus Oil and Gas LLC, which he co-founded in November 2009. Prior to that, Mr. Keyte held senior executive positions at Forest Oil Corporation from November 1997 until November 2009, including the positions of Chief Financial Officer, Executive Vice President and Chief Accounting Officer.

The Nominating and Corporate Governance Committee has determined that Mr. Keyte's vast executive management experience and his finance and accounting background make him a suitable continuing member of the Company's board of directors.

Amy E. Miles, 45, has served as a director and our Chief Executive Officer since June 2009. Prior to becoming our Chief Executive Officer, Ms. Miles served as our Executive Vice President, Chief Financial Officer and Treasurer from March 2002 through June 2009. Ms. Miles has also served in various executive officer positions, including Chief Executive Officer, Executive Vice President, Chief Financial Officer and Treasurer, of Regal Cinemas, Inc., a wholly owned subsidiary of the Company, since April 1999. She served as an executive officer of Regal Cinemas, Inc. when it filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code on October 11, 2001 and throughout the bankruptcy proceedings. Ms. Miles was a Senior Manager with Deloitte & Touche from 1998 to 1999. From 1989 to 1998, she was with PricewaterhouseCoopers, LLP. Ms. Miles currently serves as a director for National CineMedia, Inc. (NasdaqGS: NCMI) and as an Executive Board Member of the National Association of Theatre Owners.

The Nominating and Corporate Governance Committee has determined that Ms. Miles' finance and accounting background together with her extensive industry knowledge make her a suitable nominee for the Company's board of directors. In addition, since Ms. Miles has been involved with the Company for over ten years, the Nominating and Corporate Governance Committee believes that Ms. Miles brings to the board of directors a valuable historical perspective of board and Company operations.

Table of Contents

Lee M. Thomas, 67, has served as a director since May 2006 and is a member of our Audit Committee. Mr. Thomas served as President and Chief Executive Officer of Rayonier, Inc. from March 2007 until he retired in December 2011. Prior to that, Mr. Thomas held senior executive positions at Georgia Pacific Corporation from 1993 until December 2005, including the position of President and Chief Executive Officer. Prior thereto, he was Chairman and Chief Executive Officer of Law Companies Environmental Group Inc. and has held numerous federal and state government positions, including positions with the U.S. Environmental Protection Agency, the Federal Emergency Management Agency and the Office of the Governor of South Carolina. Mr. Thomas currently serves as a director for Airgas, Inc. (NYSE: ARG), Dupont (NYSE: DD) and as the Chairman of the Board of Rayonier, Inc. (NYSE: RYN). Mr. Thomas served as a director of the Federal Reserve Bank of Atlanta until January 2011.

The Nominating and Corporate Governance Committee has determined that Mr. Thomas' extensive management experience in the governmental sector coupled with his executive and leadership roles, including public board experience, in the private sector make him a suitable continuing member of the Company's board of directors.

**Continuing Directors Class III
Term Expires 2014**

Stephen A. Kaplan, 53, has served as a director since March 2002, is the Chairman of our Compensation Committee and a member of our Nominating and Corporate Governance Committee. Mr. Kaplan is currently a principal and director of Oaktree Capital Group, LLC. Since 1995, Mr. Kaplan has managed Oaktree's Principal Investment Activities Group, which invests in controlling and minority positions in private and public companies. Prior to joining Oaktree Capital Group, LLC, Mr. Kaplan was a Managing Director of Trust Company of the West. Prior to his work with Trust Company of the West, Mr. Kaplan was a partner with the law firm Gibson, Dunn & Crutcher. Mr. Kaplan currently serves as a director of Genco Shipping & Trading Limited (NYSE: GNK), Cannery Casino Resorts, LLC, Oaktree Capital Group, LLC (NYSE: OAK), Pierre Foods, Inc. and Townsquare Media, Inc. Mr. Kaplan served on the board of directors of Alliance Healthcare Services, Inc. (formerly known as Alliance Imaging, Inc. (NYSE: AIQ)) from May 2007 until he resigned in May 2008.

The Nominating and Corporate Governance Committee has determined that Mr. Kaplan's legal background and education, extensive investment background and his public board experience make him a suitable continuing member of the Company's board of directors. In addition, since Mr. Kaplan has been a Company director since 2002, the Nominating and Corporate Governance Committee believes Mr. Kaplan brings to the board of directors a valuable historical perspective of board and Company operations.

Jack Tyrrell, 65, has served as a director since May 2006 and was appointed as a member of our Audit Committee in October 2009. Mr. Tyrrell founded five venture capital funds since 1985 and currently serves as managing partner of Richland Ventures II, L.P. and Richland Ventures III, L.P. Mr. Tyrrell also has experience serving as a director over the past 25 years for various portfolio companies. In the past five years, Mr. Tyrrell has served on the board of directors of e+ healthcare, Symbion, Inc., Physicians Capital and Appriss, Inc.

The Nominating and Corporate Governance Committee has determined that Mr. Tyrrell's extensive venture capital experience together with his lengthy board service on various boards of directors make him a suitable continuing member of the Company's board of directors.

Nestor R. Weigand Jr., 73, has served as a director since October 2005 and is a member of our Compensation Committee and Nominating and Corporate Governance Committee. Mr. Weigand is currently the Chairman and Chief Executive Officer of J. P. Weigand & Sons, Inc., a residential,

Table of Contents

commercial, industrial and investment real estate firm, and served as its President from 1983 to 2001. Mr. Weigand has been employed by J.P. Weigand & Sons, Inc. since 1961. Mr. Weigand has served as a member of the International Real Estate Federation ("FIABCI") since 1985 and also serves as Chairman of the Board of Wesley Medical Center, a wholly owned subsidiary of Hospital Corporation of America, and as a director of the National Association of Realtors. Mr. Weigand has over 50 years of experience in the real estate industry and has served in a variety of key roles in domestic and international real estate organizations. Mr. Weigand served as the World President of FIABCI from 2001 to 2002 and the President of the National Association of Realtors in 1988. He served as a director of the Wichita Area Association of Realtors and the Kansas Association of Realtors. Mr. Weigand is also a former director of Central Bank & Trust, 4th National Bank, and Nations Bank.

The Nominating and Corporate Governance Committee has determined that Mr. Weigand's real estate, leadership and executive management experience make him a suitable continuing member of the Company's board of directors.

The board of directors unanimously recommends a vote "FOR" the election of each of the three nominees to serve as a Class I Director.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

Our board of directors adopted Corporate Governance Guidelines that reflect the principles by which the Company operates and set forth the Company's director qualification standards, responsibilities, compensation, evaluation, orientation and continuing education, board committee structure, Chief Executive Officer performance review, management succession planning and other policies for the governance of the Company. Copies of the Corporate Governance Guidelines are available on our website at www.regmovies.com under "Investor Relations" "Corporate Governance" or in print, without charge, to any stockholder who sends a request to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

Code of Business Conduct and Ethics

Our board of directors adopted the Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees. The Code of Business Conduct and Ethics sets forth the Company's conflict of interest policy, records retention policy, insider trading policy and policies for the protection of the Company's property, business opportunities and proprietary information. The Code of Business Conduct and Ethics requires prompt disclosure to stockholders of any waiver of the Code of Business Conduct and Ethics for executive officers or directors made by the board of directors or any committee thereof. Copies of the Code of Business Conduct and Ethics are available on our website at www.regmovies.com under "Investor Relations" "Corporate Governance" or in print, without charge, to any stockholder who sends a request to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918.

Risk Management

The Company's board of directors believes that oversight of the Company's risk management efforts is the responsibility of the entire board of directors. We view risk management as an important part of the Company's overall strategic planning process. The board of directors receives updates from its committees on individual areas of risk. In addition, the Audit Committee established an internal audit function to provide management, the Audit Committee and the board of directors with ongoing assessments of the Company's risk management processes and system of internal control. As part of its responsibilities, the Audit Committee inquires of management and our independent auditors about the Company's processes for identifying and assessing such risks and exposures and the steps management

Table of Contents

has taken to minimize such risks and exposures to the Company. The Audit Committee also reviews the Company's guidelines and policies that govern the processes for identifying and assessing significant risks or exposures and for formulating and implementing steps to minimize such risks and exposures to the Company.

Board and Committee Information

The board of directors held four meetings during our fiscal year ended December 29, 2011, to which we refer as fiscal 2011. Each of our incumbent directors attended at least 75% of the aggregate number of meetings held by the board of directors and by the committees of the board of directors on which they served for the period during which each director was a member during fiscal 2011.

Communications with the Board

Interested parties, including our stockholders, desiring to communicate with our board members, including our lead non-management director or non-management directors as a group, may do so by mailing a request to the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918. Pursuant to the instruction of the Company's non-management directors, the Secretary will review inquiries and if they are relevant to, and consistent with our operations, policies and procedures, they will be forwarded to the director or directors to whom they are addressed. Inquiries not forwarded will be retained by the Company and will be made available to any director upon request.

Stockholder Recommendations of Candidates for Director

Stockholders wishing to recommend candidates to the Nominating and Corporate Governance Committee for consideration as directors should submit a written recommendation to the office of the Secretary of Regal Entertainment Group at 7132 Regal Lane, Knoxville, Tennessee 37918. The Nominating and Corporate Governance Committee employs a process for evaluating all candidates for director, including those recommended by stockholders. See the discussion under the heading "Corporate Governance Nominating and Corporate Governance Committee."

Director Independence

Our board of directors has determined that each of Messrs. Bell, Brymer, Kaplan, Keyte, Thomas, Tyrrell, Weigand and Yemenidjian qualifies as an independent director under the applicable listing standards of the NYSE and the Company's categorical standards for independence adopted by our board of directors, as set forth below. In addition, each member of the Company's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee qualifies as an independent director under the applicable listing standards of the NYSE and the SEC applicable to such committees. Pursuant to the NYSE listing standards, a director shall be considered independent if the board of directors makes an affirmative determination after a review of all relevant information that the director has no material relationship with the Company. Under the categorical standards for independence established by our board of directors, a director will not be considered independent if the director:

is, or within the last three years has been, employed by the Company;

has an immediate family member (which, for purposes of the these independence standards, shall include such person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home) who is, or within the last three years has been, employed as an executive officer of the Company;

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

Table of Contents

has received, during any twelve month period within the last three years, more than \$120,000 per year in direct compensation from the Company other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

has an immediate family member who received, during any twelve month period within the last three years, more than \$120,000 per year in direct compensation from the Company other than pension or other forms of deferred compensation (provided such compensation is not contingent in any way on continued service);

is a current partner or employee of the Company's auditor;

was, within the last three years, a partner or employee of the Company's auditor and personally worked on the Company's audit during that time;

has an immediate family member who is a current partner of the Company's auditor;

has an immediate family member who is a current employee of the Company's auditor and personally works on the Company's audit;

has an immediate family member who was, within the last three years, a partner or employee of the Company's auditor and personally worked on the Company's audit during that time;

is, or within the last three years has been, employed as an executive officer of another company where any of the Company's present executives serve, or within the last three years have served, on such other company's compensation committee;

has an immediate family member who is, or within the last three years has been, employed as an executive officer of another company where any of the Company's present executives serve, or within the last three years have served, on such other company's compensation committee;

is an employee of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues; or

has an immediate family member who is a current executive officer of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

The following factor is also considered by the board of directors in making an independence determination. However, the board of directors is not precluded from finding a director to be independent if the director:

is, or within the last three years has been, an executive officer of a charitable organization that receives contributions from the Company in an amount which, in any single fiscal year, exceeds the greater of \$1.0 million or 2% of such charitable organization's consolidated gross revenues.

Board Leadership Structure and Role in Risk Oversight

Edgar Filing: REGAL ENTERTAINMENT GROUP - Form DEF 14A

Our bylaws and Corporate Governance Guidelines permit the roles of Chairman of the Board and Chief Executive Officer to be filled by different individuals. Under the current board leadership structure, Mr. Campbell serves as our non-executive Chairman of the Board and Ms. Miles serves as our Chief Executive Officer. At this time, our board of directors believes that this structure is best for the Company as it allows our Chairman to oversee board matters and assist with strategic initiatives, while enabling our Chief Executive Officer to focus on management and daily operations of the