

REGAL ENTERTAINMENT GROUP  
Form SC 13G/A  
February 13, 2006

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

**SCHEDULE 13G**  
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**Regal Entertainment Group**

(Name of Issuer)

**Class A Common Stock**

(Title of Class of Securities)

**758766 10 9**

(CUSIP Number)

**December 31, 2005**

(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.

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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).

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CUSIP No. 758766 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Oaktree Capital Management, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
California
5. Sole Voting Power  
0
6. Shared Voting Power  
10,228,328
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
10,228,328
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,228,328
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
14.2%
12. Type of Reporting Person (See Instructions)  
IA; OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
OCM Principal Opportunities Fund II, L.P.

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

(a)    
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
0

6. Shared Voting Power  
10,228,328

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
10,228,328

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,228,328

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

11. Percent of Class Represented by Amount in Row (9)  
14.2%

12. Type of Reporting Person (See Instructions)  
PN

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Item 1.

- (a) Name of Issuer  
Regal Entertainment Group ( Issuer ).
- (b) Address of Issuer s Principal Executive Offices  
7132 Regal Lane  
Knoxville, Tennessee 37918

Item 2.

- (a) Name of Person Filing  
This Amendment No. 2 to Schedule 13G is filed by Oaktree Capital Management, LLC, a California limited liability company ( Oaktree ), and OCM Principal Opportunities Fund II, L.P., a Delaware limited partnership of which Oaktree is the sole general partner (the Oaktree Fund ).
- (b) Address of Principal Business Office or, if none, Residence  
The address of the principal business office for each of Oaktree and the Oaktree Fund is 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.
- (c) Citizenship  
Oaktree is a California limited liability company and the Oaktree Fund is a Delaware limited partnership.
- (d) Title of Class of Securities  
Class A Common Stock, par value \$0.001 per share ( Class A Common Stock ).
- (e) CUSIP Number  
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);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

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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, 2005:

(a) Amount beneficially owned:

The Oaktree Fund beneficially owned 10,228,328 shares of Class A Common Stock through its ownership of 10,228,328 shares of Class B Common Stock, par value \$0.001 per share, of Issuer, which are convertible into a like number of shares of Class A Common Stock. Oaktree, as sole general partner of the Oaktree Fund, may be deemed to beneficially own the shares held by the Oaktree Fund because it has discretionary authority and control over all of the assets of the Oaktree Fund pursuant to the partnership agreement for the Oaktree Fund, including the power to vote and dispose of the Class A Common Stock. Therefore, each of the Oaktree Fund and Oaktree may be deemed to share the power to vote and dispose of the shares of Class A Common Stock to which this statement relates.

(b) Percent of class:

(1) Oaktree: 14.2%

(2) Oaktree Fund: 14.2%

(c) Number of shares as to which the person has:

The following indicates for each filing person the number of shares of Class A Common Stock as to which such person has the sole and/or shared power to vote or direct the vote of, or dispose or direct the disposition of:

(1) Oaktree:

(i)	Sole power to vote or to direct the vote
	0
(ii)	Shared power to vote or to direct the vote
	10,228,328
(iii)	Sole power to dispose or to direct the disposition of
	0
(iv)	Shared power to dispose or to direct the disposition of
	10,228,328

(2) Oaktree Fund:

(i)	Sole power to vote or to direct the vote
	0
(ii)	Shared power to vote or to direct the vote
	10,228,328
(iii)	Sole power to dispose or to direct the disposition of
	0
(iv)	Shared power to dispose or to direct the disposition of
	10,228,328

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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 .

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

See Exhibit A, which identifies each member of the group.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

**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, 2006

Oaktree Capital Management, LLC

By: /s/ John Frank  
Name: John Frank  
Title: Managing Principal and General Counsel

By: /s/ Jordon L. Kruse  
Name: Jordon L. Kruse  
Title: Senior Vice President

Date: February 13, 2006

OCM Principal Opportunities Fund II, L.P.

By: Oaktree Capital Management, LLC  
Its: General Partner

By: /s/ John Frank  
Name: John Frank  
Title: Managing Principal and General Counsel

By: /s/ Jordon L. Kruse  
Name: Jordon L. Kruse  
Title: Senior Vice President



**EXHIBIT INDEX**

Exhibit A\* Identification of Group Members.

Exhibit B\* Joint Filing Agreement.

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\*Previously filed.

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nt in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in South San Francisco, California, on the 9<sup>th</sup> day of March, 2017.

**CytomX Therapeutics, Inc.**

By: /s/ Sean A. McCarthy  
 Sean A. McCarthy, D.Phil.  
 President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sean A. McCarthy and Robert C. Goeltz, or either of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to file and sign any and all amendments, including post-effective amendments and any registration statement for the same offering that is to be effective under Rule 462(b) of the Securities Act, to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Sean A. McCarthy	President, Chief Executive Officer and Director	March 9, 2017
Sean A. McCarthy, D.Phil	<i>(Principal Executive Officer)</i>	
/s/ Robert C. Goeltz	Chief Financial Officer	March 9, 2017
Robert C. Goeltz II	<i>(Principal Financial and Accounting Officer)</i>	
/s/ Hoyoung Huh	Director	March 9, 2017
Hoyoung Huh, M.D. Ph.D.		
/s/ Neil Exter	Director	March 9, 2017
Neil Exter		

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/s/ Frederick W. Gluck	Director	March 9, 2017
Frederick W. Gluck		
/s/ Timothy M. Shannon	Director	March 9, 2017
Timothy M. Shannon, M.D.		
/s/ John A. Scarlett	Director	March 9, 2017
John A. Scarlett, M.D.		
/s/ Matthew P. Young	Director	March 9, 2017
Matthew P. Young		

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**Table of Contents****EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference to Filings Indicated</b>				<b>Provided Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit No.</b>	<b>Filing Date</b>	
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-37587	3.1	10/19/2015	
3.2	Amended and Restated Bylaws.	8-K	001-37587	3.2	10/19/2015	
4.1	Reference is made to Exhibits 3.1 through 3.2.					
4.2	Form of Common Stock Certificate.	S-1/A	333-206658	4.1	9/28/2015	
4.3	Investors Rights Agreement by and among CytomX Therapeutics, Inc. and the investors signatory thereto, dated June 12, 2015.	S-1	333-206658	4.2	8/28/2015	
5.1	Opinion of Latham & Watkins LLP.					X
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).					X
24.1	Powers of Attorney (incorporated by reference to the signature page hereto).					X