

REGAL ENTERTAINMENT GROUP
Form SC 13G/A
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

REGAL ENTERTAINMENT GROUP

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

758766109

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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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. 758766109

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1 NAME OF REPORTING PERSONS

ING Groep N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,076,071¹

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

4,076,071¹

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,076,071¹

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.11%²

12 TYPE OF REPORTING PERSON

HC

¹ This amount represents 4,076,071 shares of Class A Common Stock. 3,844,996 of these shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios. Further, 231,075 of these shares of Class A Common Stock are held by an indirect subsidiary of ING Groep N.V. as a trustee with dispositive power over the shares held.

ING Groep N.V. disclaims beneficial ownership of 3,844,996 of these shares of Class A Common Stock held by its direct and indirect subsidiaries, as ING Groep N.V. does not hold or exercise voting rights or dispositive powers for such securities.

² Based on 130,877,612 shares of Class A Common Stock, par value \$0.001 per share, of Regal Entertainment Group issued and outstanding as of November 3, 2011, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 29, 2011, filed with the Securities and Exchange Commission on November 8, 2011.

Item 1 (a). Name of Issuer:

Regal Entertainment Group

Item 1 (b). Address of Issuer's Principal Executive Offices:

7132 Regal Lane, Knoxville, TN 37918

Item 2 (a). Name of Person Filing:

ING Groep N.V.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

ING Groep N.V.

Amstelveenseweg 500

1081 KL Amsterdam

P.O. Box 810

1000 AV Amsterdam

The Netherlands

Item 2 (c). Citizenship:

See item 4 on Page 2

Item 2 (d). Title of Class of Securities:

Class A Common Stock

Item 2 (e). CUSIP Number:

758766109

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(Not Applicable)

- (a) " Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the Exchange Act);
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the Investment Company Act);
- (e) " Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
- (f) " Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
- (g) " Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;
- (h) " Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

Item 4. Ownership.

- (a) ING Groep N.V. may be deemed to be the beneficial owner of 4,076,071 shares of Class A Common Stock held by its indirect and direct wholly owned subsidiaries. Of these, 3,844,996 of the shares of Class A Common Stock are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios. Further, 231,075 of these shares of Class A Common Stock are held by an indirect subsidiary of ING Groep N.V. as a trustee with dispositive power over the shares held.

ING Groep N.V. disclaims beneficial ownership of 3,844,996 of these shares of Class A Common Stock held by its direct and indirect subsidiaries, as ING Groep N.V. does not hold or exercise voting rights or dispositive powers for such securities.

- (b) ING Groep N.V. may be deemed to be the beneficial owner of 3.11% of the outstanding Class A Common Stock. Such percentage is based on 130,877,612 shares of Class A Common Stock, par value \$0.001 per share, of Regal Entertainment Group issued and outstanding as of November 3, 2011, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 29, 2011, filed with the Securities and Exchange Commission on November 8, 2011.
- (c) Although ING Groep N.V. may be deemed to be beneficial owner of 4,076,071 shares of Class A Common Stock held by its indirect and direct wholly owned subsidiaries, ING Groep N.V. does not exercise voting rights or dispositive powers for 3,844,996 of such securities.

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 5 percent of the class of securities, check the following ☒ x.

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.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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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.

February 14, 2012
(Date)

ING GROEP N.V.

By:
/s/ Just Emke Petrelluzzi Bojanic
(Signature)

Just Emke Petrelluzzi Bojanic
Senior Compliance Officer (Name/Title)

By:
/s/ Sander Valkering
(Signature)

Sander Valkering
Business Manager (Name/Title)