

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: December 31, 2001

NEW UNITEDGLOBALCOM, INC.
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or other
jurisdiction of
incorporation)

333-55228
(Commission
File Number)

84-1602895
(IRS Employer
Identification #)

4643 SOUTH ULSTER STREET, SUITE 1300, DENVER, CO 80237
(Address of Principal Executive Office)

(303) 770-4001
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

On December 31, 2001, the Company, UnitedGlobalCom, Inc. ("United"), Liberty Media Corporation, Liberty Media International, Inc., Liberty Global, Inc., United/New United Merger Sub, Inc. ("Merger Subsidiary") and certain major stockholders of United entered into an Amended and Restated Agreement and Plan of Restructuring and Merger (the "New United Merger Agreement"), amending and restating that certain Agreement and Plan of Restructuring and Merger (the "Original New United Merger Agreement"), dated as of December 3, 2001, among such parties. On December 31, 2001, the Company, United and Merger Subsidiary also entered into an Amended and Restated United/New United Agreement and Plan of Merger (the "United/New United Merger Agreement"), amending and restating that certain Agreement and Plan of Merger (the "Original United/New United Merger Agreement"), dated as of December 3, 2001, among such parties. The New United Merger Agreement and the United/New United Merger Agreement amended the transactions contemplated by the Original New United Merger Agreement and the Original United/New United Merger Agreement primarily in order to provide for the conversion of United's Series B preferred stock, Series C preferred stock and Series D preferred stock into shares of the Company's Class A common stock rather than shares of new series of the Company's preferred stock, as had been contemplated by the Original New United Merger Agreement and the Original United/New United Merger Agreement. A copy of the New United Merger Agreement and the United/New United Merger Agreement are incorporated by reference into this filing.

ITEM 7. EXHIBITS

(c)

- 10.1 Amended and Restated Agreement and Plan of Restructuring and Merger, dated as of December 3, 2001, among UnitedGlobalCom, Inc., New UnitedGlobalCom, Inc., United/New United Merger Sub, Inc., Liberty Media Corporation, Liberty Media International, Inc., Liberty Global, Inc. and each Person indicated as a "Founder" on the signature pages thereto, and Exhibits appended thereto. (1)
- 10.2 Amended and Restated United/New United Agreement and Plan of Merger, dated as of December 31, 2001, among UnitedGlobalCom, Inc., New UnitedGlobalCom, Inc., and United/New United Merger Sub, Inc. (1)

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- (1) Incorporated by reference from the Form 8-K of UnitedGlobalCom, Inc. dated as of the date hereof.

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.

NEW UNITEDGLOBALCOM, INC.

By: /s/ Valerie L. Cover

Valerie L. Cover
Vice President (Acting Chief Financial
Officer and Principal Accounting Officer)

Dated: January 9, 2002