

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K 12g3

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

Date of Report: January 30, 2002

UnitedGlobalCom, Inc.
(formerly known as New UnitedGlobalCom, Inc.)
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other
jurisdiction of
incorporation)

*
(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)

* The Registrant, as a Successor Issuer to UGC Holdings, Inc., f/k/a UnitedGlobalCom, Inc., is filing this report with the Commission by virtue of paragraph (a) of Rule 12g-3 under the Securities Exchange Act of 1934, as amended. The Commission File Number of UGC Holdings, Inc. is 0-21974.

Item 5. Other Events

UnitedGlobalCom, Inc. (f/k/a New UnitedGlobalCom, Inc.) (the "Company") on January 30, 2002, closed its merger and restructuring transaction with Liberty Media Corporation and certain of its affiliates. As previously announced, a subsidiary of the Company merged with and into "UnitedGlobalCom, Inc." ("Old United"), which changed its name to UGC Holdings, Inc. as a result of the merger.

The Company is filing this report with the Commission by virtue of paragraph (a) of Rule 12g-3 under the Securities Exchange Act of 1934, as amended (the "Act"). Pursuant to said rule, the Company's Class A common stock is deemed to be registered pursuant to Section 12(g) of the Act. The Commission File Number of Old United is 0-21974.

SIGNATURE

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.

UNITEDGLOBALCOM, INC.

By: /s/ FREDERICK G. WESTERMAN, III

Frederick G. Westerman, III
Chief Financial Officer

Date: February 1, 2002