

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UnitedGlobalCom, Inc.
(f/k/a New UnitedGlobalCom, Inc.)
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

84-1602895
(I.R.S. Employer
Identification No.)

4643 South Ulster Street, Suite 1300
Denver, Colorado
Telephone: (303) 770-4001
(Address of Principal Executive Offices)

80237
(Zip Code)

UNITEDGLOBALCOM, INC.
Stock Option Plan
For Non-Employee Directors
(effective March 20, 1998)

Frederick G. Westerman
Chief Financial Officer
4643 South Ulster Street, Suite 1300
Denver, Colorado 80237
Telephone: (303) 770-4001
(Name, Address, and Telephone Number,
Including Area Code, of Agent for Service)

With Copies to:

Garth B. Jensen, Esq.
Holme Roberts & Owen LLP
1700 Lincoln, Suite 4100
Denver, Colorado 80202
Telephone: (303) 866-0477

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Class A Common Stock (\$0.01 par value)	2,967,500	\$4.75	\$14,095,625	\$1,297

(1) Estimated solely for the purpose of calculating the registration fee for the shares being registered hereby pursuant to Rule 457(h) based on an exercise price of \$4.75 per share (the average of the high and low sales price for Class A Common Stock on March 12, 2002, as reported on the Nasdaq National Market).

Note: The document(s) containing the plan information required by Item 1 of Part I of this Form S-8 and the statement of availability of registrant information and other information required by Item 2 of Part I of this Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428(a) and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of any or all of the documents included in such file.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

UnitedGlobalCom, Inc. (the "Company") hereby incorporates by reference in this Registration Statement the following documents filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") (Commission File No. 000-496-58) or the Securities Act of 1933, as amended, as applicable:

- (a) Financial statements of the Company and information that would have appeared in the Company's latest annual report had the Company, during its most recent fiscal year, been a reporting company under Section 13(a) or 15(d) of the Exchange Act, which financial statements and information appear in the Prospectus filed pursuant to Rule 424(b) on January 3, 2002 (the "Prospectus"), and deemed a part of the Company's Registration Statement on Form S-4 (File No. 333-55228).
- (b)
 - (i) Form 8-K filed by the Company on January 9, 2002.
 - (ii) Form 8-K filed by the Company on February 1, 2002.
 - (iii) Form 8-K filed by the Company on February 5, 2002
- (c) The information with respect to the Company's Class A Common Stock contained under the heading "Chapter IV, Information About New United, Description of New United Capital Stock" in the Prospectus.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the respective dates of the filing of such documents. Any statement contained in the document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of Class A Common Stock registered hereby is being passed upon for the Company by Holme Roberts & Owen LLP, Denver, Colorado.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under specified circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act. The Company's bylaws provide for the mandatory indemnification of its directors, officers, employees and other agents to the maximum extent permitted by Delaware law. The Company's Restated Certificate of Incorporation provides that the Registrant will indemnify its directors and officers to the fullest extent permitted by law and that directors shall not be liable for monetary damages to the Company or its stockholders for breach of fiduciary duty, except to the extent that the Delaware General Corporation Law prohibits elimination or limitation by such liability.

Article Sixth of the Company's Restated Certificate of Incorporation, as amended, provides that, to the fullest extent permitted by the Delaware General Corporation Law, a director of the Company shall not be liable to the Company or any of its stockholders for monetary damages caused by a breach of a fiduciary duty by such director. Article Sixth also provides that no amendment or repeal of such Article shall adversely affect any limitation, right or protection of a director that existed under said Article immediately before the amendment or repeal.

Article Seventh of the Company's Restated Certificate of Incorporation, as amended, requires the Company to indemnify and hold harmless, to the fullest extent permitted by applicable law, any person who is or is threatened to be made a party to any civil, criminal, administrative, investigative, or other action or proceeding by reason of the fact that he or she is or was a director or officer of the Company or is or was serving at the request of the Company as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise.

Article VI of the Company's Bylaws also contains indemnity provisions requiring the Company to indemnify the directors and officers of the Company to the fullest extent provided by the laws of the State of Delaware. Such provisions provide for the payment by the Company, to the fullest extent provided by law, of amounts to cover expenses incurred in a proceeding upon receipt of an undertaking by or on behalf of the person seeking indemnity to repay said amounts if it is later determined that said person is not entitled to be indemnified. The Bylaws also provide that the Company shall have the power to indemnify its employees and other agents as set forth in applicable laws. The Bylaw provisions impose upon the Company the burden of proving that a person is not entitled to indemnification in any particular case and negate certain presumptions that may otherwise be drawn against such person seeking indemnification in connection with the termination of actions in certain circumstances. These rights of indemnification are not exclusive of any other rights the person may have under the laws of the State of Delaware, the Company's Bylaws or otherwise. Although not requiring directors' and officers' liability insurance, the Bylaws provide that the Company may purchase insurance to the fullest extent permitted by Delaware General Corporate Law.

The Company has purchased liability insurance policies covering its officers and directors.

Item 7. Exemption From Registration Claimed.

Not Applicable.

Item 8. Exhibits

Exhibit Number	Description
-----	-----
4.1	Restated Certificate of Incorporation of the Company as amended and currently in effect (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
4.2	Bylaws of the Company dated December 31, 2001 (incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
4.3	Specimen Stock Certificate for the Company's Class A Common Stock, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
5.1	Legality opinion of Holme Roberts & Owen LLP.
23.1	Consent of Independent Public Accountants--Arthur Andersen LLP (UnitedGlobalCom, Inc., f/k/a New UnitedGlobalCom, Inc.).
23.2	The consent of Holme Roberts & Owen LLP is included in Exhibit 5.1.
24.1	Power of Attorney.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of the prospectus filed with the Commission pursuant to Rule 424 (b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered, which remain, unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for the indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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.

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on this 13th day of March 2002.

UNITEDGLOBALCOM, INC.,
a Delaware corporation

By: /s/ Valerie L. Cover

Valerie L. Cover
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following in the capacities and as of the dates indicated.

Signatures -----	Title -----	Date ----
* ----- Gene W. Schneider	Chairman of the Board and Chief Executive Officer	March 13, 2002
* ----- Frederick G. Westerman	Chief Financial Officer	March 13, 2002
/s/ Valerie L. Cover ----- Valerie L. Cover	Vice President and Controller	March 13, 2002
----- Robert Bennett	Director	March __, 2002
* ----- Albert M. Carollo	Director	March 13, 2002
* ----- John P. Cole, Jr.	Director	March 13, 2002
* ----- Michael T. Fries	Director, President and Chief Operating Officer	March 13, 2002
* ----- Gary Howard	Director	March 13, 2002
----- John C. Malone	Director	March __, 2002
* ----- John F. Riordan	Director	March 13, 2002
----- Curtis W. Rochelle	Director	March __, 2002
* ----- Mark L. Schneider	Director	March 13, 2002
* -----	Director	March 13, 2002

Tina M. Wildes

/s/ Valerie L. Cover

- - - - -

Valerie L. Cover, Attorney-in-fact

INDEX TO EXHIBITS

Exhibit Number	Description
-----	-----
4.1	Restated Certificate of Incorporation of the Company as amended and currently in effect (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
4.2	Bylaws of the Company dated December 31, 2001 (incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
4.3	Specimen Stock Certificate for the Company's Class A Common Stock, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Commission File No. 333-82776)).
5.1	Legality opinion of Holme Roberts & Owen LLP.
23.1	Consent of Independent Public Accountants--Arthur Andersen LLP (UnitedGlobalCom, Inc., f/k/a New UnitedGlobalCom, Inc.).
23.2	The consent of Holme Roberts & Owen LLP is included in Exhibit 5.1.
24.1	Power of Attorney.

March 12, 2002

UnitedGlobalCom, Inc.
4643 South Ulster Street
Denver, Colorado 80237

Dear Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Commission") on or about March 13, 2002 (the "Registration Statement") by UnitedGlobalCom, Inc., a Delaware corporation (the "Company"), for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 2,967,500 shares of its Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock").

As counsel for the Company, we have examined such documents and reviewed such questions of law as we have considered necessary or appropriate for the purpose of this opinion. Based on the foregoing, we are of the opinion that the shares of Class A Common Stock, when sold and delivered by the Company pursuant to the Stock Option Plan for Non-Employee Directors (effective March 20, 1998) described in the Registration Statement, will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement.

We do not express an opinion on any matters other than those expressly set forth in this letter.

Sincerely,

HOLME ROBERTS & OWEN LLP

By: /s/ Garth B. Jensen

Garth B. Jensen, Partner

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 7, 2001, on the balance sheet dated as of September 30, 2001 of UnitedGlobalCom, Inc. (f/k/a New UnitedGlobalCom, Inc.), which report appears in the Prospectus filed pursuant to Rule 424(b) on January 3, 2002, and deemed a part of the Registration Statement on Form S-4 (Registration No. 333-55228) filed by UnitedGlobalCom, Inc. (f/k/a New UnitedGlobalCom, Inc.).

Arthur Andersen LLP

Denver, Colorado
March 11, 2002

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael T. Fries, Frederick G. Westerman and Valerie L. Cover, and each of them, his or her attorneys-in-fact, with full power of substitution, for him or her in any and all capacities, to sign each of the following registration statements to be filed with the Securities and Exchange Commission (the "Commission") on Form S-8 in connection with: (a) the registration by UnitedGlobalCom, Inc., a Delaware corporation (the "Company"), of 35,255,370 shares of Class A Common Stock all issuable under the Company's 1993 Stock Option Plan, amended and restated January 30, 2002; (b) the registration by the Company of 651,667 shares of Class A Common Stock all issuable under the Company's Stock Option Plan for Non-Employee Directors (effective June 1, 1993), amended and restated December 7, 2001; and (c) the registration by the Company of 2,967,500 shares of Class A Common Stock all issuable under the Company's Stock Option Plan for Non-Employee Directors (effective March 20, 1998), amended and restated January 30, 2002; and all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission; and to sign all documents in connection with the qualification and issuance of such shares with Blue Sky authorities; granting unto said attorneys-in-fact full power and authority to perform any other act on behalf of the undersigned required to be done in the premises, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

Date: March 7, 2002	/s/ Gene W. Schneider ----- Gene W. Schneider
Date: March 12, 2002	/s/ Frederick G. Westerman ----- Frederick G. Westerman III
Date: March 12, 2002	/s/ Valerie L. Cover ----- Valerie L. Cover
Date: March __, 2002	----- Robert R. Bennett
Date: March 8, 2002	/s/ Albert M. Carollo ----- Albert M. Carollo
Date: March 7, 2002	/s/ John P. Cole, Jr. ----- John P. Cole, Jr.
Date: March 8, 2002	/s/ Michael T. Fries ----- Michael T. Fries
Date: March 11, 2002	/s/ Gary S. Howard ----- Gary S. Howard
Date: March __, 2002	----- John C. Malone
Date: March 8, 2002	/s/ John F. Riordan ----- John F. Riordan
Date: March __, 2002	----- Curtis W. Rochelle
Date: March 7, 2002	/s/ Mark L. Schneider ----- Mark L. Schneider
Date: March 7, 2002	/s/ Tina M. Wildes ----- Tina M. Wildes

