

YOUTH STREAM MEDIA NETWORKS INC

Form 4

February 26, 2001

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FORM 4  
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Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

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OMB Number: 3235-0287  
Expires: December 31, 2001  
Estimated average burden  
hours per response: 0.5  
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(Print or Type Responses)

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1. Name and Address of Reporting Person\*

Dennis Roche

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(Last) (First) (Middle)

c/o YouthStream Media Networks, Inc.  
28 West 23rd Street, 6th Floor

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(Street)

New York NY 10010

-----  
(City) (State) (Zip)  
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2. Issuer Name and Ticker or Trading Symbol

YouthStream Media Networks, Inc.  
(NASDAQ: NETS)

3. I.R.S. Identification Number of  
Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

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5. If Amendment, Date of Original  
(Month/Year)

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Operating Officer

7. Individual or Joint/Group Filing  
(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amo Sec Ben Own End (In
		Code	V		Amount	(A) or (D)	Price	
YouthStream Media Networks Common Stock	2/15/01	P	V		5,000	A	1.34375	
YouthStream Media Networks Common Stock	2/16/01	P	V		1,500	A	1.34375	
YouthStream Media Networks Common Stock	2/16/01	P	V		7,500	A	1.40625	

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 6. Ownership Form:      7. Nature of Indirect  
 Direct (D) or            Beneficial Ownership  
 Indirect (I)            (Instr. 4)  
 (Instr. 4)

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 Direct

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 Direct

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 Direct  
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

(Over)  
 SEC 1474 (7/99)

FORM 4 - (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6
				-----	
			Code   V	(A)   (D)	

1. Title of Derivative Security (Instr. 3)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr.)
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(Instr. 4)

(I) (Instr. 4)

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Explanation of Responses

/s/ DENNIS ROCHE  
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2/21/2001  
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\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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