

Edgar Filing: LIBERTY MEDIA CORP /DE/ - Form 8-K

LIBERTY MEDIA CORP /DE/  
Form 8-K  
December 05, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: DECEMBER 5, 2001  
Date of Earliest Event Reported: DECEMBER 3, 2001

LIBERTY MEDIA CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

0-20421 84-1288730  
(Commission File Number) (I.R.S. Employer Identification No.)

12300 LIBERTY BLVD.  
ENGLEWOOD, COLORADO 80112  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (720) 875-5400

ITEM 5. OTHER EVENTS.

On December 3, 2001, Liberty Media Corporation and its subsidiaries, Liberty Media International, Inc. ("LMI") and Liberty Global, Inc., entered into an Agreement and Plan of Restructuring and Merger (the "Merger Agreement") with New UnitedGlobalCom, Inc. (New United"), UnitedGlobalCom, Inc. ("United"), a newly formed merger subsidiary of New United, and certain major stockholders of United. A copy of the Merger Agreement is attached as Exhibit 7(c)(1) to this Form 8-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(C) EXHIBITS

The following exhibits are being filed with this Form 8-K:

- (c)(1) Agreement and Plan of Restructuring and Merger among UnitedGlobalCom, Inc., New UnitedGlobalCom, Inc., United/New United Merger Sub, Inc., Liberty Media Corporation, Liberty Media International, Inc. and Liberty Global, Inc., dated December 3, 2001.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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Date: December 5, 2001

LIBERTY MEDIA CORPORATION

By: /s/ Christopher W. Shean

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Name: Christopher W. Shean

Title: Vice President

EXHIBIT INDEX

EXHIBIT DESCRIPTION

7(c)(1) Agreement and Plan of Restructuring and Merger among UnitedGlobalCom, Inc., New UnitedGlobalCom, Inc., United/New United Merger Sub, Inc., Liberty Media Corporation, Liberty Media International, Inc. and Liberty Global, Inc., dated December 3, 2001.