

## UNITED PAN EUROPE COMMUNICATIONS NV

Form 4

December 16, 2002

SEC Form 4

|  |  |  |   |
|--|--|--|---|
| <b>FORM 4</b><br><br><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(h) of the Investment Company Act of 1940 | OMB APPROVAL<br><br><hr style="border: 1px solid black;"/><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response: . . . . 0.5 |   |
| 1. Name and Address of Reporting Person*<br><b>UnitedGlobalCom, Inc.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> </div> <div style="display: flex; justify-content: center;"> <span>(Middle)</span> </div> <b>4643 So. Ulster Street, Suite 1300</b><br><br><div style="display: flex; justify-content: center;"> <span>(Street)</span> </div> <b>Denver, CO 80237</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>United Pan-Europe Communications, NV</b><br><b>UPCOY</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)<br><b>84-1602895</b>   | 4. Statement for Month/Day/Year<br><br><b>12/12/2002</b><br><br>5. If Amendment, Date of Original (Month/Day/Year)   | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>_ Director <input checked="" type="checkbox"/> 10% Owner<br>_ Officer (give title below)    _<br>Other (specify below)<br><br>Description<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_ 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) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) |     |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|  |                                     |  | Code                           | V | Amount   | A/D | Price |   |   |   |  |
| Ordinary Shares  | 05/14/2002(1)                       |  | J(1)                           |   | 235,452,209  | A   | (1)   | 235,452,209   | I   | by a subsidiary                                       |  |

| 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) | 3A. Deemed Execution Date, if any (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. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|  |  |                                      |  |                               |  |  |   |  |

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|  |            |               |  | Code | V | A         | D | DE     | ED         | Title           | Amount or Number of Shares |     |
|--|------------|---------------|--|------|---|-----------|---|--------|------------|-----------------|----------------------------|-----|
| Series 1 Convertible Class A Preference Shares | Euro35.55  | 12/12/2002    |  | P(2) |   | 2,400     |   | Immed. | (3)        | Ordinary Shares | 8,967,618(4)               | (2) |
| Warrant (rt to buy)                            | Euro42.546 | 12/12/2002    |  | P(2) |   | 1,165,352 |   | Immed. | 12/31/2007 | Ordinary Shares | 1,165,352                  | (2) |
| Series 1 Convertible Class A Preference Shares | Euro35.55  | 05/14/2002(1) |  | J(1) |   | 2,500     |   | Immed. | (3)        | Ordinary Shares | 8,977,572(4)               | (1) |
| Warrant (rt to buy)                            | Euro42.546 | 05/14/2002(1) |  | J(1) |   | 1,213,898 |   | Immed. | 12/31/2007 | Ordinary Shares | 1,213,898                  | (1) |
|  | \$         |               |  |      |   |           |   |        |            |                 |                            | \$  |

**Explanation of Responses:**

(1) Represents securities held by UGC Holdings, Inc. On May 14, 2002, certain shareholders of UGC Holdings exchanged their common stock for shares of the Reporting Person's Class A common stock. As a result of such transaction, UGC Holdings became a wholly owned subsidiary of the Reporting Person and the Reporting Person became the beneficial owner of the securities held by UGC Holdings in the Issuer.

(2) The Reporting Person executed a letter of intent to acquire the Issuer's securities for an aggregate of 482,217 of its Class A common stock, which is currently valued at \$1,518,984 based on the closing price as reported on Nasdaq on December 12, 2002. The purchase will occur upon execution of definitive documents; however, the transfer of the Warrant is subject to Dutch law.

(3) Subject to mandatory redemption after December 8, 2012, unless earlier converted or redeemed.

(4) Pursuant to the terms of the Preference Shares, the number of Ordinary Shares accretes at 8% per annum until converted.

**By:**

/s/ Ellen P. Spangler, Senior Vice President

12/16/2002

\*\* Signature of Reporting Person

Date

SEC 1474 (9-02)

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).

\*\* 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 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.