

EUROPE ACQUISITION INC
Form SC TO-T/A
December 17, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)**

UGC Europe, Inc.
(Name of Subject Company (Issuer))

Europe Acquisition, Inc.
(Name of Filing Persons (Offeror))

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

90268P 10 2
(CUSIP Number of Class of Securities)

Michael T. Fries
President
Europe Acquisition, Inc.
4643 South Ulster Street, Suite 1300
Denver, Colorado 80237
(303) 770-4001
(Name, address, and telephone numbers of person authorized
to receive notices and communications on behalf of filing persons)

Copy to:
Garth B. Jensen, Esq.
Holme Roberts & Owen LLP
1700 Lincoln, Suite 4100
Denver, Colorado 80203
(303) 861-7000

CALCULATION OF FILING FEE

Transaction valuation(1)

Amount of filing fee(2)

\$1,213,322,900

\$98,156

(1)

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The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The calculation assumes the acquisition of each outstanding share of common stock, par value \$0.01 per share (the "UGC Europe Shares") of UGC Europe, Inc. not beneficially owned by UnitedGlobalCom, Inc. ("United") or its subsidiaries (16,661,717 shares) for 10.3 shares of Class A common stock of United, par value \$0.01 per share (the "United Shares"). The value of the United Shares was calculated as the product of (i) \$7.07 (the average of the high and low prices per share of the United Shares on December 11, 2003 as reported by the Nasdaq National Market) and (ii) 171,615,686 (the maximum number of United Shares expected to be issued in connection with this transaction).

(2)

The amount of the filing fee, calculated in accordance with Rule 0-11, equals \$80.90 per million of the aggregate value of the United Shares offered by the bidder.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

\$101,960

Form or Registration No.:

Form S-4 (\$71,284) and
Schedule TO (\$30,676)

Filing Party:

UnitedGlobalCom, Inc. and
Europe Acquisition, Inc.

Date Filed:

October 6, 2003 and
November 13, 2003

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

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third-party tender offer subject to Rule 14d-1.

o

issuer tender offer subject to Rule 13e-4.

o

going-private transaction subject to Rule 13e-3.

o

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

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This Amendment No. 5 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed initially with the Securities and Exchange Commission on October 6, 2003, as amended on November 5, 2003, November 10, 2003, November 13, 2003 and November 26, 2003, by Europe Acquisition, Inc. ("Purchaser"), a Delaware corporation and a wholly-owned indirect subsidiary of UnitedGlobalCom, Inc., a Delaware corporation ("United"), relating to the offer (the "Exchange Offer") to exchange each outstanding share of common stock, \$0.01 par value per share (the "UGC Europe Shares"), of UGC Europe, Inc., a Delaware corporation ("UGC Europe"), not owned by United or its subsidiaries for 10.3 shares of Class A common stock, par value \$0.01 per share (the "United Shares") of United, subject to certain terms and conditions.

Items 2(b), 4(a)(1)(i), 4(a)(1)(viii) and 11(a)(2)-(3) are hereby amended and supplemented to add the following:

"On December 12, 2003, the Securities and Exchange Commission declared effective the registration statement on Form S-4 relating to the Exchange Offer. Accordingly, the condition to the exchange offer requiring such registration statement to be effective has been satisfied.

"On December 17, 2003, United announced that in a special meeting held earlier that day, stockholders voted to approve the issuance of United's Class A common stock in the Exchange Offer. Accordingly, the condition to the Exchange Offer requiring such stockholder approval has been satisfied.

"A copy of the press release is incorporated by reference into this Amendment as Exhibit (a)(10)."

Item 12. Exhibits.

The following are attached as exhibits to this Amendment:

Exhibit Number	Exhibit Description
(a)(10)	Press release issued by United on December 17, 2003 (incorporated by reference from United's current report on Form 8-K dated December 17, 2003).

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 5 to Schedule TO is true, complete and correct.

EUROPE ACQUISITION, INC.

By: /s/ FREDERICK G. WESTERMAN III

Name: Frederick G. Westerman III
Title: *Vice President and Treasurer*

Date: December 17, 2003

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
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