

UNITED PAN EUROPE COMMUNICATIONS NV
Form 8-K
May 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 14, 2003

United Pan-Europe Communications N.V.
(Exact name of registrant as specified in its charter)

The Netherlands
(State or Other Jurisdiction of Incorporation)

000-25365
(Commission File Number)

98-0191997
(I.R.S. Employer Identification Number)

Boeing Avenue 53
1119 PE, Schiphol Rijk
The Netherlands
(Address and zip code of principal executive offices)

(31) 20-778-9840
(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
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99.1	Press release dated May 14, 2003 of United Pan-Europe Communications N.V. announcing its operating and financial results for the first quarter ending March 31, 2003.

Item 9. Regulation FD Disclosure. (Information furnished under this Item 9 is being furnished solely under Item 12 - Results of Operations and Financial Condition)

On May 14, 2003, United Pan-Europe Communications N.V. (the "Company") issued a press release announcing its operating and financial results for the first quarter ending March 31, 2003 (the "First Quarter Press Release"). A copy of the First Quarter Press Release is attached hereto as Exhibit 99.1 and is incorporated in its entirety herein by reference. The First Quarter Press Release and this Current Report on Form 8-K are furnished under Item 12 of this Current Report on Form 8-K. The information included in the attached exhibit and contained in Item 9 of this Current Report is being furnished pursuant to "Item 12. Results of Operations and Financial Condition" of Form 8-K in accordance

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with SEC Release Nos. 33-8216 and 34-47583.

The First Quarter Press Release contains information on the Company's free cash flow, which is considered a financial measure not prepared in accordance with generally accepted accounting principles ("GAAP"), as well as information on the Company's net cash provided by operating activities, which the Company considers to be the Company's GAAP financial measure most directly comparable to free cash flow. The First Quarter Press Release includes a reconciliation of the Company's free cash flow and net cash provided by operating activities.

Free cash flow is not a GAAP financial measure. Free cash flow represents net cash provided by operating activities less capital expenditure. Free cash flow is a measure that the Company's management uses to monitor the business. The Company's management believes that free cash flow is meaningful to investors because it provides an indicator of the Company's ability to service its debt and generate cash for general corporate and strategic purposes after funding operating activities and capital expenditures. The Company's management believes this information is helpful to investors to determine the Company's cash available for these purposes. The Company's management believes that free cash flow may provide users of its financial information additional meaningful comparisons between current results and results in prior operating periods. The Company's calculation of free cash flow may or may not be consistent with the calculation of this measure by other companies. Investors should not view free cash flow as an alternative to GAAP measures of net cash flows from operating, investing and financing activities as a measure of liquidity. The presentation of free cash flow is not meant to be considered in isolation or as a substitute for results prepared in accordance with GAAP.

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The First Quarter Press Release contains a reconciliation of the Company's Adjusted EBITDA, a non-GAAP financial measure, and net income. For a statement of the reasons why the Company's management believes the presentation of Adjusted EBITDA provides useful information to investors, see the Company's Form 8-K filed on April 1, 2003 with respect to the Company's press release announcing its results for the fiscal year ended December 31, 2002.

Cautionary Statement Regarding Forward-Looking Statements

The First Quarter Press Release contains forward-looking statements (any statement other than those made solely with respect to historical fact) based upon management's beliefs, as well as assumptions made by and data currently available to management. This information has been, or in the future may be, included in reliance on the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on a variety of assumptions that may not be realized and are subject to significant business, economic, judicial and competitive risks and uncertainties, including those set forth below, many of which are beyond the Company's control. These risks and uncertainties could cause actual events and the Company's actual operations, financial condition, cash flows or operating results may differ materially from those expressed or implied by any such forward-looking statements. These statements relate to the Company's future plans, objectives, expectations and intentions. These statements may be identified by the use of words such as "believes," "expects," "may," "will," "would," "should," "seeks," "pro forma," "anticipates" and similar expressions. The Company undertakes no obligation to update or revise any such forward-looking statements.

The forward-looking statements and the Company's liquidity, capital resources and results of operations are subject to a number of risks and uncertainties including, but not limited to, the following: the ability of the

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Company to continue as a going concern; the ability of the Company and its subsidiaries to operate pursuant to the terms of their existing credit facilities and arrangements; the ability to fund, develop and execute the Company's business plan; the ability of the Company to restructure its outstanding indebtedness on a satisfactory and timely basis; the ability of the Company to consummate its plan of reorganization (the "Plan") under the United States Bankruptcy Code and its plan of compulsory composition (Akkoord) (the "Akkoord") under the Dutch Bankruptcy Code (Faillissementswet); the ramifications of any restructuring; risks associated with not completing the restructuring consistent with the Company's timetable; risks associated with third parties seeking and obtaining approval of the United States Bankruptcy Court for the Southern District of New York or the Amsterdam Court (Rechtbank) to take actions inconsistent with, or detrimental to, the consummation of the Plan and the Akkoord; potential adverse developments with respect to the Company's liquidity or results of operations; competitive pressures from other companies in the same or similar lines of business as the Company; trends in the economy as a whole which may affect subscriber confidence and demand for the goods and services supplied by the Company; the ability of the Company to predict consumer demand as a whole, as well as demand for specific goods and services; the acceptance and continued use by subscribers and potential subscribers of the Company's services; changes in technology and competition; the Company's ability to achieve expected operational efficiencies and economies of scale and its ability to generate expected revenue and achieve assumed

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margins; the ability of the Company to attract, retain and compensate key executives and other personnel; the ability of the Company to maintain existing arrangements and/or enter into new arrangements with third-party providers and contract partners; potential adverse publicity, as well as other factors detailed from time to time in the Company's filings with the United States Securities and Exchange Commission. Given these uncertainties, readers are cautioned not to place undue reliance on the forward-looking statements contained in the First Quarter Press Release.

The above information can also be obtained from the Company's website at <http://www.upccorp.com>.

Limitation on Incorporation by Reference

In accordance with General Instruction B.6 of Form 8-K, the information in this Item 12 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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SIGNATURE

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

UNITED PAN-EUROPE COMMUNICATIONS N.V.

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By: /s/ Anton A.M. Tuijten

Name: Anton A.M. Tuijten
Title: Member of the Board of Management
and General Counsel

Dated: May 14, 2003

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EXHIBIT INDEX

Exhibit Number -----	Description -----
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