

Edgar Filing: AOL TIME WARNER INC - Form 8-K

AOL TIME WARNER INC  
Form 8-K  
January 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): DECEMBER 31, 2002

AOL TIME WARNER INC.

(Exact name of registrant as specified in its charter)

DELAWARE

1-15062

13-4099534

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

75 ROCKEFELLER PLAZA, NEW YORK, NEW YORK 10019

(Address of principal executive offices) (zip code)

212 484-8000

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former Name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On December 31, 2002 Time Warner Entertainment Company, L.P., a Delaware limited partnership ("TWE"), Paragon Communications ("Paragon"), a Colorado general partnership and a wholly owned subsidiary of AOL Time Warner Inc. ("AOLTW"), and Advance/Newhouse Partnership, a New York general partnership ("Advance/Newhouse"), closed the restructuring of Time Warner Entertainment - Advance/Newhouse Partnership, a New York general partnership ("TWEAN") that has been previously announced. At the closing, the parties also entered into the other agreements contemplated by the Master Transaction Agreement, dated as of August 1, 2002, by and among TWEAN, TWE, Paragon and Advance/Newhouse, including a Third Amended and Restated Partnership Agreement of TWEAN.

ITEM 7. EXHIBITS.

EXHIBIT DESCRIPTION

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- 99.1 Third Amended and Restated Partnership Agreement of TWEAN dated as of December 31, 2002 among TWE, Paragon and Advance/Newhouse.
- 99.2 Consent and Agreement dated as of December 31, 2002 among TWEAN, TWE, Paragon, Advance/Newhouse, TWEAN Subsidiary and JP Morgan Chase Bank.
- 99.3 Pledge Agreement dated as December 31, 2002 among TWEAN, Advance/Newhouse, TWEAN Subsidiary and JP Morgan Chase Bank.

### 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.

AOL TIME WARNER INC.

By: /s/ Wayne H. Pace

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Name: Wayne H. Pace  
Title: Executive Vice President and  
Chief Financial Officer

Date: January 14, 2003

### EXHIBIT INDEX

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