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RARE MEDIUM GROUP INC  
Form 8-K  
April 04, 2002

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): April 4, 2002 (April 2, 2002)

Rare Medium Group, Inc.  
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(Exact Name of Registrant as Specified in Charter)

|                                                      |                       |                                      |
|------------------------------------------------------|-----------------------|--------------------------------------|
| Delaware                                             | 000-13865             | 23-2368845                           |
| -----                                                | -----                 | -----                                |
| (State or Other<br>Jurisdiction of<br>Incorporation) | (Commission File No.) | (IRS Employer Identification<br>No.) |

44 West 18th Street, 6th Floor, New York, New York 10011  
-----  
(Address of Principal Executive Offices, including Zip Code)

(646) 638-9700  
-----  
(Registrant's telephone number, including area code)

28 West 23rd Street, New York, New York 10010  
-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. Other Events.

On April 3, 2002, the Company issued the press release filed herewith as Exhibit 99.1, which is incorporated herein by reference.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

| Number | Description                                                                                                             |
|--------|-------------------------------------------------------------------------------------------------------------------------|
| 99.1   | Press release issued by Rare Medium Group, Inc. on April 3, 2002.                                                       |
| 99.2   | Investment Agreement among Rare Medium and the signatories thereto, dated as of April 2, 2002.                          |
| 99.3   | Stipulation of Settlement in the matter of In Re Rare Medium Group, Inc. Shareholders Litigation, Consolidated C.A. No. |

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SIGNATURES

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 hereto duly authorized.

RARE MEDIUM GROUP, INC.  
(Registrant)

DATE: April 3, 2002

By: /s/ Robert C. Lewis

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Name: Robert C. Lewis  
Title: Senior Vice President, General  
Counsel and Secretary