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AOL TIME WARNER INC Form 8-K August 21, 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): AUGUST 21, 2002

AOL TIME WARNER INC.

(Exact name of registrant as specified in its charter)

DELAWARE 001-15062 13-4099534

(State or other jurisdiction (Commission (I.R.S. Employer of incorporation) File Number) 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)

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ITEM 5. OTHER EVENTS.

On August 21, 2002, AOL Time Warner Inc. ("AOLTW") announced that AOLTW, Time Warner Entertainment Company, L.P. ("TWE"), AT&T Corp., Comcast Corporation and certain other parties have entered into a restructuring agreement, dated as of August 20, 2002 (the "Restructuring Agreement"), related to TWE. A copy of the Restructuring Agreement and the press release issued by AOLTW are attached hereto as Exhibits 99.1 and 99.2, respectively, and are each incorporated herein by reference.

ITEM 7. EXHIBITS.

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EXHIBIT	DESCRIPTION
99.1	Restructuring Agreement, dated as of August 20, 2002.
99.2	Press Release issued August 21, 2002 by AOLTW.

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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.

AOL TIME WARNER INC.

By: /s/ Wayne H. Pace

Name: Wayne H. Pace

Title: Executive Vice President and

Chief Financial Officer

Date: August 21, 2002

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EXHIBIT INDEX

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