VIVENDI UNIVERSAL
Form 11-K
June 29, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000

COMMISSION FILE NUMBER

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
375 Park Avenue
New York, New York 10152
(Full title of the plan and the address of the plan)

Vivendi Universal, S.A.
42, avenue de Friedland
75380 Paris Cedex 08, France
(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)

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REQUIRED INFORMATION

1. Not Applicable.

2. Not Applicable.

3. Not Applicable.

4 The Seagram 401(k) Plan - Spencer Employees (the "Plan") is subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Attached hereto are the financial statements of the Plan for the fiscal year ended December 31, 2000 prepared in accordance with the financial reporting requirements of ERISA.

EXHIBITS

1. Financial statements of the Plan for the fiscal year ended December 31, 2000 prepared in accordance with the financial reporting requirements of ERISA.

2. Consent of Gutierrez & Co., independent accountants.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES

By /s/ Andrew Loyst

Andrew Loyst
Director - Global Benefits
Vivendi Universal, S.A.

Date: June 29, 2001

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THE SEAGRAM 401(k) PLAN -
SPENCER EMPLOYEES

FINANCIAL STATEMENTS

DECEMBER 31, 2000 AND 1999

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THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
The Seagram 401(k) Plan - Spencer Employees

We have audited the accompanying statements of net assets available for benefits of The Seagram 401(k) Plan - Spencer Employees (the "Plan") as of December 31, 2000 and 1999, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2000 and 1999, and the changes in net assets available for benefits for the years then ended in conformity with generally accepted accounting principles.

Gutierrez & Co.

Flushing, New York
June 15, 2001

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THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2000	1999
Net assets held in trust by Bank of New York (Note 11)	$ 13,067,592	$ 13,652,682
NET ASSETS AVAILABLE FOR BENEFITS	$ 13,067,592	$ 13,652,682

The accompanying notes are an integral part of the financial statements.

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THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December	
	2000	

CONTRIBUTIONS		
Participating Employees	$ 890,969	$
Participating Companies	375,594	
	1,266,563	1
INVESTMENT INCOME ON ASSETS HELD BY BANK OF NEW YORK		
Net appreciation in fair value of investments	(506,679)	1
Dividends and interest	311,230	
PARTICIPANT WITHDRAWALS	(1,026,207)	
INCREASE IN PLAN EQUITY	44,907	2
TRANSFER OF PARTICIPANT BALANCES TO THE SEAGRAM 401(k) PLAN- UNIVERSAL EMPLOYEES	(629,997)	
TRANSFER OF SPENCER GIFTS PROFIT SHARING PLAN		2
PLAN EQUITY AT BEGINNING OF YEAR	13,652,682	8
PLAN EQUITY AT END OF YEAR	$ 13,067,592	$ 13

The accompanying notes are an intregal part of the financial statements.

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed in the preparation of the financial statements of The Seagram 401 (k) Plan - Spencer Employees (the "Plan") conform with generally accepted accounting principles. The more significant accounting policies are:

Basis of Accounting

The accompanying financial statements of the Plan are maintained on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation

Effective January 1, 1997, the assets are held in trust by Bank of New York (Trustee) in the Joseph E. Seagram & Sons, Inc. Master Trust Agreement (Master Trust), which also includes assets of the 401(k) plans of the Company's affiliates, Universal Studios, Inc. and UMG Manufacturing and Logistics, Inc. Effective, July 1, 1999, the assets of the PolyGram Holding, Inc. Deferred Savings and Investment Plan for Employees were added to the Master Trust. The related investment income and appreciation in fair value represents allocations to the Plan based upon the ratio of the Plan's assets to total Master Trust Assets.

On December 8, 2000, The Seagram Company Ltd. (parent of Joseph E. Seagram & Sons, Inc.), Vivendi and Canal Plus S.A. completed a series of transactions pursuant to which the three companies combined into Vivendi Universal. Upon the completion of the merger transactions, shareholders of The Seagram Company Ltd. (other than those exercising dissenters' rights), including the Trustee on behalf of the Plan, received, for each common share of The Seagram Company Ltd. held, 0.80 Vivendi Universal ADSs or a combination of 0.80 non-voting exchangeable shares of Vivendi Universal's Canadian subsidiary, Vivendi Universal Exchangeco, and an equal number of voting rights in Vivendi Universal.

Investment securities are recorded and valued as follows:

United States government obligations at fair value based on the current market yields; temporary investments in short-term investment funds at cost which in the normal course approximates market value; securities representing units of other funds at net asset value; the Vivendi Universal ADSs at the closing price reported on the composite tape of the New York Stock Exchange on the valuation date.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Security Transactions

Security transactions are accounted for on a trade date basis with the average cost basis used for determining the cost of investments sold. Interest income is recorded on an accrual basis. Income on securities purchased under agreements to resell is accounted for at the repurchase rate. Changes in discount on coupons detached from United States Treasury Bonds are reflected as unrealized appreciation.

2. DESCRIPTION OF THE PLAN

The Plan is a defined contribution plan originally established as the Spencer Gifts, Inc. Employee Savings Plan ("Spencer Plan") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective January 1, 1997, the Spencer Plan was amended and continued in the form of The Seagram 401 (k) Plan (the "Seagram Plan"). The name of the Spencer Plan was changed to the Retirement Savings and Investment Plan for Employees of Joseph E. Seagram & Sons, Inc. and Affiliates - Spencer Employees (the "Plan"). Effective January 1, 1999, the name of the Retirement Savings and Investment Plan for Employees of Joseph E. Seagram & Sons, Inc. and Affiliates - Spencer Employees was changed to The Seagram 401(k) Plan - Spencer Employees. To simplify plan administration, the Plan was amended in the form of the Seagram

Plan, including certain modifications to the terms, to accommodate the benefits provisions solely applicable to eligible employees of Spencer Gifts, Inc. ("Spencer"). Notwithstanding the adoption of the form of the Seagram Plan, the Plan has continued its existence as a separate plan. Plan assets are solely available for the benefit of and used to satisfy the liabilities incurred on behalf of employees of the Plan.

The Plan covers certain employees of Spencer who have completed one year of service and who are either (i) salaried employees or (ii) hourly employees employed in a classification designated by Spencer, excluding employees classified as Highly Compensated employees.

The Plan provides benefits to participants based upon amounts voluntarily contributed to a participant's account by the participant and, amounts contributed under certain circumstances, by the Participating Companies (see Note 4). Under the Plan, a participant is not provided with any fixed benefit. The ultimate benefit to be received by the participant depends on the amounts contributed, the investment results and other adjustments, and the participant's vested interest at termination of employment (see Note 5).

With respect to each participant, contributions are allocated among four accounts specified in the Plan: pre-tax account, company match account, after-tax account and rollover account (the "Accounts"). Such contributions are invested as designated by the participants in one or more of

2. DESCRIPTION OF THE PLAN (Continued)

the investment funds referred to in Note 3, and are accumulated and invested in the Master Trust. Plan assets are solely available for the benefit of and used to satisfy the liabilities incurred on behalf of employees covered by the Plan. The Plan is administered by the Joseph E. Seagram & Sons, Inc. (the "Company") through an Administrative Committee appointed by the Board of Directors of the Company.

Effective, July 1, 1999, the Spencer Gifts Profit Sharing Plan was merged with the Plan. The account balances under the Spencer Gifts Profit Sharing Plan when transferred to the Plan will continue to be invested in the same funds in which they were invested prior to the merger unless the participant makes an investment election.

3. INVESTMENT PROGRAM

During the years ended December 31, 2000 and 1999, the Plan was comprised of ten and nine investment funds, respectively: (i) the Money Market Fund investing primarily in the State Street Yield Enhanced STIF Fund managed by State Street Bank and Trust Company; (ii) the Stable Income Fund investing in the La Salle Income Plus Fund managed by LaSalle National Trust, N.A.; (iii) the Bond Fund investing in PIMCO Total Return Fund; (iv) the S&P 500 Index Fund investing in the Vanguard Employee Benefit Index Fund (which replaced the S&P 500 Flagship Fund, Series C on April 1, 2000), managed by Vanguard; (v) the Managed Equity Fund investing in Vanguard Value Index Fund (which replaced the Lazard Equity Portfolio on April 1, 2000) managed by Vanguard; (vi) the Growth Equity Fund investing in Brandywine Fund, Inc. managed by Friess Associates (up to February 1, 1999) ; on December 1, 1999 the Growth Fund was reestablished investing in Vanguard Institutional Index Fund managed by Vanguard ; (vii) the Seagram Stock Fund investing primarily in The Seagram Company Ltd. common shares prior to December 8, 2000 and primarily in Vivendi Universal ADSs beginning December 8, 2000; (viii) the Dreyfus Small Company Value Fund investing in the Dreyfus Small Company Value Fund managed by Dreyfus and (ix) the MSDW International Fund investing in MSDW International Equity Fund managed by Morgan Stanley. On March 1, 2000, the Global Technology Fund investing in the RCM Global Technology Fund managed by Dresdner was added to the investment funds. The investments are administered by the Investment Committee appointed by the Board of Directors of the Company.

On December 8, 2000, The Seagram Company Ltd. (parent of Joseph E. Seagram & Sons, Inc.), Vivendi and Canal Plus S.A. completed a series of transactions pursuant to which the three companies combined into Vivendi Universal. Upon the completion of the merger transactions, shareholders of The Seagram Company Ltd. (other than those exercising dissenters' rights), including the Trustee on behalf of the Plan, received, for each common share of The Seagram Company Ltd. held, 0.80 Vivendi Universal ADSs or a combination of 0.80 non-voting exchangeable shares of Vivendi Universal's Canadian subsidiary, Vivendi Universal Exchangeco, and an equal number of voting rights in Vivendi Universal.

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

4. CONTRIBUTIONS

Non-highly compensated employees, as defined by the Plan, may elect to contribute to their pre-tax accounts on a pre-tax basis ("Pre-Tax Contributions) and/or to their after-tax accounts on an after- tax basis ("After-Tax Contributions") through payroll deductions of 1% to 14% (in the aggregate) (up to 17% effective January 1, 1999) of their annual salary (as defined in the Plan), in multiples of 1%, in any combination. Pre-tax Contributions and After-Tax Contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan provides for mandatory matching contributions by the Participating Companies payable to the participants' company match accounts. The Participating Companies, except as herein noted, contribute on behalf of the participants 40% of the participants' contributions not exceeding 5% of their salary. Effective January 1, 1999, the Participating Companies matching contribution was increased to 60% of the first 6% of the Participants' Pre-Tax and After-Tax Contributions. The Participating Companies matching contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan will accept into participants' rollover Accounts cash received by participants from a qualified plan within the time prescribed by applicable law ("Rollover Contributions").

The Participating Companies may make discretionary contributions in an amount to be determined by the Participating Companies. The Participating Companies have not made discretionary contributions since the inception of the Plan.

5. VESTING

A participant in the Plan always has a fully vested interest in the value of his or her contributions and rollover accounts. He or she has a non-forfeitable right to the value of his or her company match account upon the attainment of age 60, disability (as defined in the Plan) or death. Upon termination of employment for any other reason, a participant vests in the funds held in his or her company match account in accordance with the following vesting schedule:

Years of Service	Vested Percentage
Less than 1	0%
At least 1, but less than 2	20%
At least 2, but less than 3	40%
At least 3, but less than 4	60%
At least 4, but less than 5	80%
5 or more	100%

Upon termination of employment for reasons other than the attainment of age 60, disability or death of a participant who was not fully vested in his or her company match account, the nonvested portion of the participant's company match account shall be forfeited. Any amount forfeited shall be applied

5. VESTING (Continued)

to reduce the Participating Companies' contributions. Any amount forfeited shall be restored if the participant is re-employed by a Participating Company before incurring a five year break in service and if the participant repays to the Plan (within five years after his or her reemployment commencement date) an amount in cash equal to the full amount distributed to him or her from the Plan on account of termination of employment, excluding amounts from the after-tax and rollover accounts at the participant's election.

The nonvested interest of terminated participants serves to reduce Participating Company contributions in accordance with the terms of the Plan. The Participating Companies used $20,901 in forfeitures to offset their contributions during the year ended December 31, 2000.

6. DISTRIBUTIONS

Upon termination of employment, after the attainment of age 60 or for reason of disability or death, the participant or his or her beneficiary shall receive the value of his or her Accounts. However, if the termination of employment is for reasons other than the attainment of age 60, Disability or death, the participant shall receive only the value of the vested funds in his or her Accounts (See Note 5). Benefits are recorded when paid.

In accordance with the procedures established by the Administrative Committee and the terms of the Plan, certain terminated employees may elect to defer final distribution from the Plan. Upon such election, the amount in such participants' vested interest in the Plan is entitled to continue to receive investment income and is held by the Trustee until the date of distribution as elected by the participants.

Prior to termination of employment, the participant may withdraw amounts from the participant's Accounts in accordance with the provisions of the Plan.

7. LOANS TO PARTICIPANTS

A participant may apply for loans up to the lesser of $50,000 or 50% of the value of the vested portion of the participant's Accounts. The minimum loan amount is $1,000. The maximum repayment terms are 5 years for general purpose loans and 25 years for principal residence loans, except that primary residence loans requested after December 31, 1999 will have a maximum repayment term of fifteen years. Applications for loans must be approved by the Administrative Committee. The amounts borrowed are transferred from the investment funds in which the participant's Accounts are currently invested. Repayments and interest thereon are credited to the participant's current investment funds through payroll deductions made each pay period. The interest rate for loans is based on the prime rate on the first business day of the month in which the loan is made plus one percentage point.

8. TAX STATUS OF PLAN

The Internal Revenue Service has ruled by a letter dated April 20, 2000 that the Plan is qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended. So long as the Plan continues to be so qualified, it is not subject to Federal income taxes.

Participants are not currently subject to income tax on the Participating Companies' contributions to the Plan or on income earned by the Plan. Benefits distributed to participants or to their beneficiaries may be taxable to them. The tax treatment of the value of such benefits depends on the event giving rise to the distribution and the method of distribution selected.

9. RELATED PARTY TRANSACTIONS

Some of the Plan expenses including trustee, custodial, and certain recordkeeping fees, are paid by the Company, and personnel and facilities of the Company are used by the Plan at no charge.

10. TERMINATION OF THE PLAN

The Board of Directors of the Company may terminate the Plan at any time. In the case of termination, the rights of participants to their accounts shall be vested as of the date of termination.

11. ASSETS HELD IN TRUST

The assets of the Plan are invested in the Master Trust held by the Trustee where the assets of other related employee benefit plans of affiliates are invested on a commingled basis.

The Master Trust net assets consist of the following classification of assets and liabilities as of December 31, 2000 and 1999.

	2000	
Assets		
Investments held in trust at fair valued determined by quoted market prices:		
Money Market Fund		
State Street Yield Enhanced STIF Fund	$ 50,734,702	$
Stable Income Fund		
The LaSalle Income Plus Fund	55,772,944	
Bond Fund		
PIMCO Total Return Fund, Class A Shares	98,703,855	
S&P 500 Index Fund		
State Street S&P 500 Flagship Fund Series C		
Vanguard Employee Benefit Fund	205,414,392	
Managed Equity Fund		

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

11. ASSETS HELD IN TRUST (Continued)

	2000	1999
Lazard Equity Portfolio Fund		69,428,179
Vanguard Value Index Fund	51,700,709	
Growth Equity Fund		
Vanguard Institutional Index Fund	24,538,463	10,005,713
Cash		195,458
Seagram Stock Fund		
The Seagram Company Ltd. Common Shares		31,925,545
Vivendi Universal ADSs	48,004,886	
Collective Short Term Investment Fund	1,325,251	847,036
The Coca-Cola Company Stock Fund		
The Coca-Cola Company Common Stock	2,453,770	3,214,351
Collective Short Term Investment Fund	67,777	77,420
Dreyfus Small Company Value Fund		
Dreyfus Small Company Value Fund	24,883,209	15,733,411
MSDW International Equity Fund		
MSDW International Equity Fund	22,109,100	13,493,724
Dreyfus GIC Fund		
GICs and GACS		13,110,054
Collective Short Term Investment Fund		198,267
Dresdner Global Technology Fund		
Dresdner RCM Global Technology Fund	20,418,043	

Loans to Participants	9,280,310	9,614,355
Total Investments	615,407,411	645,706,955
Receivables		
Accrued interest and dividends	6,347,086	5,226,406
Contributions receivable	88,182	2,068
Proceeds from securities sold	371,263	1,925,793
Total Receivables	6,806,531	7,154,267
Total assets	622,213,942	652,861,222

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THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

11. ASSETS HELD IN TRUST (Continued)

	2000	1999
Liabilities		
Accounts payable for securities purchased	$ 6,337,958	$ 6,551,837
Administrative expenses	26,171	13,989
Other payables		49,311
Benefit payments		1,944
Total liabilities	6,364,129	6,617,081
Net Assets	$615,849,813	$646,244,141

As of December 31, 2000 and 1999, the equitable share of the Plan in the Master Trust is 2.12% and 2.11% respectively.

As of December 31, 2000 and 1999, the net assets of the Master Trust available to the Plan for benefits in the individual investment funds were as follows:

	2000	1999
Money Market Fund	$ 1,895,482	$ 1,993,922
Stable Income Fund	881,622	888,166
Bond Fund	1,080,289	1,149,547
S & P 500 Index Fund	5,472,274	6,945,663
Managed Equity Fund	752,429	631,635

Growth Equity Fund	260,909	191,002
Seagram Stock Fund		826,609
Vivendi Universal ADSs	1,271,738	
Dreyfus Small Company Value Fund	402,032	403,173
MSDW International Equity Fund	263,802	235,785
GIC Fund		39,496
Dresdner Global Technology Fund	465,778	
Loan accounts	321,237	347,684
Total	$13,067,592	$13,652,682

THE SEAGRAM 401(k) PLAN - SPENCER EMPLOYEES
NOTES TO FINANCIAL STATEMENTS

12. INVESTMENT INCOME FROM MASTER TRUST

The appreciation in fair value and other income is as follows: Investments held in trust at fair value determined by quoted market prices:

	December 31, 2000	1999
Bond Fund	$ 50,090	$ 660
S & P Index Fund	(542,755)	1,072,624
Managed Equity Fund	15,531	14,201
Growth Equity Fund	(49,624)	27,307
Seagram Stock Fund		(65,460)
Vivendi Universal ADSs	177,086	
Dreyfus Small Company Value Fund	(10,549)	18,291
Dresdner Global Technology Fund	(158,734)	
MSDW International Equity Fund	12,276	10,231
Investment gains (net of investment losses)	(506,679)	1,077,854
Interest and dividends	311,230	154,341
Investment Income (loss)	$(195,449)	$1,232,195

13. SPENCER PROFIT SHARING PLAN

Effective July 1, 1999, the Spencer Gifts Profit Sharing Plan was merged into the Plan. As a result of the merger, the Participants' entire account balances under the Spencer Gifts Profit Sharing Plan were transferred and credited to the Participants' Spencer Profit Sharing Account.

CONSENT OF INDEPENDENT ACCOUNTANTS

The Seagram Company Ltd.

The Seagram 401(k) Plan - Spencer Employees

We hereby consent to the incorporation by reference of our report dated June 15, 2001 which appears in your Annual Report on Form 11-K of The Seagram 401(k) Plan - Spencer Employees for the fiscal year ended December 31, 2000.

Gutierrez & Co.

Flushing, New York
June 29, 2001