

YOUTH STREAM MEDIA NETWORKS INC

Form 4

February 26, 2001

FORM 4

Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935
or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person*

Dennis Roche

(Last) (First) (Middle)

c/o YouthStream Media Networks, Inc.
28 West 23rd Street, 6th Floor

(Street)

New York NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

YouthStream Media Networks, Inc.
(NASDAQ: NETS)

3. I.R.S. Identification Number of
Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

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5. If Amendment, Date of Original
(Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Operating Officer

7. Individual or Joint/Group Filing
(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amo Sec Ben Own End (In |
|---|--|--------------------------------------|---|--|---|---------------|---------|---|
| | | Code | V | | Amount | (A) or (D) | Price | |
| YouthStream Media Networks Common Stock | 2/15/01 | P | V | | 5,000 | A | 1.34375 | |
| YouthStream Media Networks Common Stock | 2/16/01 | P | V | | 1,500 | A | 1.34375 | |
| YouthStream Media Networks Common Stock | 2/16/01 | P | V | | 7,500 | A | 1.40625 | |

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6. Ownership Form: 7. Nature of Indirect
 Direct (D) or Beneficial Ownership
 Indirect (I) (Instr. 4)
 (Instr. 4)

Direct

Direct

Direct

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
 SEC 1474 (7/99)

FORM 4 - (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. |
|---|--|--------------------------------------|---|---|----|
| | | | ----- Code V | ----- (A) (D) | |

| 1. Title of Derivative Security (Instr. 3) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Ownership Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|---|
|---|--|---|---|---|

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(Instr. 4)

(I) (Instr. 4)

Explanation of Responses

/s/ DENNIS ROCHE

2/21/2001

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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