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: 3235-0207 Expires: December 31, 2001 Estimated average burden hours per response:

(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

February, 2001							
5. If Amendment, Date (Month/Ye							
	olicable) 10% Owne	r pecify low)					
7. Individual or Joint (Check Applicate							
X Form filed by 0 Form filed by N			on				
1. Title of Security (Instr. 3)	Date (Month/Day/	Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Se Be
	Year)				(A) or	:	O1 E1
YouthStream Media Networks Common Stock			V	5,000	А	1.34375	
YouthStream Media Networks Common Stock	2/16/01				А	1.34375	
YouthStream Media Networks Common Stock	2/16/01	P			A	1.40625	

6. Ownership Form: 7. Nature of			
Direct (D) or Beneficial	Ownership		
Indirect (I) (Instr. 4)	_		
(Instr. 4)			
(Inser. 1)			
Direct			
Direct			
Direct			
Reminder: Report on a separate line owned directly or indirec		securities benefici	ally
* If the form is filed by more than 4(b)(v).	n one reporting pers	on, see Instruction	
		(1)	Over)
		SEC 1474	-
FORM 4 - (continued)			
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TABLE II - DERIVATIV	/E SECURITIES ACQUIR CALLS, WARRANTS, OP		
(e.g., 1013,	CALLS, WARRANTS, OF	IIONS, CONVENTIBLE	SECORITES)
1. Title of Derivative Security 2.	. Conver- 3. Tran	s- 4. Trans-	5. Number of Deriv-
(Instr. 3)	sion or acti	on action	ative Securities
	Exercise Date		Acquired (A) or
	Price of (Mon		
	Derivative Day		(Instr. 3, 4 and 5)
	Security Yea	r)	
			I I
		Code V	(A) (D)
		Code V	(A) (D)
1. Title of Derivative Security	8. Price of 9	. Number of 10.	Ownership 11. Natu
	8. Price of 9 Derivative	. Number of 10. Derivative	Ownership 11. Natu
1. Title of Derivative Security	8. Price of 9 Derivative Security	. Number of 10. Derivative Securities	Ownership 11. Natu Form of Indi Derivative Bene
1. Title of Derivative Security	8. Price of 9 Derivative	. Number of 10. Derivative Securities Beneficially	Ownership 11. Natu Form of Indi Derivative Bene Security: Owne
1. Title of Derivative Security	8. Price of 9 Derivative Security	. Number of 10. Derivative Securities	Ownership 11. Natu Form of Indi Derivative Bene

Owner (Inst

		(Instr. 4)	(I)(Instr. 4)
Explanation of	Responses		
	/s/ DENNIS ROCHE	2/21/2	2001

** 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.

**Signature of Reporting Person

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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Date