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RARE MEDIUM GROUP INC

Form 8-K

July 18, 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): July 17, 2002 (July 17, 2002)

Rare Medium Group, Inc.

(Exact Name of Registrant as Specified in Charter)

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

ITEM 5. Other Events.

On July 17, 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 July 17, 2002.

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.

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(Registrant)

DATE: July 17, 2002

By: /s/ Robert C. Lewis

Name: Robert C. Lewis

Title: Senior Vice President,
General Counsel and Secretary