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RARE MEDIUM GROUP INC  
Form 8-K  
May 13, 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): May 13, 2002 (May 13, 2002)

Rare Medium Group, Inc.  
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(Exact Name of Registrant as Specified in Charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	000-13865 ----- (Commission File No.)	23-2368845 ----- (IRS Employer Identification No.)
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44 West 18th Street, 6th Floor, New York, New York 10011  
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(Address of Principal Executive Offices, including Zip Code)

(646) 638-9700  
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(Registrant's telephone number, including area code)

ITEM 5. Other Events.

On May 13, 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 May 13, 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.

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RARE MEDIUM GROUP, INC.  
(Registrant)

DATE: May 13, 2002

By: /s/ Robert C. Lewis

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Name: Robert C. Lewis  
Title: Senior Vice President,  
General Counsel and Secretary