

SECURITIES AND EXCHANGE COMMISSION

FORM S-3MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-3

Filing Date: **1998-07-22**
SEC Accession No. **0001047469-98-028019**

([HTML Version](#) on [secdatabase.com](#))

FILER

MEDIA ONE GROUP INC

CIK: **732718** | IRS No.: **840926774** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-3MEF** | Act: **33** | File No.: **333-59589** | Film No.: **98669729**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address	Business Address
<i>188 INVERNESS DRIVE WEST ENGLEWOOD CO 80112</i>	<i>188 INVERNESS DR WEST ENGLEWOOD CO 80112</i>

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MEDIAONE GROUP, INC.

(Exact name of registrant as specified in its charter)

<TABLE>

<S>

DELAWARE

(State or other jurisdiction of
incorporation or organization)

<C>

84-0926774

(I.R.S. Employer
Identification Number)

</TABLE>

188 INVERNESS DRIVE WEST
ENGLEWOOD, COLORADO 80112
(303) 858-3000

(Name, address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

<TABLE>

<S>

STEPHEN E. BRILZ, ESQ.
MEDIAONE GROUP, INC.
5613 DTC PARKWAY
ENGLEWOOD, COLORADO 80155
(303) 858-3511

(Name, address, including zip code, and
telephone number
of agent for service for the registrant)

</TABLE>

<C>

PLEASE SEND COPIES OF ALL COMMUNICATIONS TO:
AKIKO MIKUMO, ESQ.
WEIL, GOTSHAL & MANGES
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153
(212) 310-8000

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of the Registration Statement, as determined by
market conditions.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ 333-57187

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. / / _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>
<S>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	<C> PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	<C> AMOUNT OF REGISTRATION FEE
Debt Securities of MediaOne Group, Inc.....	\$300,000,000	\$88,500

</TABLE>

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457. Pursuant to Rule 429 under the Securities Act of 1933, as amended, the Prospectus in the Registration Statement No. 333-57187 and Amendment No. 1 thereto is a combined prospectus and relates to Registration Statement No. 33-62451 and the related amendments thereto for the purpose of calculating the registration fee pursuant to Rule 457. For the purpose of calculating the amount of debt securities to be registered pursuant to this Registration Statement, Registration Statement No. 333-57187 and Amendment No. 1 thereto registered \$1,500,000,000 of debt securities.

INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT
ON FORM S-3, FILE NO. 333-57187

MediaOne Group, Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 and Amendment No. 1 thereto (File No. 333-57187) declared effective on July 10, 1998 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein.

ITEM 16. EXHIBITS.

Exhibits identified in parentheses below are on file with the Securities and Exchange Commission and are incorporated herein by reference to such previous filings. All other exhibits are provided as part of this electronic transmission.

Dated: July 22, 1998

MediaOne Group, Inc.
Suite 700
5613 DTC Parkway
Englewood, Colorado 80155
(303) 858-3511
Stephen E. Brilz
Corporate Counsel and Assistant Secretary

July 22, 1998

MediaOne Group, Inc.
188 Inverness Drive West
Englewood, Colorado 80112

Re: Public Offering of Debt Securities

Gentlemen and Ladies:

I have examined the Registration Statement on Form S-3 filed contemporaneously herewith (the "Registration Statement") by MediaOne Group, Inc. (the "Registrant"), with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended, of up to \$300,000,000 of debt securities. Such debt securities are to be offered for sale to the public together with \$1,500,000,000 of debt securities registered by the Registrant on Form S-3 (File No. 333-57187) which was declared effective on July 10, 1998 (such debt securities, together with the \$300,000,000 of debt securities referred to above, are hereinafter the "Debt Securities"). I have examined the Registrant's certificate of incorporation and bylaws, as amended, the form of indenture by and between the Registrant and The First National Bank of Chicago, as Trustee, under which any debt securities are to be issued (the "Indenture"), and such other documents, certificates and matters of fact as I have deemed necessary for purposes of this opinion. I am familiar with the proceedings taken and proposed to be taken by the Registrant in connection with the proposed authorization, issuance and sale of the Debt Securities.

I am also familiar with the proposed opinion of legal counsel qualified to practice in New York concerning the validity, legality, and binding effect of any debt securities under New York law, upon which opinion I will rely, at such time as Debt Securities are issued in connection with the Registration Statement.

Based upon the foregoing, and in reliance thereon, it is my opinion that, subject to the receipt of payment for the Debt Securities and subject to the terms of the Debt Securities being otherwise in compliance with then applicable law, when the Debt Securities have been duly authorized, executed, authenticated, if necessary, and delivered in accordance with the terms of the applicable resolutions of the Board of Directors of the Registrant, and any legally required consents, approvals, authorizations, and other orders of the

Commission or of any other judicial or regulatory authorities have been obtained, the Debt Securities will constitute legally issued and binding obligations of the Registrant, except as may be limited by bankruptcy, insolvency, reorganization, moratorium, or similar laws affecting creditors' rights generally, and except that the remedies of specific performance and injunctive and other forms of equitable relief are subject to certain equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name under the caption "Legal Opinions" in the Prospectus forming a part of the Registration Statement.

Very truly yours,
/s/ STEPHEN E. BRILZ
Stephen E. Brilz

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our reports dated June 12, 1998 on the consolidated financial statements and the Supplementary Selected Proportionate Results of Operations and the consolidated financial statement schedule of MediaOne Group, Inc., our reports dated February 12, 1998 (except with respect to the matter discussed in Note 21 as to which the date is April 6, 1998) on the consolidated financial statements and the Supplementary Selected Proportionate Results of Operations and the consolidated financial statement schedule of U S WEST, Inc., and our reports dated February 12, 1998, on the combined financial statements and financial statement schedule of New U S WEST, all as of December 31, 1997 and 1996 and for the years then ended, all incorporated by reference in this registration statement on Form S-3 of MediaOne Group, Inc. (the "Registration Statement"), and to all references to our Firm included in this Registration Statement.

/s/ Arthur Andersen LLP

Denver, Colorado,
July 22, 1998.

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-3 of MediaOne Group, Inc. (formerly U S WEST, Inc., "Old U S WEST") of our reports dated February 12, 1996 on our audit of the consolidated financial statements and consolidated financial statement schedule of Old U S WEST, Inc., for the year ended December 31, 1995, which reports are included in Old U S WEST, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1997, as amended by Form 10-K/A, filed April 13, 1998.

We consent to the incorporation by reference in this Registration Statement on Form S-3 of MediaOne Group, Inc. of our reports dated February 12, 1996, except for Note 23, as to which the date is June 12, 1998, on our audit of the restated consolidated financial statements and restated consolidated financial statement schedule of MediaOne Group, Inc., for the year ended December 31, 1995, which reports are included in MediaOne Group, Inc.'s Form 8-K, dated June 18, 1998.

We consent to the incorporation in this Registration Statement on Form S-3 of MediaOne Group, Inc. of our reports dated February 6, 1998, on our audits of the combined financial statements and combined financial statement schedule of New U S WEST, for the year ended December 31, 1995, included in Old U S WEST's Proxy Statement and Schedule 14A, filed April 20, 1998.

We also consent to the reference to our firm under the caption "Experts".

/s/ PricewaterhouseCoopers LLP

Denver, Colorado
July 22, 1998