

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **2001-08-03**
SEC Accession No. **0000950123-01-505041**

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FILER

NTL DELAWARE INC

CIK: **1083198** | IRS No.: **134051921** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-36434** | Film No.: **1696752**
SIC: **4841** Cable & other pay television services

Mailing Address	Business Address
110 EAST 59TH STREET 26TH FL FL C/O NTL COMMUNICATIONS CORP NEW YORK NY 10022	110 E 59TH ST 26TH FL C/O NTL COMMUNICATIONS CORP NEW YORK NY 10022 2129068440

NTL INC/DE/

CIK: **1114937** | IRS No.: **134105887** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-36434-01** | Film No.: **1696753**
SIC: **6770** Blank checks

Mailing Address	Business Address
110 EAST 59TH STREET 26TH FLOOR NEW YORK NY 10022	110 EAST 59TH STREET 26TH FLOOR NEW YORK NY 10022 2129068440

Filed pursuant to
Rule 424 (b) (3)
Reg Nos. 333-36434
and 333-36434-01

PROSPECTUS SUPPLEMENT NO. 31
(To Prospectus dated August 30, 2000)

NTL (Delaware), Inc.
5 3/4% Convertible Subordinated Notes Due 2009
NTL Incorporated
Shares of Common Stock

This Prospectus Supplement No. 31 supplements and amends the Prospectus dated August 30, 2000, the Prospectus Supplement No. 1 dated September 26, 2000, the Prospectus Supplement No. 2 dated October 5, 2000, the Prospectus Supplement No. 3 dated October 18, 2000, the Prospectus Supplement No. 4 dated October 19, 2000, the Prospectus Supplement No. 5 dated October 27, 2000, the Prospectus Supplement No. 6 dated November 1, 2000, the Prospectus Supplement No. 7 dated November 1, 2000, the Prospectus Supplement No. 8 dated November 9, 2000, the Prospectus Supplement No. 9 dated November 16, 2000, the Prospectus Supplement No. 10 dated December 1, 2000, Prospectus Supplement No. 11 dated December 6, 2000, the Prospectus Supplement No. 12 dated December 12, 2000, the Prospectus Supplement No. 13 dated January 4, 2001, the Prospectus Supplement No. 14 dated January 10, 2001, the Prospectus Supplement No. 15 dated January 19, 2001, the Prospectus Supplement No. 16 dated February 5, 2001, the Prospectus Supplement No. 17 dated February 20, 2001, the Prospectus Supplement No. 18 dated February 26, 2001, the Prospectus Supplement No. 19 dated March 7, 2001, the Prospectus Supplement No. 20 dated March 23, 2001, the Prospectus Supplement No. 21 dated March 26, 2001, the Prospectus Supplement No. 22 dated April 20, 2001, Prospectus Supplement No. 23 dated May 11, 2001, the Prospectus Supplement No. 24 dated May 18, 2001, the Prospectus Supplement No. 25 dated June 1, 2001, the Prospectus Supplement No. 26 dated June 25, 2001, the Prospectus Supplement No. 27 dated June 27, 2001, the Prospectus Supplement No. 28 dated July 13, 2001, the Prospectus Supplement No. 29 dated July 30, 2001 and the Prospectus Supplement No. 30 dated July 31, 2001 relating to the 5 3/4% Convertible Subordinated Notes Due 2009 of NTL (Delaware), Inc. and the shares of NTL Incorporated's common stock, par value \$.01 per share, issuable upon conversion of the Convertible Notes.

The table on pages 46 through 47 of the Prospectus sets forth information with respect to the Selling Security Holders (as defined in the Prospectus) and the respective amounts of Convertible Notes beneficially owned by each Selling Security Holder that may be offered pursuant to the Prospectus. This Prospectus Supplement amends that table by adding the following Selling Security Holders, or to the extent such persons are already named as Selling Security Holders, by amending the respective amounts of Convertible Notes beneficially owned.

<TABLE>
<CAPTION>

SELLING SECURITY HOLDERS	PRINCIPAL AMOUNT OF CONVERTIBLE NOTES (\$)	PERCENT OF TOTAL PRINCIPAL AMOUNT OF OUTSTANDING	COMMON STOCK OWNED PRIOR TO ORIGINAL OFFERING	COMMON STOCK TO BE REGISTERED BY THE PROSPECTUS
<S>	<C>	<C>	<C>	<C>
SunAmerica Series Trust High Yield Portfolio	1,500,000	*	--	13,865.25

</TABLE>

* Less than one percent

The Prospectus, together with Prospectus Supplement No. 1, Prospectus Supplement No. 2, Prospectus Supplement No. 3, Prospectus Supplement No. 4, Prospectus Supplement No. 5, Prospectus Supplement No. 6, Prospectus Supplement No. 7, Prospectus Supplement No. 8, Prospectus Supplement No. 9, Prospectus Supplement No. 10, Prospectus Supplement No. 11, Prospectus Supplement No. 12, Prospectus Supplement No. 13, Prospectus Supplement No. 14, Prospectus Supplement No. 15, Prospectus Supplement No. 16, Prospectus Supplement No. 17, Prospectus Supplement No. 18, Prospectus Supplement No. 19, Prospectus Supplement No. 20, Prospectus Supplement No. 21, Prospectus Supplement No. 22, Prospectus

Supplement No. 23, Prospectus Supplement No. 24, Prospectus Supplement No. 25, Prospectus Supplement No. 26, Prospectus Supplement No. 27, Prospectus Supplement No. 28, Prospectus Supplement No. 29, Prospectus Supplement No. 30 and this Prospectus Supplement No. 31 constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the Convertible Notes and the Common Stock issuable upon conversion of the Convertible Notes.

Prospective investors should carefully consider matters discussed under the caption "Risk Factors" beginning on page 4 of the Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement No. 31 is August 3, 2001.
