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VIVENDI UNIVERSAL

Form 11-K

June 28, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

COMMISSION FILE NUMBER

MP3.COM 401(k) PLAN
800 Third Avenue
New York, New York 10022
(Full title of the plan and the address of the plan)

Vivendi Universal
42, avenue de Friedland
75380 Paris Cedex 08, France
(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)

REQUIRED INFORMATION

1. Not Applicable.
2. Not Applicable.
3. Not Applicable.
4. The MP3.com 401(k) Plan (the "MP3.com Plan") is subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Attached hereto are the financial statements of the MP3.com Plan for the fiscal year ended December 31, 2003 prepared in accordance with the financial reporting requirements of ERISA.

EXHIBITS

1. Financial statements of the MP3.com Plan for the fiscal year ended December 31, 2003 prepared in accordance with the financial reporting requirements of ERISA.
2. Consent of Ernst & Young, LLP, independent Registered Public Accounting Firm
3. Certification furnished pursuant to 18 U.S.C. Section 1350, as

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adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

MP3.COM 401(K) PLAN

By /s/ Robert Greenberg

Robert Greenberg
Senior Vice President - Global
Compensation and Benefits,
Vivendi Universal US Holding Co.

Date: June 28, 2004

Exhibit 1

MP3.COM 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2003 AND 2002

MP3.com
401(k) Plan

Audited Financial Statements and
Supplemental Schedule

Year ended December 31, 2003

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Report of Independent Registered Public Accounting Firm

MP3.com as Plan Administrator of
MP3.com 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of MP3.com 401(k) Plan as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 2003. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2003 and 2002, and the changes in its net assets available for benefits for the year ended December 31, 2003, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2003 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

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/s/ Ernst & Young LLP

San Diego, California
June 22, 2004

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MP3.com
401(k) Plan

Statements of Net Assets Available for Benefits

	DECEMBER 31,	
	2003	2002

Investments, at fair value	\$ 3,830,139	\$ 2,711,887
Employee contributions receivable	19,470	95,633

Net assets available for benefits	\$ 3,849,609	\$ 2,807,520
	=====	

See accompanying notes.

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MP3.com
401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2003

Additions:	
Employee contributions	\$ 1,116,496
Rollover contributions	42,176
Interest and dividends	60,253
Net appreciation in fair value of investments	867,510

Total additions	2,086,435
Deductions:	
Distributions to participants	868,241
Transfer out	176,105

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Total deductions	1,044,346

Net increase 1,042,089 Net assets available for benefits at:	
Beginning of year	2,807,520

End of year	\$ 3,849,609
	=====

See accompanying notes.

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MP3.com
401(k) Plan

Notes to Financial Statements

December 31, 2003

1. SIGNIFICANT ACCOUNTING POLICIES

GENERAL

The financial statements of MP3.com 401(k) Plan (the "Plan") are prepared on the accrual basis of accounting.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments in registered investment company mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Units of the Retirement Savings Trust are valued at the net asset value at year-end. The shares of Vivendi Universal common stock are valued at quoted market prices at year-end. The participant loans are valued at their outstanding balance, which approximates fair value.

The Vivendi Universal Common Stock Fund consists of the underlying company stock and a short-term cash component to provide liquidity for daily trading.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Capital gain distributions are included in interest and dividend income. The realized gain or losses on investments is included with net appreciation in fair value of investments.

BENEFITS

Benefits are recorded when paid.

MP3.com
401(k) Plan

Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution profit sharing and retirement plan covering all eligible employees of MP3.com (the "Company"). The effective date of the Plan was July 1, 2000. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company pays most administrative expenses of the Plan. Certain investment management fees and other charges paid to the trustee are offset against fund performance in the net appreciation section of the statement of changes in net assets available for benefits and are not, therefore, separately reflected as administrative expenses.

The Plan is exposed to credit risk in the event of default by the issuers of the investments to the extent of amounts recorded on the statement of net assets available for benefits.

ELIGIBILITY

The Plan covers substantially all employees of the Company. There is no service requirement. Employees may elect to join the Plan on the first day of the month after their date of hire.

CONTRIBUTIONS

Each year, participants may contribute from 1% to 20% of pretax compensation, as defined in the Plan and subject to the annual limits of the Internal Revenue Code. The Company may contribute to the Plan subject to its own discretion; however, no such contributions were made in 2003.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, the participant's share of the employer's contributions, if any, and the Plan's earnings or losses. The benefit to which a participant is allowed is limited to the vested balance in his account.

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Notes to Financial Statements (continued)

2. DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their elective contributions and employer contributions, plus actual earnings thereon, and such amounts are nonforfeitable.

PARTICIPANTS NOTES RECEIVABLE

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to 50% of their vested account balance. The total of all outstanding loans from all defined contribution plans sponsored by the Company or its affiliates may not exceed \$50,000 less the highest outstanding loan balance within the prior 12 months. Loan transactions are treated as a transfer from (to) the investment fund to (from) the loan fund. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate on the first business day of the month as published by The Wall Street Journal plus one percentage point. Interest rates range from 5.25% to 5.75% at December 31, 2003. Principal and interest is paid through bi-weekly payroll deductions.

PAYMENT OF BENEFITS

Upon termination of service for any reason, a participant's account is generally distributed in a single lump-sum payment upon request. At the Plan sponsor's option, if the account balance is \$5,000 or less, the entire balance may be distributed.

PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Plan's assets will be distributed as soon as practicable in accordance with the Plan's provisions.

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MP3.com
401(k) Plan

Notes to Financial Statements (continued)

3. INVESTMENTS

During 2003, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated in fair value as determined by quoted market prices as follows:

NET REALIZED AND
UNREALIZED
APPRECIATION IN FAIR
VALUE OF INVESTMENTS

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Common stock	\$	13,675
Mutual funds		853,835
Total	\$	867,510

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows:

	DECEMBER 31,	
	2003	2002
Janus SMCAP V Fund	\$ 729,118	\$ 438,817
Pimco Total Return Fund	326,041	266,724
Dresdner RCM Global Tech	503,522	285,645
Morgan Stanley Institutional International	412,435	311,305
Vanguard Value Index Fund Investment	379,293	264,282
Vanguard Growth Index Fund Investment	524,873	416,518
Vanguard 500 Index Investment	574,260	416,253
Vanguard Retirement Savings Trust	328,568	249,494

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MP3.com
401(k) Plan

Notes to Financial Statements (continued)

4. INCOME TAX STATUS

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 22, 2001 stating that the form of the plan is qualified under Section 401(a) of the Internal Revenue Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2002-6 and Announcement 2001-77, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

5. RECONCILIATIONS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2003 and 2002:

	December 31,	
	2003	2002
Net assets available for benefits per the financial statements	\$ 3,849,609	\$

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Contributions receivable		-
Net assets available for benefits per the Form 5500	\$	3,849,609

The following is a reconciliation of contributions per the financial statements to the Form 5500 for the year ended December 31, 2003:

		Year ended Decem 2003
Employee contributions and rollover contributions per the financial statements	\$	1,158,672
Receivable at end of year		-
Employee contributions per the Form 5500	\$	1,158,672

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MP3.com
401(k) Plan

Notes to Financial Statements (continued)

6. SUBSEQUENT EVENTS

Effective December 31, 2003, the Plan was amended to be a "frozen" plan whereby after January 1, 2004 no future employee contributions were permitted to be made. Effective May 18, 2004, the assets and liabilities of the Plan were merged into the Vivendi Universal 401(k) Plan and the Vivendi Universal Master Trust.

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Supplemental Schedule

Schedule II

MP3.com
401(k) Plan

Employer ID #52-2337436, Plan 002

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2003

(A)	IDENTITY OF ISSUE	DESCRIPTION OF ASSET	\$
	Janus SMCAP V Fund	23,565.553 shares	
	Pimco Total Return Fund	30,442.653 shares	
*	VU Stock Fund	7,856.673 shares	
	Dresdner RCM Global Tech	16,617.879 shares	
	Morgan Stanley Institutional International	21,764.361 shares	
*	Vanguard Value Index Fund Investment	20,015.458 shares	
*	Vanguard Growth Index Fund Investment	21,062.336 shares	
*	Vanguard 500 Index Investment	5,593.256 shares	
*	Vanguard Retirement Savings Trust	328,567.890 shares	
*	Participant loans	5.25% to 5.75% interest, various maturities	

* Indicates party-in-interest

Exhibit 2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of Vivendi Universal S.A. (Form S-8 Nos. 333-107837, 333-72270, 333-89744, 333-89754, 333-87622, 333-64754, 333-51654, 333-48966, 333-47440, 333-81830) and (Form F-3 No. 333-81578) pertaining to the 401(k) Plan of MP3.com of our report dated June 22, 2004, with respect to the financial statements and schedule of the MP3.com, Inc. 401(k) Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2003.

/s/ Ernst & Young LLP

San Diego, California
June 22, 2004

Exhibit 3

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

In connection with the Annual Report on Form 11-K of the MP3.com 401(k) Plan (the "Plan") for the fiscal year ended December 31, 2003, as filed with

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the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of Vivendi Universal S.A. certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to such officer's knowledge, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Dated: June 28, 2004

By:/s/ Jean-Rene Fourtou

Jean-Rene Fourtou
Chief Executive Officer

Dated: June 28, 2004

By:/s/ Jacques Espinasse

Jacques Espinasse
Chief Financial Officer

*The foregoing certification is incorporated solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used for any other purpose. A signed original of this written statement required by Section 906 has been provided to Vivendi Universal S.A. and will be retained by Vivendi Universal S.A. and furnished to the Securities and Exchange Commission or its staff upon request.