### YOUTH STREAM MEDIA NETWORKS INC

Form 4

February 26, 2001

FORM 4

|\_| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0207 Expires: December 31, 2001 Estimated average burden hours per response:

(Print or Type Responses)

\_\_\_\_\_

1. Name and Address of Reporting Person\*

Irwin Engelman

\_\_\_\_\_

(Last) (First)

(Middle)

c/o YouthStream Media Networks, Inc. 28 West 23rd Street, 6th Floor

(Street)

New York NY 10010 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

YouthStream Media Networks, Inc. (NASDAQ: NETS)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

February,	2001						
5. If Amendment, Date of Original (Month/Year)							
6. Relationship of Rep (Check all app _X_ Director _X_ Officer (give title below)	licable) 10% Owne	r					
	hief Financial Off						
7. Individual or Joint (Check Applicab							
_X_ Form filed by O Form filed by M			on				
TABLE I	- NON-DERIVATIVE	SECURITIES	S ACQUIR	ED, DISPOSEI	OF, OR	BENEFICIALL	Y OWNED
	2. Transaction Date (Month/Day/	3. Transaction Code (Instr. 8)		4. Secur or Di (Ins	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
	Year)	1	1 1	Amount	(A) or	<u> </u>	Owi End (Ii
YouthStream Media Networks Common Stock	2/15/01	P	v	100	А	1.25	
YouthStream Media Networks Common Stock	2/15/01			1 000	7	1 25	
YouthStream Media							
Networks Common Stock					А	1.3125	
YouthStream Media Networks Common Stock	2/16/01		V	6,000			
YouthStream Media Networks Common Stock	2/16/01			3,100			
YouthStream Media Networks							
Common Stock	2/16/01	Р	V	1,900	А	1.3438	

YouthStream Media Networks Common Stock	2/16/01	Р	V	4,000	А	1.375
YouthStream Media Networks						
Common Stock	2/16/01	P 			A 	1.375
(Instr. 4)	7. Nature of Indi	rect ership				
Direct						
Direct						
Direct						
Direct						
Direct						
Direct						
Direct						
Direct						
Reminder: Report on a sound direct! * If the form is filed see Instruction 4(b)	ly or indirectly. by more than one				ficially (Over) 1474 (7/9	
	I - DERIVATIVE SE (e.g., PUTS, CALL					
1. Title of Derivative (Instr. 3)	sio Exe Pri Der	ver- 3. n or rcise ce of ivative urity	Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr	at Ac . 8) Di	umber of Deriv- cive Securities equired (A) or isposed of (D) nstr. 3, 4 and 5)

		   Code   V	(A)   (D)
1. Title of Derivative Security (Instr. 3)	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially	Ownership 11. Natur Form of Indir Derivative Benef Security: Owner Direct (D) (Inst or Indirect (I) (Instr. 4)

/s/ IRWIN	ENGELMAN	2/21/01
**Signature	of Reporting Person	Date

#### EXPLANATION OF RESPONSES:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Page 2 SEC 1474 (7/99)