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US INDUSTRIES INC /DE  
Form 8-K  
November 25, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): November 25, 2002  
(November 8, 2002)

U.S. Industries, Inc.  
(Exact Name of Registrant  
as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-14557 (Commission File Number)	22-3568449 (IRS Employer Identification No.)
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777 S. Flagler Drive Suite 1108 West Palm Beach, FL (Address of Principal Executive Offices)	33401 (Zip Code)
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(561) 514-3838  
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events.

On November 8, 2002, the Registrant consummated its offer to exchange its outstanding 7-1/8% Senior Notes due 2003 (the "Old Notes") for cash and 11-1/4% Senior Notes due 2005 (the "New Notes") and related consent solicitation, which were commenced on September 9, 2002 (the "Exchange Offer"). Pursuant to the terms of the Exchange Offer, the Registrant issued an aggregate principal amount of \$133,358,000 of the New Notes, after making final adjustments for cash in lieu of fractional New Notes. The previously reported amount was

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\$133,366,000.

The Registrant announced on November 25, 2002, that it successfully completed its offer to purchase for cash up to \$54,800,000 aggregate principal amount of its 7-1/4% Senior Notes due 2006 (the "2006 Notes") and related consent solicitation, which were commenced on October 24, 2002 (the "Tender Offer") and expired on November 22, 2002. Pursuant to the terms of the Tender Offer, the Registrant accepted for purchase \$53,763,000 in aggregate principal amount of the 2006 Notes. See the press release of Registrant dated November 25, 2002 attached as Exhibit 99.1 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits	Description
99.1	U.S. Industries, Inc. Press Release dated November 25, 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 hereunto duly authorized.

U.S. Industries, Inc.

Date: November 25, 2002

By: /s/ Steven C. Barre

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Name: Steven C. Barre  
Title: Senior Vice President,  
General Counsel and  
Secretary

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
99.1	U.S. Industries, Inc. Press Release dated November 25, 2002.