

USA INTERACTIVE
Form SC 13D/A
April 10, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D/A*

Under the Securities Exchange Act of 1934

USA Interactive (formerly USA Networks, Inc.)

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

902984 10 3

(CUSIP Number)

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 7, 2003

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

* Note: This statement constitutes Amendment No. 14 of the Report on Schedule 13D of the reporting group consisting of Liberty Media Corporation, Barry Diller, Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.), Vivendi Universal, S.A., Universal Studios, Inc. and the BDTV Entities. This statement also constitutes Amendment No. 9 of a Report on Schedule 13D of Liberty Media Corporation, Amendment No. 24 of a Report on Schedule 13D of Barry Diller, Amendment No. 14 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Universal Studios, Inc., Amendment No. 8 of a Report on Schedule 13D of Vivendi Universal, S.A., Amendment No. 20 of a Report on Schedule 13D of BDTV INC., Amendment No. 18 of a Report on Schedule 13D of BDTV II INC., Amendment No. 15 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 14 of a Report on Schedule 13D of BDTV IV INC.

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Liberty Media Corporation

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**

None; see Item 5

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

8. **Shared Voting Power**

235,213,844 shares

9. **Sole Dispositive Power**

None; see Item 5

10. **Shared Dispositive Power**

235,213,844 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**

CO

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
 Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.)

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)
 (b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Canada

7. **Sole Voting Power**
 None; see Item 5

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

8. **Shared Voting Power**
 235,213,844 shares

9. **Sole Dispositive Power**
 None; see Item 5

10. **Shared Dispositive Power**
 84,891,949 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
 Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%
 Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**
 CO

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Vivendi Universal, S.A.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

France

7. **Sole Voting Power**

None; see Item 5

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

8. **Shared Voting Power**

235,213,844 shares

9. **Sole Dispositive Power**

None; see Item 5

10. **Shared Dispositive Power**

84,891,949 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**

CO

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
 Universal Studios, Inc.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)
 (b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**
 None; see Item 5

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

8. **Shared Voting Power**
 235,213,844 shares

9. **Sole Dispositive Power**
 None; see Item 5

10. **Shared Dispositive Power**
 84,891,949 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
 Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%
 Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**
 CO

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Barry Diller

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

United States

7. **Sole Voting Power**

None; see Item 5

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

8. **Shared Voting Power**

235,213,844 shares

9. **Sole Dispositive Power**

None; see Item 5

10. **Shared Dispositive Power**

235,213,844 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**

IN

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
BDTV INC.

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

Not Applicable

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**

None; see Item 5

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

8. **Shared Voting Power**

235,213,844 shares

9. **Sole Dispositive Power**

None; see Item 5

10. **Shared Dispositive Power**

235,213,844 shares

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

235,213,844 shares

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13. **Percent of Class Represented by Amount in Row (11)** 39.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 68.2% of the voting power of the Company. See Item 5.

14. **Type of Reporting Person (See Instructions)**

CO

CUSIP No. 902984 10 3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
BDTV II INC.
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Source of Funds (See Instructions)**
Not Applicable
5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**
6. **Citizenship or Place of Organization**
Delaware

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

7. **Sole Voting Power**
None; see Item 5
8. **Shared Voting Power**
235,213,844 shares
9. **Sole Dispositive Power**
None; see Item 5
- 10.