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USA INTERACTIVE
Form SC 13D/A
May 17, 2002

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)

| | | |
|--|--|--|
| Charles Y. Tanabe, Esq. Senior Vice President and General Counsel Liberty Media Corporation 12300 Liberty Boulevard Englewood, CO 80112 (720) 875-5400 | Pamela S. Seymon, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, NY 10019 (212) 403-1000 | George E. Bushnell III, Esq. Vivendi Universal, S.A. 375 Park Avenue New York, NY 10152 (212) 572-7000 |
|--|--|--|

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

May 7, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which 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. []

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. 10 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. 5 of a Report on Schedule 13D of Liberty Media Corporation, Amendment No. 20 of a Report on Schedule 13D of Barry Diller, Amendment No. 10 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Universal Studios, Inc., Amendment No. 4 of a Report on Schedule 13D of Vivendi Universal, S.A., Amendment No. 16 of a Report on Schedule 13D of BDTV INC.,

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Amendment No. 14 of a Report on Schedule 13D of BDTV II INC., Amendment No. 11 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 10 of a Report on Schedule 13D of BDTV IV INC.

2

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Liberty Media Corporation
- (2) Check the Appropriate Box if a member of a Group

(a)
(b)
- (3) SEC Use Only
- (4) Source of Funds

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 | 162,540,762 shares |
| (9) Sole Dispositive Power | None; see Item 5 |
| (10) Shared Dispositive Power | 162,540,762 shares |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | 162,540,762 shares |
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.
- (13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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

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equity securities of the Company representing approximately 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

3

(1) Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons

Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.)

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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

Number of Shares Beneficially Owned by Each Reporting Person With:

| | | |
|------|---|-------------------------------------|
| (7) | Sole Voting Power | None; see Item 5 |
| (8) | Shared Voting Power | 162,540,762 shares |
| (9) | Sole Dispositive Power | None; see Item 5 |
| (10) | Shared Dispositive Power | 162,540,762 shares |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | 162,540,762 shares |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input checked="" type="checkbox"/> |

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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

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one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

4

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Vivendi Universal, S.A.

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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

Number of Shares Beneficially Owned by Each Reporting Person With:

(7) Sole Voting Power None; see Item 5

(8) Shared Voting Power 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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

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by Mr. Diller. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

5

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Universal Studios, Inc.

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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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. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

6

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Barry Diller

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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

Number of Shares Beneficially Owned by Each Reporting Person With:

(7) Sole Voting Power None; see Item 5

(8) Shared Voting Power 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

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(13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

IN

7

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV INC.

(2) Check the Appropriate Box if a member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange

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Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

8

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV II INC.

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

9

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV III INC.

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

(10) Shared Dispositive Power 162,540,762 shares

(11) Aggregate Amount Beneficially Owned

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by Each Reporting Person 162,540,762 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

(13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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 69.2% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)

CO

10

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV IV INC.

(2) Check the Appropriate Box if a Member of a Group

(a)

(b)

(3) SEC Use Only

(4) Source of Funds

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 162,540,762 shares

(9) Sole Dispositive Power None; see Item 5

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- (10) Shared Dispositive Power 162,540,762 shares
- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 162,540,762 shares
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares [X]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal. Excludes Liberty Exchange Shares issuable to Liberty, which exchange is subject to the terms and conditions set forth in the Liberty Exchange Agreement previously filed. See Item 5.

- (13) Percent of Class Represented by Amount in Row (11) 35.3%

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. 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 69.2% of the voting power of the Company. See Item 5.

- (14) Type of Reporting Person (See Instructions)

CO

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Statement of

LIBERTY MEDIA CORPORATION,
BARRY DILLER,
UNIVERSAL STUDIOS, INC.,
VIVENDI UNIVERSAL CANADA INC. (FORMERLY THE SEAGRAM COMPANY LTD.),
VIVENDI UNIVERSAL, S.A.,
BDTV INC.,
BDTV II INC.,
BDTV III INC.
and
BDTV IV INC.

Pursuant to Section 13(d) of the Securities Exchange Act of 1934

in respect of

USA INTERACTIVE (formerly USA
Networks, Inc.)

This Report on Schedule 13D relates to the common stock, par value \$.01 per share (the "Common Stock"), of USA Interactive, a Delaware corporation (formerly "USA Networks, Inc.") ("USA" or the "Company"). The Reports on Schedule 13D, as amended and supplemented, originally filed with the

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Commission by (i) the reporting group (the "Reporting Group") consisting of Liberty Media Corporation, a Delaware corporation ("Liberty"), Mr. Barry Diller, Universal Studios, Inc., a Delaware corporation ("Universal"), Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.), a Canadian corporation ("VU Canada"), Vivendi Universal, S.A., a societe anoyme organized under the laws of the Republic of France ("Vivendi Universal"), BDTV INC., a Delaware corporation ("BDTV"), BDTV II INC., a Delaware corporation ("BDTV II"), BDTV III INC., a Delaware corporation ("BDTV III"), and BDTV IV INC., a Delaware corporation ("BDTV IV") (each, a "Reporting Person"), on February 24, 1998 (the "Reporting Group Schedule 13D"), (ii) Liberty on July 19, 1999 (the "Liberty Schedule 13D"), (iii) Mr. Diller on August 29, 1995 (the "Barry Diller Schedule 13D"), (iv) Universal and VU Canada on February 24, 1998 (the "Universal Schedule 13D"), (v) BDTV on August 16, 1996 (the "BDTV Schedule 13D"), (vi) BDTV II on December 24, 1996 (the "BDTV II Schedule 13D"), (vii) BDTV III on July 28, 1997 (the "BDTV III Schedule 13D"), (viii) BDTV IV on February 24, 1998 (the "BDTV IV Schedule 13D"), and (ix) Vivendi Universal on August 2, 2001 (the "Vivendi Schedule 13D") are each hereby amended and supplemented to include the information set forth herein. This Report on Schedule 13D constitutes Amendment No. 10 to the Reporting Group Schedule 13D, Amendment No. 5 to the Liberty Schedule 13D, Amendment No. 20 to the Barry Diller Schedule 13D, Amendment No. 10 to the Universal Schedule 13D, Amendment No. 4 to the Vivendi Schedule 13D, Amendment No. 16 to the BDTV Schedule 13D, Amendment No. 14 to the BDTV II Schedule 13D, Amendment No. 11 to the BDTV III Schedule 13D and Amendment No. 10 to the BDTV IV Schedule 13D. The Reporting Group Schedule 13D, the Liberty Schedule 13D, the Barry Diller Schedule 13D, the Universal Schedule 13D, the Vivendi Schedule 13D, the BDTV Schedule 13D, the BDTV II Schedule 13D, the BDTV III Schedule 13D and the BDTV IV Schedule 13D (each, as amended) are collectively referred to as the "Schedule 13D." Capitalized terms not defined herein have the

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meanings given to such terms in the prior Reports on Schedule 13D referred to in this paragraph.

Information contained herein with respect to each Reporting Person and its executive officers, directors and controlling persons is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person.

ITEM 2. Identity and Background

The information contained in Item 2 of this Schedule 13D is hereby amended and supplemented by adding the following information:

The Seagram Company Ltd. changed its name to Vivendi Universal Canada Inc., effective February 28, 2002.

Schedule 3 is incorporated herein by reference and amends and restates Schedule 3 in its entirety.

As of April 24, 2002, Pierre Lescure is no longer director and Co- COO of Vivendi Universal. Schedule 5 is incorporated herein by reference and amends and restates Schedule 5 to the Schedule 13D in its entirety.

ITEM 3. Source and Amount of Funds or Other Consideration

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The information contained in Items 5 and 6 of this Schedule 13D is hereby incorporated by reference herein.

ITEM 4. Purpose of the Transaction

The information contained in Items 5 and 6 of this Schedule 13D is hereby incorporated by reference herein.

Depending on market conditions and other factors, and subject to any restrictions described in Items 5 and 6 or contained in the agreements attached as Exhibits hereto or as previously filed as exhibits to this Schedule 13D, the Reporting Persons or their respective subsidiaries may purchase additional shares of Common Stock in the open market or in private transactions. Alternatively, depending on market conditions and other factors, and subject to any restrictions described in Item 6 or contained in the agreements attached as Exhibits hereto or previously filed as exhibits to this Schedule 13D, the Reporting Persons or their respective subsidiaries may sell all or some of their shares of Common Stock.

Except as described in Items 5 and 6 or contained in the agreements attached as Exhibits hereto or previously filed as exhibits to this Schedule 13D, neither any Reporting Person nor, to the best of their knowledge, any of their respective directors or officers has plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4.

ITEM 5. Interest in Securities of the Issuer

The information contained in Item 6 of this Schedule 13D is hereby incorporated by reference herein.

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The information contained in Item 5 of this Schedule 13D is hereby amended and supplemented by adding the following information:

On May 7, 2002, in accordance with the terms and conditions of the Amended and Restated Transaction Agreement, dated as of December 16, 2001, by and among Vivendi Universal, Universal, the Company, USANi LLC, Liberty and Mr. Diller, and in accordance with the terms of the related ancillary agreements, including the Merger Agreement, as amended, the Amended and Restated Partnership Agreement and the Warrant Agreement (each of the above-mentioned agreements as defined, summarized and attached as exhibits hereto and/or to the Schedule 13D/A filed by the parties on December 21, 2001), the Company contributed all of its entertainment businesses to Vivendi Universal Entertainment LLLP, a new joint venture that also holds the film, television and theme park businesses of Universal and which is controlled by Vivendi Universal (as such transaction and related transactions are described in this Schedule 13D, the "Transaction").

Pursuant to the terms of the Amended and Restated Transaction Agreement, affiliates of Universal and Vivendi Universal delivered to USANi LLC for cancellation all of the 282,161,530 shares of USANi LLC ("LLC Shares") that Universal and its affiliates held, as well as the 38,694,982 LLC Shares that were acquired from affiliates of Liberty as a consequence of an affiliate of Vivendi Universal acquiring affiliates of Liberty in a merger transaction, in accordance with the terms of the Merger Agreement, as amended. As a result

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of the Transaction, USANi LLC is owned by the Company and Home Shopping Network, Inc. In connection with the Transaction, affiliates of Liberty also delivered 7,079,726 LLC Shares to the Company in exchange for 7,079,726 shares of Common Stock, subsequently, Vivendi Universal and its affiliates acquired 25,000,000 shares of Common Stock from affiliates of Liberty.

As a result of the consummation of the Transaction, currently, the members of the Reporting Group beneficially own 162,540,762 shares, corresponding to 35.3% of the shares of Common Stock of the Company (without giving effect to the exchange of the Holdco shares held by Liberty). 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 69.2% of the voting power of the Company. Mr. Diller continues to hold the irrevocable proxy granted by Universal and Liberty, pursuant to which Mr. Diller has the right to vote the Company's securities held by Universal, Liberty and their respective affiliates.

Robert R. Bennett, President and Chief Executive Officer of Liberty and a director of the Company, owns 26,096 shares of Common Stock.

Except as set forth or incorporated by reference herein, no Reporting Person or, to the best knowledge of each Reporting Person, any executive officer or director of such Reporting Person has effected any transaction in the Common Stock during the past 60 days.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by each of the other Reporting Persons.

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ITEM 6. Contracts, Arrangements, Understandings, or Relationships with Respect to the Securities of the Issuer.

The information contained in Item 5 of this Schedule 13D is hereby incorporated by reference herein.

The information contained in Item 6 of this Schedule 13D is hereby amended and supplemented by adding the following information:

Vivendi Universal, the Company, USANi LLC, Liberty and Mr. Diller executed the Amended and Restated Transaction Agreement (the "Amended and Restated Transaction Agreement"), attached hereto. The Amended and Restated Transaction Agreement is materially the same as the Transaction Agreement previously described and filed.

As provided in the Amended and Restated Transaction Agreement, on May 7, 2002, USI Entertainment Inc., USANI Holding XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYC Spirit Corp. II, the Company, USANi Sub LLC, New-U Studios Holdings, Inc. and Mr. Diller executed the Amended and Restated Limited Liability Limited Partnership Agreement (the "Amended and Restated Partnership Agreement"), attached hereto. The Amended and Restated Partnership Agreement is materially the same as the Form of Partnership Agreement previously described and filed.

Additionally, as provided in the Amended and Restated Transaction Agreement, on May 7, 2002, the Company and The Bank of New York executed the Equity Warrant Agreement, attached hereto, in favor of Vivendi Universal. The executed Warrant Agreement is materially the same as the Warrant Agreement

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previously described and filed.

ITEM 7. Material to be Filed as Exhibits

The information contained in Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The following documents are filed as exhibits to this statement:

44. Amended and Restated Transaction Agreement, dated as of December 16, 2001, by and among Vivendi Universal, S.A., Universal Studios, Inc., the Company, USANi LLC, Liberty Media Corporation and Barry Diller.

48. Amended and Restated Limited Liability Limited Partnership Agreement of Vivendi Universal Entertainment LLLP, by and among USI Entertainment Inc., USANI Holding XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYCspirit Corp. II, the Company, USANI Sub LLC, New-U Studios Holdings, Inc. and Mr. Diller.

49. Equity Warrant Agreement between the Company and The Bank of New York, as equity warrant agent.

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated: May 17, 2002

LIBERTY MEDIA CORPORATION

By: /s/ Christopher W. Shean

Name: Christopher W. Shean
Title: Senior Vice President

BARRY DILLER

/s/ Barry Diller

UNIVERSAL STUDIOS, INC.

By: /s/ Kevin Conway

Name: Kevin Conway
Title: Vice President

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VIVENDI UNIVERSAL CANADA INC.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III

Title: Secretary

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VIVENDI UNIVERSAL, S.A.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III

Title: Vice President

BDTV INC., BDTV II INC.,
BDTV III INC., BDTV IV INC.

By: /s/ Barry Diller

Name: Barry Diller

Title: President

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INDEX TO EXHIBITS

1. Written Agreement between TCI and Mr. Diller regarding Joint Filing of Schedule 13D./*/
2. Definitive Term Sheet regarding Stockholders Agreement, dated as of August 24, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
3. Definitive Term Sheet regarding Equity Compensation Agreement, dated as of August 24, 1995, by and between the Company and Mr. Diller./*/
4. Press Release issued by the Company and Mr. Diller, dated August 25, 1995./*/
5. Letter Agreement, dated November 13, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
6. Letter Agreement, dated November 16, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
7. First Amendment to Stockholders Agreement, dated as of November 27, 1995, by and between Liberty Media Corporation and Mr. Diller./*/

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8. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver Management Company, Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
9. Exchange Agreement, dated as of November 27, 1995, by and between Silver Management Company and Silver King Communications, Inc./*/
10. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver King Communications, Inc., Thames Acquisition Corp. and Savoy Pictures Entertainment, Inc./*/
11. Voting Agreement, dated as of November 27, 1995, by and among Certain Stockholders of the Company and Savoy Pictures Entertainment, Inc./*/
12. Letter Agreement, dated March 22, 1996, by and between Liberty Media Corporation and Barry Diller./*/
13. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum and Order, adopted March 6, 1996 and released March 11, 1996./*/
14. In re Applications of Roy M. Speer and Silver Management Company, Request for Clarification of Silver Management Company, dated April 10, 1996./*/
15. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum Opinion and Order and Notice of Apparent Liability, adopted June 6, 1996 and released June 14, 1996./*/
16. Amended and Restated Joint Filing Agreement of TCI, Mr. Diller and BDTV./*/
17. Amended and Restated Certificate of Incorporation of BDTV INC./*/

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18. Press Release issued by the Company and Home Shopping Network, Inc., dated August 26, 1996./*/
19. Agreement and Plan of Exchange and Merger, dated as of August 25, 1996, by and among the Company, Home Shopping Network, Inc., House Acquisition Corp., and Liberty HSN, Inc./*/
20. Termination Agreement, dated as of August 25, 1996, among the Company, BDTV Inc., Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
21. Voting Agreement, dated as of August 25, 1996, by and among Certain Stockholders of Home Shopping Network, Inc. and the Company./*/
22. Voting Agreement, dated as of August 25, 1996, by and among Barry Diller, Liberty Media Corporation, Arrow Holdings, LLC, BDTV Inc., and Home Shopping Network, Inc./*/
23. Letter Agreement, dated as of August 25, 1996, by and between Liberty Media Corporation and Barry Diller./*/
24. Second Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc. and BDTV II Inc./*/

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25. Stock Exchange Agreement, dated as of December 20, 1996, by and between the Company and Liberty HSN, Inc./*/
 26. Letter Agreement, dated as of February 3, 1997, by and between BDTV INC. and David Geffen./*/
 27. Stock Exchange Agreement, dated as of May 20, 1997, by and between HSN, Inc. and Mr. Allen./*/
 28. Stockholders Agreement, dated as of May 20, 1997, by and among, Mr. Diller, Mr. Allen and Liberty Media Corporation./*/
 29. Letter Agreement, dated as of May 20, 1997, by and between Mr. Diller and Liberty Media Corporation./*/
 30. Third Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc., BDTV II Inc. and BDTV III Inc./*/
 31. Certificate of Incorporation of BDTV III Inc./*/
 32. Investment Agreement among Universal Studios, Inc., HSN, Inc., Home Shopping Network, Inc. and Liberty Media Corporation, dated as of October 19, 1997 as amended and restated as of December 18, 1997./*/
 33. Governance Agreement among HSN, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of October 19, 1997./*/
 34. Stockholders Agreement among Universal Studios, Inc., Liberty Media Corporation, Barry Diller, HSN, Inc. and The Seagram Company Ltd. dated as of October 19, 1997./*/
 35. Spinoff Agreement among Liberty Media Corporation, Universal Studios, Inc. and HSN, Inc. dated as of October 19, 1997./*/
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36. Exchange Agreement among HSN, Inc., Universal Studios, Inc. and Liberty Media Corporation, dated as of October 19, 1997./*/
 37. Amended and Restated LLC Operating Agreement of USANi LLC, by and among USA Networks, Inc., Home Shopping Network, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of February 12, 1998./*/
 38. Letter Agreement between Liberty HSN, Inc. and HSN, Inc., dated as of October 19, 1997./*/
 39. Fourth Amended and Restated Joint Filing Agreement between Tele-Communications, Inc., Universal Studios, Inc., The Seagram Company Ltd. and Barry Diller, dated as of February 23, 1998./*/
 40. Certificate of Incorporation of BDTV IV INC./*/
 41. Fifth Amended and Restated Joint Filing Agreement by and among Tele-Communications, Inc., Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC, dated as of July 19, 1999./*/
 42. Sixth Amended and Restated Joint Filing Agreement by and among Liberty

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Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., Vivendi Universal, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. dated as of June 22, 2001. /*/

43. Letter Agreement, dated July 15, 2001, by and among USA Networks, Inc., Barry Diller, Universal Studios, Inc. and Liberty Media Corporation./*/
44. Amended and Restated Transaction Agreement, dated as of December 16, 2001, by and among Vivendi Universal, S.A., Universal Studios, Inc., USA Networks, Inc., USANi LLC, Liberty Media Corporation and Barry Diller.
45. Agreement and Plan of Merger and Exchange, dated as of December 16, 2001, by and among Vivendi Universal, S.A., Universal Studios, Inc., Light France Acquisition 1, S.A.S., the Merger Subsidiaries listed on the signature page thereto, Liberty Media Corporation, Liberty Programming Company LLC, Liberty Programming France, Inc., LMC USA VI, Inc., LMC USA VII, Inc., LMC USA VIII, Inc., LMC USA X, Inc., Liberty HSN LLC Holdings, Inc., and the Liberty Holding entities listed on the signature page thereto./*/
46. Amended and Restated Governance Agreement, dated as of December 16, 2001, by and among USA Networks, Inc., Universal Studios, Inc., Liberty Media Corporation, Barry Diller, and Vivendi Universal, S.A./*/
47. Amended and Restated Stockholders Agreement, dated as of December 16, 2001, by and among Universal Studios, Inc., Liberty Media Corporation and Barry Diller./*/
48. Amended and Restated Limited Liability Limited Partnership Agreement of Vivendi Universal Entertainment LLLP, by and among USI Entertainment Inc., USANI Holdings XX, Inc., Universal Pictures International Holdings BV, Universal Pictures

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International Holdings 2 BV, NYCSpirit Corp. II, USA Networks, Inc., USANI Sub LLC, New-U Studios Holdings, Inc. and Mr. Diller.

49. Equity Warrant Agreement between USA Networks, Inc. and The Bank of New York, as equity warrant agent.

/*/ Previously filed.

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Schedule 1 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 1

DIRECTORS AND EXECUTIVE OFFICERS OF UNIVERSAL AND VIVENDI UNIVERSAL

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CANADA INC. (formerly The Seagram Company Ltd.)

1. Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Universal. The name of each person who is a director of Universal is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 100 Universal City Plaza, Universal City, California 91608.

| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|---------------------------|---|---------------|
| YASUO NAKAMURA* | President, Matsushita Media & Entertainment Business Development Unit | Japan |
| RON MEYER* | President and Chief Operating Officer of Universal | United States |
| KAREN RANDALL* | Executive Vice President and General Counsel of Universal | United States |
| KENNETH L. KAHR* | Executive Vice President, Human Resources of Universal | United States |
| FREDERICK HUNTSBERRY* | Senior Vice President and Chief Financial Officer of Universal | United States |
| WILLIAM A. SUTMAN* | Executive Vice President, Finance, Canal + Group | United States |
| SUSAN N. FLEISHMAN | Senior Vice President, Corporate Communications and Public Affairs | United States |
| MARK A. WOOSTER | Senior Vice President of Universal | United States |
| MAREN CHRISTENSEN | Senior Vice President of Universal | United States |
| DIANA SCHULZ* | Senior Vice President of Universal | United States |
| WILLIAM APOSTOLIDES | Vice President of Universal | United States |
| KEVIN CONWAY | Vice President of Universal | United States |
| H. STEPHEN GORDON | Vice President of Universal | United States |
| ILANA PORAT KOCH | Vice President of Universal | United States |
| LARRY KURZWEIL | Vice President of Universal | United States |
| DAVID H. MEYERS | Vice President and Assistant Controller of Universal | United States |
| MARC PALOTAY | Vice President of Universal | United States |

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| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|---------------------------|--|---------------|
| TERRY A. REAGAN | Vice President and Controller of Universal | United States |
| RONALD F. REED | Treasurer of Universal | United States |
| SHARON S. GARCIA | Secretary of Universal | United States |
| LEW R. WASSERMAN* | Chairman Emeritus of the Board of Universal | United States |

2. Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd., effective February 28, 2002). The name of each person who is a director of Vivendi Universal Canada Inc. is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 375 Park Avenue, New York, New York 10152.

| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|---|--|---------------|
| EDGAR BRONFMAN, JR.* Lexa Partners LLC 390 Park Avenue 4th Floor New York, New York 10022 | Consultant | United States |
| ALAN BELL* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9 | Partner, Blake Cassels & Graydon, LLP | Canada |
| CRAIG THORBURN* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9 | Partner, Blake Cassels & Graydon, LLP | Canada |
| JEAN-MARIE MESSIER* Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE | Chairman and Chief Executive Officer, Vivendi Universal | France |
| ERIC LICOYS* Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE | Co-Chief Operating Officer, Vivendi Universal | France |
| DANIEL LOSITO | Vice President, Vivendi Universal | United States |

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|--|---|---------------|
| WILLIAM APOSTOLIDES Vivendi Universal 800 Third Avenue New York, NY 10022 | Treasurer, Americas, Vivendi Universal | United States |
|--|---|---------------|

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| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|--|--|---------------|
| WILLIAM PODURGIEL Vivendi Universal 800 Third Avenue New York, NY 10022 | Director Foreign Taxes, Vivendi Universal | United States |
| GEORGE E. BUSHNELL III | Vice President, Vivendi Universal | United States |
| NICOLE LINDA KELSEY | Assistant Corporate Counsel, Vivendi Universal | United States |
| DEBRA FORD Vivendi Universal 800 Third Avenue New York, NY 10022 | Manager, Corporate Transactions, Vivendi Universal | United States |

Schedule 3 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 3

DIRECTORS AND EXECUTIVE OFFICERS OF LIBERTY MEDIA CORPORATION

The name and present principal occupation of each director and executive officer of Liberty Media Corporation are set forth below. Unless otherwise noted, the business address for each person listed below is c/o Liberty Media Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. All executive officers and directors listed on this Schedule 3 are United States citizens, except for David J.A. Flowers, who is a Canadian citizen.

| Name and Business Address | Principal Occupation |
|---------------------------|--|
| JOHN C. MALONE | Chairman of the Board and Director of Liberty |
| ROBERT R. BENNETT | President, Chief Executive Officer and Director of Liberty |
| DONNE F. FISHER | Director of Liberty; President of Fisher Capital Partners Ltd. |
| GARY S. HOWARD | Executive Vice President, Chief Operating Officer and Director of Liberty; Chairman of the Board and |

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| PAUL A. GOULD Allen & Company Incorporated 711 5th Avenue, 8th Floor New York, NY 10022 | Director of Liberty Satellite & Technology, Inc. Director of Liberty; Managing Director of Allen & Company Incorporated |
| JEROME H. KERN Kern Consulting LLC 4600 S. Syracuse Street Denver, CO 80237 | Director of Liberty; Consultant, Kern Consulting LLC |
| LARRY E. ROMRELL | Director of Liberty |
| DAVID J.A. FLOWERS | Senior Vice President and Treasurer of Liberty |
| ELIZABETH M. MARKOWSKI | Senior Vice President of Liberty |

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| Name and Business Address | Principal Occupation |
|---------------------------|---|
| CHARLES Y. TANABE | Senior Vice President, General Counsel and Secretary of Liberty |
| ALBERT E. ROSENTHALER | Senior Vice President of Liberty |
| CHRISTOPHER W. SHEAN | Senior Vice President and Controller of Liberty |

Schedule 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 5

DIRECTORS AND EXECUTIVE OFFICERS OF VIVENDI UNIVERSAL, S.A.

Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Vivendi Universal. Unless otherwise indicated, the business address of each person listed below is 42, Avenue de Friedland, 75380 Paris Cedex 08, France.

| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|---------------------------|---|---------------|
| JEAN-MARIE MESSIER | Chairman and CEO of Vivendi Universal. | France |
| ERIC LICOYS | Co-COO Vivendi Universal. | France |
| BERNARD ARNAULT | Chairman and CEO of LVMH/Moet Hennessy Louis Vuitton. 30, avenue Hoche 75008 Paris, France | France |
| EDGAR BRONFMAN, JR. | Special Advisor to the Chairman of the Board of Directors of Vivendi | United States |

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| | | |
|--------------------------|---|---------------|
| EDGAR M. BRONFMAN | Universal. Member of the Board of Directors of Vivendi Universal. | United States |
| RICHARD H. BROWN | Chairman and CEO of Electronic Data Systems Co. 5400 Legacy Drive Plano, Texas 75024-3198 | United States |
| JEAN-MARC ESPALIOUX | Chairman of the Directory Board of Accor. Tour Maine Montparnasse 33, avenue du Maine 75755 Paris Cedex 15, France | France |
| PHILIPPE FORIEL-DESTEZET | Director of Adecco S.A. 52, rue de la Bienfaisance 75008 Paris, France | France |
| JACQUES FRIEDMANN | Retired Chairman of the Supervisory France Board of AXA-UAP (Chairman from 1993-2000). 80, avenue de Breteuil 75007 Paris, France | |

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| Name and Business Address | Principal Occupation or Employment and Business Address | Citizenship |
|---------------------------|---|---------------|
| ESTHER KOPLowitz | Director of Fomento de Construcciones y Contratas FCC (Spain), B 1998 S.L. and Dominum Desga S.A. Torre Picasso Plaza Pablo Ruiz Picasso 28020 Madrid, Spain | Spain |
| MARIE-JOSEE KRAVIS | Senior Fellow, Hudson Institute Inc. c/o 625 Park Avenue New York, NY 12021 | United States |
| HENRI LACHMANN | Chairman and CEO of Schneider Electric 43-45, boulevard F. Roosevelt, 92500 Rueil-Malmaison, France | France |
| SAMUEL MINZBERG | Chairman and Chief Executive Officer of Claridge Inc. 1170 Peel Street Montreal, Quebec H3B, 4P2 | Canada |
| SIMON MURRAY | Chairman of Simon Murray & Associates Princes House-2nd Floor 38, Jermyn Street London SW1Y 6DT | U.K. |
| SERGE TCHURUK | Chairman and CEO of Alcatel 54, rue de la Boetie 75008 Paris, France | France |
| MARC VIENOT | Honorary Chairman and Director of Societe Generale. Tour Societe Generale 92972 Paris La Defense | France |

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Cedex, France