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USA INTERACTIVE
Form 8-K
May 17, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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): May 7, 2002

USA INTERACTIVE
(Exact name of Registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	0-20570 (Commission File Number)	59-2712887 (IRS Employer Identification No.)
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152 West 57th Street, New York, NY (Address of principal executive offices)	10019 (Zip Code)
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Registrant's telephone number, including area code:
(212) 314-7300

USA NETWORKS, INC.
(Former name or former address, if changed since last report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On May 7, 2002, USA Interactive (formerly, USA Networks, Inc., the "Company") announced the completion of a transaction to contribute its Entertainment Group to a joint venture with Vivendi Universal, S.A (the "Transaction"). Filed herewith, and incorporated herein by reference, are the Amended and Restated Transaction Agreement, Equity Warrant Agreement, Amended and Restated Limited Liability Limited Partnership Agreement of Vivendi Universal Entertainment LLLP and the Company's press release announcing the completion of the Transaction.

The Company filed a definitive proxy statement dated March 25, 2002 (File No. 000-20570), relating to the Transaction (the "Proxy Statement"). The Proxy Statement, which contains additional information about the Transaction, is incorporated herein by reference.

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

- (a) Not Applicable.
- (b) The pro forma financial information relating to the Transaction is included in the Proxy Statement, incorporated herein by reference.
- (c) Exhibits.

Exhibit No.	Description
2.1	Amended and Restated Transaction Agreement, dated as of December 16, 2001, among Vivendi Universal, S.A., Universal Studios, Inc., USA Networks, Inc., USANi LLC and Liberty Media Corporation
4.1	Equity Warrant Agreement between USA Networks, Inc. and The Bank of New York
99.1	Amended and Restated Limited Partnership Agreement of Vivendi Universal Entertainment LLLP, dated as of May 7, 2002, by and among USI Entertainment Inc., USANi Holdings XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYCSpirit Corp. II, USA Networks, Inc., USANi Sub LLC, New-U Studios Holdings, Inc. and Barry Diller
99.2	Press Release

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 thereunto duly authorized.

USA INTERACTIVE

By: /s/ Julius Genachowski

Name: Julius Genachowski
Title: Executive Vice President and
General Counsel

Date: May 17, 2002

EXHIBIT INDEX

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- 99.2 Press Release