

Edgar Filing: LIBERTY MEDIA CORPORATION - Form SC 13D/A

LIBERTY MEDIA CORPORATION
Form SC 13D/A
July 11, 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, New York 10019
(212) 403-1000

George E. Bushnell
Vivendi Universal
375 Park Avenue
New York, New York
(212) 572-7000

(Name, Address and Telephone Number of Persons Authorized
to receive Notices and Communications)

June 27, 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. 11 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. 6 of a Report on Schedule 13D of Liberty Media Corporation, Amendment No. 21 of a Report on Schedule 13D of Barry Diller, Amendment No. 11 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Universal Studios, Inc., Amendment No. 5 of a Report on Schedule 13D of Vivendi Universal, S.A., Amendment No. 17 of a Report on Schedule 13D of BDTV INC., Amendment No. 15 of a Report on

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Schedule 13D of BDTV II INC., Amendment No. 12 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 11 of a Report on Schedule 13D of BDTV IV INC.

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (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 | 195,715,369 shares |
| (9) | Sole Dispositive Power | None; see Item 5 |
| (10) | Shared Dispositive Power | 195,715,369 shares |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse. | |
| (13) | Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5. | |
| (14) | Type of Reporting Person (See Instructions) | CO |

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
Vivendi Universal, S.A.

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (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)

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (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

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
IN

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- (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

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Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | |
|------|---|--------------------|
| (7) | Sole Voting Power | None; see Item 5 |
| (8) | Shared Voting Power | 195,715,369 shares |
| (9) | Sole Dispositive Power | None; see Item 5 |
| (10) | Shared Dispositive Power | 195,715,369 shares |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse. | |
| (13) | Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5. | |
| (14) | Type of Reporting Person (See Instructions) | CO |

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- | | |
|-----|---|
| (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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| (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) <input type="checkbox"/> |
| (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 |
|-----|-------------------|------------------|

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- (8) Shared Voting Power 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares

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- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (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 195,715,369 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 195,715,369 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 195,715,369 shares

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- (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 and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.
- (13) Percent of Class Represented by Amount in Row (11) 39.5%. 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 70.5% 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 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 anonyme 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

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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. 11 to the Reporting Group Schedule 13D, Amendment No. 6 to the Liberty Schedule 13D, Amendment No. 21 to the Barry Diller Schedule 13D, Amendment No. 11 to the Universal Schedule 13D, Amendment No. 5 to the Vivendi Schedule 13D, Amendment No. 17 to the BDTV Schedule 13D, Amendment No. 15 to the BDTV II Schedule 13D, Amendment No. 12 to the BDTV III Schedule 13D and Amendment No. 11 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 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.

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ITEM 2. Identity and Background

On July 3, 2002, Jean-Rene Fourtou replaced Jean-Marie Messier as Chairman and CEO of Vivendi Universal. Schedules 1 and 5 are incorporated herein by reference and amend and restate Schedules 1 and 5 to the Schedule 13D, respectively, in their entirety.

ITEM 3. Source and Amount of Funds or Other Consideration

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 Items 5 or 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

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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.

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

As previously disclosed, the Company and Liberty HSN, Inc., an indirect wholly owned subsidiary of Liberty ("Liberty HSN"), are parties to that certain Exchange Agreement (the "Exchange Agreement"), dated as of December 20, 1996, relating to the exchange, subject to certain restrictions, by Liberty HSN, or its transferee, of shares of common stock of Home Shopping Network, Inc. ("HSN") and shares of Class B common stock of HSN for shares of Common Stock or Class B Common Stock, respectively. Liberty HSN transferred to its wholly owned subsidiary, Liberty HSN II, Inc. ("Liberty HSN II"), 702.66808 shares of common stock of HSN (the "Liberty HSN Common Shares") and 29.56564 shares of Class B common stock of HSN (the "Liberty HSN Class B Shares"), which shares constituted all of the shares of common stock of HSN and Class B common stock of HSN owned by Liberty.

Following the sale on August 21, 2001 of its television broadcast stations and associated broadcast licenses (the "Station Sale"), the Company informed Liberty that as a result of the Station Sale, Liberty is permitted under FCC regulations to own shares of Common Stock issuable upon exchange of its HSN shares.

On June 27, 2002, the Company and Liberty completed the exchange (the "Exchange") contemplated by the Exchange Agreement. In order to consummate the Exchange, the Company, Liberty, Liberty HSN and Liberty HSN II entered into a separate exchange agreement and Liberty HSN II delivered the Liberty HSN Common Shares and the Liberty HSN Class B Shares to the Company in exchange for an aggregate of 31,620,063 shares of Common Stock and 1,596,544 shares of Class B Common Stock, respectively.

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The effect of the Exchange is that Liberty's interest in the Company is now comprised solely of shares of USA, and each of USANi LLC and HSN are direct and indirect wholly owned subsidiaries of USA, thereby simplifying the Company's corporate structure. Because Liberty's HSN shares were exchangeable for USA shares, the transaction described herein did not affect Liberty's ultimate equity ownership interests in the Company.

As a result of the consummation of the Exchange, the members of the Reporting Group beneficially own 131,085,373 (assuming the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller) shares of Common Stock and 64,629,996 shares of Class B Common Stock. These shares constitute 30.4% of the outstanding Common Stock and 100% of the outstanding Class B Common Stock. Assuming the conversion of all of the Reporting Group's Class B shares into Common Stock, the Reporting Group would beneficially own 39.5% of the outstanding Common Stock (calculated in accordance with Rule 13d-3). 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 70.5% of the voting power of the Company (or, assuming Mr. Diller does not exercise options to purchase 47,120,888 shares of Common Stock, approximately 69.1% of the voting

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power of the Company). The foregoing beneficial ownership figures exclude shares of Common Stock beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse, as to which Mr. Diller disclaims beneficial ownership. Mr. Diller continues to hold an irrevocable proxy granted by each of 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. The shares of Common Stock and Class B Common Stock received by Liberty pursuant to the Exchange are subject to the irrevocable proxy held by Mr. Diller.

Jerome H. Kern, a Director of Liberty, owns 11,000 shares of Common Stock. David J.A. Flowers, Senior Vice President and Treasurer of Liberty, owns 1,020 shares of Common Stock.

On May 20, 2002, the Diller-Von Furstenberg Family Foundation, a private foundation as to which Mr. Diller disclaims beneficial ownership, sold in the open market 42,000 shares of Common Stock at \$28.784 per share. 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.

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.

ITEM 7. Materials 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 document is filed as an exhibit to this statement:

50. Exchange Agreement by and among the Company, Liberty Media Corporation, Liberty HSN II, Inc. and Liberty HSN, Inc., dated as of June 27, 2002.

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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: July 11, 2002

LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe
Title: Senior Vice President

BARRY DILLER

/s/ BARRY DILLER

UNIVERSAL STUDIOS, INC.

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By: /s/ KAREN RANDALL

Name: Karen Randall
Title: Executive Vice President and
General Counsel

VIVENDI UNIVERSAL CANADA INC.

By: /s/ GEORGE E. BUSNELL III

Name: George E. Busnell III
Title: Secretary

VIVENDI UNIVERSAL, S.A.

By: /s/ GEORGE E. BUSNELL III

Name: George E. Busnell 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./*/
8. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver Management Company, Liberty Program Investments, Inc., and

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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./*/
 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./*/
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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./*/
 25. Stock Exchange Agreement, dated as of December 20, 1996, by and between the Company and Liberty HSN, Inc./*/

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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./**/
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./**/

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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 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.,

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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 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./*/
50. Exchange Agreement by and among the Company, Liberty Media Corporation, Liberty HSN II, Inc. and Liberty HSN, Inc., dated as of June 27, 2002.

/*/ Previously filed.

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 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.

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| Name and Business Address ----- | Principal Occupation or Employment and Business Address ----- | Citizenship ----- |
|------------------------------------|---|----------------------|
| 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. KAHRS* | Executive Vice President, Human Resources of Universal | United States |
| FREDERICK HUNTSBERRY* | Executive Vice President and Chief Financial Officer of Universal | United States |
| YASUO NAKAMURA* | President, Matsushita Media & Entertainment Business Development Unit | Japan |
| DIANA SCHULZ* | Senior Vice President of Universal | 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 |
| 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 |
| DAVID H. MEYERS | Vice President and Assistant Controller of Universal | United States |
| MARC PALOTAY | Vice President of Universal | United States |
| 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 |

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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 ----- |
|--|---|----------------------|
| 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* | Partner, Blake Cassels & Graydon, | Canada |

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| | | | |
|--|-----|--|--------------------------------|
| Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9 | LLP | | |
| ERIC LICOYS* Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE | | Member of the Board of Directors of Vivendi Universal | France |
| DANIEL LOSITO WILLIAM APOSTOLIDES Vivendi Universal 800 Third Avenue New York, NY 10022 | | Vice President, Vivendi Universal Treasurer, Americas, Vivendi Universal | United States United States |
| WILLIAM PODURGIEL Vivendi Universal 800 Third Avenue New York, NY 10022 | | Director Foreign Taxes, Vivendi Universal | United States |
| GEORGE E. BUSHNELL III NICOLE LINDA KELSEY | | Vice President, Vivendi Universal Assistant Corporate Counsel, Vivendi Universal | United States United States |
| DEBRA FORD Vivendi Universal 800 Third Avenue New York, NY 10022 | | Manager, Corporate Transactions, Vivendi Universal | United States |

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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. The name of each person who is a director of Vivendi Universal, S.A. is marked with an asterisk. 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 ----- | Citizenship ----- |
|------------------------------------|--|----------------------|
| ----- | ----- | ----- |
| JEAN-RENE FOURTOU* | Chairman and CEO of Vivendi Universal | France |
| CLAUDE BEBEAR* | Chairman of the Supervisory Board of AXA | France |

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|----------------------|---|--------------------|
| EDGAR BRONFMAN, JR.* | 25, avenue Matignon 75008 Paris, France Vice Chairman of the Board of Vivendi Universal | United States |
| EDGAR M. BRONFMAN* | 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 Management Board and CEO of Accor Tour Maine Montparnasse 33, avenue du Maine 75755 Paris cedex 15 | France |
| JACQUES FRIEDMANN* | Retired Chairman of the Supervisory Board of AXA-UAP (Chairman from 1993-2000). 80, avenue de Breteuil 75015 Paris, France | France |
| DOMINIQUE HOENN* | Chief Operating Officer of BNP Paribas 3, rue d'Antin 75002 Paris, France | France |
| 4 | | |
| GERARD KLEISTERLEE* | Chairman and CEO of Royal Philips Electronics PO Box 77900 Building HBT 14 1070 Amsterdam, The Netherlands | The Netherlands |
| ESTHER KOPLOWITZ* | Presidente of Fomento de Construcciones y Contratas FCC (Spain) Torre Picasso Plaza Pablo Ruiz Picasso 28020 Madrid, Spain | Spain |
| MARIE-JOSEE KRAVIS* | Senior Fellow, Hudson Institute Inc. 625 Park Avenue New York, NY 10021 | United States |
| HENRI LACHMANN* | Chairman and CEO of Schneider Electric 43-45, Bd Franklin Roosevelt, 92500 Rueil-Malmaison, France | France |
| ERIC LICOYS* | Member of the Board of Directors of Vivendi Universal | France |
| SAMUEL MINZBERG* | Chairman and Chief Executive Officer of Claridge Inc. 1170 Peel Street - 8th Floor Montreal, Quebec H3B, 4P2 | Canada |
| SIMON MURRAY* | Chairman of Simon Murray & Company Princes House 38, Jermyn Street London SW1Y 6DT | U.K. |

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|---------------------|--|------------------|
| 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 Cedex, France | France |
| GUILLAUME HANNEZO | Senior Executive Vice President and Chief Financial Officer | France |
| ANDREW J. KASLOW | Senior Executive Vice President, Human Resources, Vivendi Universal | United States |
| JEAN-FRANCOIS DUBOS | Executive Vice President and General Counsel, Vivendi Universal | France |