

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): December 5, 2001

USA NETWORKS, INC.
(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

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

(c) Exhibits.

99.1 Investor Presentation Materials, dated December 5, 2001, for use at the UBS Warburg Media Week Conference.

ITEM 9. REGULATION FD DISCLOSURE

On December 5, 2001, the Registrant presented at the UBS Warburg Media Week Conference. A copy of the Registrant's investor presentation materials for such conference, appearing in Exhibit 99.1, is furnished and not filed pursuant to Regulation FD.

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 NETWORKS, INC.

By: /s/ Julius Genachowski

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

Date: December 5, 2001

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation Materials.

Slide 1
(logo): USA Networks, Inc.

Slide 2: Important

This presentation contains forward looking statements relating to possible or assumed future results of USAi. It reflects the current views of USAi with respect to future events, and is subject to risks that could cause future results to materially differ. These risks are described in USAi's Securities and Exchange Commission filings. Information contained herein about entities other than USAi has been obtained from sources believed to be reliable, but no independent verification has been made and no representation is made as to its accuracy or completeness. Any statements non-factual in nature constitute current opinions, which are subject to change without notice. The forward looking statements and opinions in this presentation are made as of the date of this presentation, and USAi undertakes no obligation to update or revise them for any reason. These statements do not include the potential impact of any mergers, acquisitions or other business combinations that may be completed in the future other than previously announced pending acquisitions. This presentation reflects estimates that USAi is comfortable releasing to analysts and the public as of the date hereof.

Prepared 12/5/01. Read important disclaimer(s).

Slide 3: Guidance vs. Budget vs. "Stretch"
(graphic) samples of USAI Revenue and EBITDA Quarterly Variance spreadsheets

Prepared 12/5/01. Read important disclaimer(s).

Slide 4: Operating Budget

As furnished to the Securities and Exchange Commission on October 24, 2001.

Prepared 12/5/01. Read important disclaimer(s).

Slide 5: Interactive Assets

(timeline of acquisition / creation of USA companies)
1996/1997 - (logos) Home Shopping Network, Ticketmaster, HOT, Shop Channel
1998/1999 - (logos) Citysearch.com, Home Shopping Espanol, Hotel Reservations Network, Match.com, One&Only Network, HSN.com
2000/2001 - (logos) Expedia, Inc. (transaction pending), TVSN, PRC, Styleclick, USA ECS

Pro forma for pending Expedia transaction which has not yet closed, but which is expected to close by the end of 2001. Includes some companies majority or partially owned by USA.

Prepared 12/5/01. Read important disclaimer(s).

Slide 6: Good Ideas, But . . .
(logos) Switchboard.com, pseudo.com, Sports Page, egghead.com, govWorks.com, NBCi, animalhouse.com, MatchLogic, mtv.com, entertaindom, Xdrive, ePrize, RedCart, CBS Market Watch, Go.com, Kablink, iwon, WebMD, GoToWorld.com, eyada.com, StageBuilder, Hit Hive, theglobe.com

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The above logos are the property of companies not affiliated with USA. See important disclaimer.**

Slide 7: Leading Interactive Companies
(logos) Home Shopping Network, HSN.com - On-Air / online discount retail
(logo) Ticketmaster - Ticketing

(logo) Citysearch.com - Online city guides
(logo) match.com - Paid personals
(logo) Hotel Reservations Network - Online hotel discounter
(logo) Expedia, Inc. (transaction pending) - Online travel agent and packaged vacations

Prepared 12/5/01. Read important disclaimer(s).

Slide 8: Convenience

(graphics) HSN call center, Today's Special w/Wolfgang Puck on HSN
(logo) Home Shopping Network

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Slide 9: "Near-Broadband"

(graphic) screen grab of HSN.com
(logos) Home Shopping Network, HSN.com

Prepared 12/5/01. Read important disclaimer(s).

Slide 10: Efficiency

(graphics) screen grab of Ticketmaster.com, Sample print-at-home ticket
(logo) Ticketmaster

Prepared 12/5/01. Read important disclaimer(s).

Slide 11: Packaging

(graphics) screen grabs of Expedia.com
(logo) Expedia, Inc. (transaction pending)

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Slide 12: Community

(logo) Match.com
Registrations - 182K/wk
Emails Exchanged (between users) - 2M/wk
Event Attendees - 1000/wk
Newsletters - 1.5M/wk
Venus' Sent - 4M/wk
Profiles Viewed - 30M/wk
Profiled - 70K/wk
Page Views - 92M/wk

Prepared 12/5/01. Read important disclaimer(s).

Slide 13: Community

(graphic) screen grab of evite.com
(logo) evite.com

Prepared 12/5/01. Read important disclaimer(s).

Slide 14: Access

(logos) ReserveAmerica, TicketWeb, museumtix.com, active.com

Ticketmaster owns Reserve America, Ticketweb and Museumtix. Ticketmaster has an investment in Active.com.

Prepared 12/5/01. Read important disclaimer(s).

Slide 15: Exchanges

(graphic) screen grab of Ticketmaster.com Orlando Magic tickets exchange page
(logo) Ticketmaster

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Slide 16: Local Information & Infrastructure
(graphic) screen grab of Citysearch.com
(logo) Citysearch.com

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Slide 17: Local Information & Infrastructure
(graphics) screen grabs of Citysearch.com listings and map
(logo) Citysearch.com

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Slide 18: Low Customer Acquisition Cost
(logos) Hotel Reservations Network, Travelocity.com, CheapTickets, Northwest Airlines, Citysearch.com, ebookers.com, Yahoo!, Bestfares.com, America Online, America West Airlines, RealMetros

Other than HRN and Citysearch, the companies represented by the logos are contractual parties not otherwise affiliated with USA. See important disclaimer.**

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Slide 19: Direct Marketing
Multi-Channel Database
- - (logo) Expedia, Inc. (transaction pending)
- - (logo) USA ECS
- - (logo) Home Shopping Network
- - (logo) HSN.com
- - (logo) Match.com
- - (logo) ReserveAmerica
- - (logo) Ticketmaster
- - (logo) Citysearch.com

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Slide 20: Neil Diamond
(graphic) Ticketmaster web page showing "A Special Offer to See Neil Diamond Pre-Sale"

Prepared 12/5/01. Read important disclaimer(s).

Slide 21: Interactivity at Scale
ESTIMATED 2002 EBITDA (\$ in mm)
eBay - \$368
USA - \$250
TMP Inter. - \$182
iQVC - \$123
Amazon - \$93
Yahoo - \$69
Travelocity - \$41
1800Flowers - \$25
Priceline - \$12
Homestore - \$10
CNET - (\$19)
Terra-Lycos - (\$75)

(logos) Expedia, Inc. (transaction pending), Match.com, HSN.com, Ticketmaster.com, Hotel Reservations Network

USA Internet Commerce Group consists of HSN.com, Hotel Reservations Network, Ticketmaster.com, Match.com and Expedia (transaction pending). Unaudited estimates for other companies based on various analyst reports.

Prepared 12/5/01. Read important disclaimer(s).

Slide 22: USA Network
(graphic) television showing Tiger Woods w/USA Network and PGA Tour logos

Prepared 12/5/01. Read important disclaimer(s).

Slide 23: Expedia & Ticketmaster
(graphics) screen grabs of Expedia.com package that includes PGA Tour tickets sold through Ticketmaster

Prepared 12/5/01. Read important disclaimer(s).

Slide 24: Evite
(graphic) screen grab of evite.com page inviting people to PGA Tour tournament

Prepared 12/5/01. Read important disclaimer(s).

Slide 25: Citysearch
(graphic) screen grab of cityseach.com restaurant recommendations at PGA Tour tournament

Prepared 12/5/01. Read important disclaimer(s).

Slide 26: ECS
(graphic) screen grab of Expedia.com banner ad offering 10% Off next purchase at PGATOURStop.com

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Slide 27: ECS
(graphics) screen grabs of PGA Tour Stop merchandise offers

Prepared 12/5/01. Read important disclaimer(s).

Slide 28: Match
(graphic) screen grab of Match.com golf event

Prepared 12/5/01. Read important disclaimer(s).

Slide 29: ECS / Match / Expedia / Ticketmaster
(graphic) screen grab of Match.com golfing offers

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Slide 30: Integrated Interactivity

Entertainment Group: (logos) USA Networks, SCI FI, Trio, NWI, Crime, USA Films, Studios USA Interactive Group:
Electronic Retailing: (logos) Home Shopping Network, America's Store, Home Shopping Espanol, Home Shopping Europe, Shop Channel, TVSN, HSN.com
Information & Services: (logos) Ticketmaster, Citysearch.com, Match.com, Hotel Reservations Network, Styleclick, USA ECS, Precision Response Corporation, Expedia, Inc. (transaction pending)

Pro forma for pending Expedia transaction which has not yet closed, but which is expected to close by the end of 2001. Includes some companies majority or partially owned by USA.

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Slide 31: What Next?
INTERACTIVE COMMERCE + SERVICES

(pie chart - largest to smallest slices):

USA businesses: Travel, Computer Hardware Software & Electronics, TV Elec. Retailing, Other Commerce, Mass Merch., Apparel, Home / Office, Event Tickets, Personals

Other businesses: Financial Services, Auctions, Books, Music & Video, Flowers & Cards, Jobs Classifieds, Automobile, Real Estate Classifieds

Source: Shop.org, Jupiter, MSDW, Prudential, Furman Selz, Painewebber, SSB, SEC filings and Match.com and other internal estimates.

Prepared 12/5/01. Read important disclaimer(s).

Slide 32: Interactive Market Leader
USA'S SHARE OF INTERACTIVE COMMERCE

(bar chart):

Today = 9%

Goal = 20%

Compiled estimates per MSDW, Jupiter, Shop.org, McCann Erickson, Zenith Media, Paul Kagan, Prudential, Furman Selz, PaineWebber, SSB, and Forrester.

Prepared 12/5/01. Read important disclaimer(s).

Slide 33
(logo): USA Networks, Inc.

Focused on the new convergence of entertainment, information, and direct selling.

Slide 34
(logo): USA Networks, Inc.

A NASDAQ 100 and FORTUNE 500 company.

Slide 35: Important

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