

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(AMENDMENT NO. 2)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

TICKETMASTER GROUP, INC.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

88633U 10 3

(CUSIP Number)

THOMAS J. KUHN
USA NETWORKS, INC. (FORMERLY HSN, INC.)
152 WEST 57TH STREET
NEW YORK, NY 10019
(212) 247-5810

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

MARCH 10, 1998

(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(b)(3) or (4), check the following box / /.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following pages)
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This Report on Schedule 13D constitutes Amendment No. 2 ("Amendment No. 2") to the Original Report on Schedule 13D filed by the Reporting Person on July 28, 1997 (as amended, the "Schedule 13D"). Capitalized terms used and not defined herein have the meanings provided in the Original Report on Schedule 13D.

ITEM 4. PURPOSE OF THE TRANSACTION.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On March 10, 1998, USA Networks, Inc. (formerly HSN, Inc.) ("USAi") issued a press release announcing that it has reached an agreement in principle (the "Agreement") with the Ticketmaster Group, Inc. ("Ticketmaster") board of directors regarding the economic terms of a merger transaction between USAi and Ticketmaster. The Agreement would provide Ticketmaster shareholders with .563 of a share of USAi common stock for each share of Ticketmaster common stock in a tax free merger transaction. The Agreement is subject to negotiation and board approval of definitive documentation, including as to structure, which the parties expect to complete promptly. The merger will also be subject to approval

by the stockholders of Ticketmaster. A copy of the press release is attached hereto as an exhibit and the foregoing description of the press release is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The information contained in Item 6 of the Schedule 13D is hereby amended by reference to the information set forth in Item 4 of this Amendment No. 2, which is hereby incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following Exhibits are filed as part of this Schedule 13D:

- (1) Press Release of USA Networks, Inc., dated March 10, 1998.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

USA NETWORKS, INC.

By:/s/ Thomas J. Kuhn
Name: Thomas J. Kuhn
Title: Senior Vice President
and General Counsel

March 10, 1998

EXHIBIT INDEX

EXHIBIT	DESCRIPTION	SEQUENTIAL PAGE NO.
Exhibit 1 -	Stock Exchange Agreement/**/	
Exhibit 2 -	Letter Agreement/**/	
Exhibit 3 -	Letter, dated October 23, 1997, from HSN, Inc. to the Board of Directors of Ticketmaster Group, Inc./**/	
Exhibit 4 -	Press Release of USA Networks, Inc., dated March 10, 1998	

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* Previously filed.

[USA NETWORKS, INC. Letterhead]

FOR IMMEDIATE RELEASE

USA NETWORKS, INC. AND TICKETMASTER GROUP, INC.
BOARD OF DIRECTORS REACH AGREEMENT IN PRINCIPLE

New York, New York -- March 10, 1998 -- USA Networks, Inc. (NASDAQ: USAI) announced today that it has reached an agreement in principle with the Ticketmaster Group, Inc. (NASDAQ: TKTM) Board of Directors regarding the economic terms of a merger transaction between USAi and Ticketmaster. That agreement, reached after extensive negotiations with a Special Committee of the Ticketmaster board and based on the Special Committee's recommendation, would provide Ticketmaster shareholders with .563 of a USAi share per Ticketmaster share in a tax-free merger transaction. The terms reflect an increase of more than 11% over USAi's October 1997 proposal of .506 of a USAi share, which included a collar which capped the Ticketmaster consideration at \$25.30 per share in USAi stock. Based on yesterday's closing price of USAi's stock, Ticketmaster shareholders would receive \$29.70 in value per Ticketmaster share, with no collar, versus \$25.30 under USAi's initial proposal, an increase of more than 17%. The agreement is subject to negotiation and board approval of definitive documentation, including as to structure, which the parties expect to complete promptly. The merger will also be subject to approval by stockholders of Ticketmaster.

"I am pleased that Ticketmaster's Special Committee and investment bankers were able to negotiate a price for the company that now reflects its fair value," said Fredric D. Rosen, President and Chief Executive Officer of Ticketmaster Group, Inc. "I look forward to working with USAi to complete the transaction in a timely manner, and I will assist them in making a smooth transition."

USA Networks, Inc. is a diversified media and electronic commerce company with assets that include the following: the USA Network; the Sci-Fi Channel; USA Networks Studios, which consists of first-run production & distribution, TV movies & mini-series and network production & development; USA Broadcasting, which includes the USA Station Group and SF Broadcasting; Home Shopping Network and the Internet Shopping Network.

CONTACTS:

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