

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

USA NETWORKS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE 59-2712887
(State or other jurisdiction of (IRS employer identification
incorporation or organization) number)

152 WEST 57TH STREET
NEW YORK, NEW YORK 10019
(212) 314-7300
(Address, including zip code, and telephone
number, including area code, of registrant's principal executive offices)

PRECISION RESPONSE CORPORATION AMENDED
AND RESTATED 1996 INCENTIVE STOCK PLAN
PRECISION RESPONSE CORPORATION AMENDED
AND RESTATED 1996 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN

THOMAS J. KUHN, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
USA NETWORKS, INC.
152 WEST 57TH STREET
NEW YORK, NY 10019
(212) 314-7300

(Name, address and telephone number, including area code, of agent for service)

WITH COPY TO:
STEPHEN A. INFANTE, ESQ.
COVINGTON & BURLING
1330 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 841-1000

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$.01 par value.....	3,765,642 shares(1)	\$7.10(2)	\$26,724,615(3)	\$7,055.30

(1) Represents shares issuable upon exercise of 3,421,706 and 65,000 assumed options as of March 31, 2000 under the Precision Response Corporation Amended and Restated 1996 Incentive Stock Plan and the Precision Response Corporation Amended and Restated 1996 Non-employee Director Stock Option Plan, respectively, after giving effect to the 1.08 exchange ratio.

(2) Represents the weighted average exercise price per share for such outstanding options.

(3) Calculated in accordance with Rule 457(h) of the Securities Act of 1933, as amended.

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EXPLANATORY NOTE

This registration statement on Form S-8 is being filed to register the shares of common stock, \$.01 par value per share, of USA Networks, Inc., a Delaware corporation ("USAi"), issuable pursuant to the Precision Response Corporation Amended and Restated 1996 Incentive Stock Plan and the Precision Response Corporation Amended and Restated 1996 Non-employee Director Stock Option Plan (the "1996 Plans"). Pursuant to the terms of Section 1.4 of the Agreement and Plan of Merger by and among USAi, P Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of USAi, and Precision Response Corporation, a Florida corporation ("PRC"), dated as of January 12, 2000, USAi will assume all of the outstanding options to purchase shares of common stock of PRC under the 1996 Plans at the effective time of the merger of P Acquisition Corp. with and into PRC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

INTRODUCTORY STATEMENT AND INCORPORATION BY REFERENCE

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed below are incorporated by reference in this Registration Statement. All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

- (a) Annual Report on Form 10-K for the year ended December 31, 1999
- (b) Current Reports on Form 8-K or Form 8-K/A, filed on January 13, 2000, January 20, 2000, January 26, 2000, February 25, 2000, March 22, 2000 and March 23, 2000.
- (c) The description of USAi common stock set forth in the USAi Registration Statement on Form S-4, dated February 14, 2000 as amended by Amendment No. 1 thereto, dated March 3, 2000 (No.333-30404).

ITEM 4. DESCRIPTION OF SECURITIES. Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL. Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant's Restated Certificate of Incorporation limits, to the maximum extent permitted by Delaware law, the personal liability of directors for monetary damages for breach of their fiduciary duties as a director. The Registrant's By-Laws provide that the directors, officers and certain other persons will be indemnified with respect to third-party actions, suits, investigations or proceedings provided that any such person has met the applicable standard of conduct set forth in the Delaware General Corporation Law described below. The Registrant's By-Laws further provide that directors, officers and certain other persons will be indemnified with respect to actions or suits initiated by such person only if such action was first approved by the board of directors. The Registrant's By-Laws allow the Registrant to pay all expenses incurred by a director, officer, employee or agent in defending any proceeding within the scope of the indemnification provisions as such expenses are incurred in advance of its final disposition, upon an undertaking by such party to repay such expenses, if it is ultimately determined that such party was not entitled to indemnity by the Registrant. The Registrant believes that these arrangements are necessary to attract and retain qualified persons as directors and officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify a director, officer, employee or agent made a party to an action by reason of the fact that he was a director, officer or agent of the corporation or was serving at the request of the corporation against expenses actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the Registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

EXHIBIT DESCRIPTION
NUMBER

- 4.1 Form of Specimen of Certificate for the Registrant's Common Stock, incorporated by reference to Exhibit 4.6 to the Registrant's Form 10-K, December 31, 1997.
- 4.2 Provisions of the Registrant's Restated Certificate of Incorporation that define the rights of security holders of the Registrant, are incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, dated February 23, 1998.
- 4.3 Provisions of the Registrant's Amended and Restated Bylaws that define the rights of security holders of the Registrant, are incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K, dated January 9, 1998.
- 5.1 Opinion of Covington & Burling regarding validity of Common Stock.
- 23.1 Consent of Covington & Burling included in Exhibit 5.1 hereto.
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (set forth on the signature page of this Registration Statement).

ITEM 9. UNDERTAKINGS.

(1) The undersigned registrant hereby undertakes to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(b) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(c) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that paragraphs 1(a) and 1(b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) The undersigned registrant hereby undertakes that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) The undersigned registrant hereby undertakes to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 6, 2000.

USA Networks, Inc.

By: /S/ BARRY DILLER

 Barry Diller
 CHAIRMAN OF THE BOARD AND
 CHIEF EXECUTIVE OFFICER

POWER OF ATTORNEY

We, the undersigned officers and directors of USA Networks, Inc., hereby severally and individually constitute and appoint Michael Durney, Thomas J. Kuhn, and Michael Sileck, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments.

* * * *

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
/S/ BARRY DILLER ----- Barry Diller	Chairman of the Board, Chief Executive Officer and Director	April 6, 2000
/S/ BARRY BAKER ----- Barry Baker	President, Chief Operating Officer and Director	April 6, 2000

/S/ MICHAEL DURNEY ----- Michael Durney	Vice President and Controller (Chief Accounting Officer)	April 6, 2000
/S/ VICTOR A. KAUFMAN ----- Victor A. Kaufman	Vice Chairman and Director	April 6, 2000
/S/ MICHAEL SILECK ----- Michael Sileck	Senior Vice President and Chief Financial Officer	April 6, 2000
/S/ PAUL G. ALLEN ----- Paul G. Allen	Director	April 6, 2000
/S/ EDGAR BRONFMAN, JR. ----- Edgar Bronfman, Jr.	Director	April 6, 2000
/S/ ANNE M. BUSQUET ----- Anne M. Busquet	Director	April 6, 2000
/S/ DONALD R. KEOUGH ----- Donald R. Keough	Director	April 6, 2000
/S/ ROBERT W. MATSCHULLAT ----- Robert W. Matschullat	Director	April 6, 2000
/S/ SAMUEL MINZBERG ----- Samuel Minzberg	Director	April 6, 2000
/S/ BRIAN MULLIGAN ----- Brian Mulligan	Director	April 6, 2000
/S/ WILLIAM D. SAVOY ----- William D. Savoy	Director	April 6, 2000
/S/ H. NORMAN SCHWARZKOPF ----- H. Norman Schwarzkopf	Director	April 6, 2000
/S/ DIANE VON FURSTENBERG ----- Diane Von Furstenberg	Director	April 6, 2000

EXHIBIT INDEX

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5.1	Opinion of Covington & Burling regarding validity of Common Stock.
23.1	Consent of Covington & Burling included in Exhibit 5.1 hereto.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
24.1	Powers of Attorney (set forth on the signature page of this Registration Statement).

[LETTERHEAD OF COVINGTON & BURLING APPEARS HERE]

April 5, 2000

USA Networks, Inc.
152 W 57th Street
New York, NY 10019

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 3,756,642 shares of common stock, par value \$.01 per share (the "Shares"), of USA Networks, Inc., a Delaware corporation (the "Company"), issuable upon the exercise of stock options granted or to be granted pursuant to the Precision Response Corporation Amended and Restated 1996 Incentive Stock Plan and the Amended and Restated Non-employee Director Stock Option Plan of Precision Response Corporation (the "Plans"), we have reviewed such corporate records, certificates and other documents, and such questions of law, as we have deemed necessary or appropriate for the purposes of this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and reserved for issuance pursuant to the Plans, and when the Shares have been duly issued upon the exercise of stock options pursuant to the Plans, and assuming compliance with the Act, the Shares will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours

/s/ Covington & Burling

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) for an aggregate of 3,765,642 shares of Common Stock, \$.01 par value, pertaining to the Precision Response Corporation Amended and Restated 1996 Incentive Stock Plan and the Precision Response Corporation Amended and Restated 1996 Non-employee Director Stock Option Plan, of our report dated February 3, 2000 with respect to the consolidated financial statements and schedule of USA Networks, Inc. and subsidiaries as of December 31, 1999 and for each of the three years in the period then ended included in its Annual Report (Form 10-K) for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

New York, New York
April 4, 2000

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of USA Networks, Inc. of our report dated January 26, 2000 relating to the financial statements of Precision Response Corporation, which appears in the Current Report on Form 8-K dated March 22, 2000 and the Current Report on Form 8-K/A dated March 23, 2000 of USA Networks, Inc.

/s/ PricewaterhouseCoopers LLP

Miami, Florida
April 4, 2000