

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13D-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 2)1

Ticketmaster Online-Citysearch, Inc.
(NAME OF ISSUER)

Class B Common Stock, par value \$.01 per share
(TITLE OF CLASS OF SECURITIES)

88633P203
(CUSIP NUMBER)

Julius Genachowski, Esq.	Daniel R. Goodman, Esq.
USA Networks, Inc.	Ticketmaster Corporation
152 West 57th Street	3701 Wilshire Boulevard
New York, NY 10019	Los Angeles, CA 90010
(212) 314-7200	(213) 381-2000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS)

October 23, 2000
(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. []

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

ITEM 1. SECURITY AND ISSUER

This constitutes Amendment No. 2 (the "Amendment") to the Statement on Schedule 13D (the "Statement"), dated December 2, 1999, as amended by Amendment No. 1, dated June 26, 2000, with respect to shares of Ticketmaster Online-Citysearch ("TMCS") Class B common stock, par value \$.01 per share (the "Class B Common Stock"). All capitalized terms used and not otherwise defined herein shall have the meanings assigned to these terms in the Statement. The principal executive offices of TMCS are located at 790 E. Colorado Boulevard, Suite 200, Pasadena, California 91101.

ITEM 4. PURPOSE OF THE TRANSACTIONS

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

USA Networks, Inc. ("USAi") is considering possible transactions in

order to obtain the benefits of joint operation of the ticketing and reservations businesses of TMCS and Ticketmaster Corporation, a wholly owned subsidiary of USAi. These may include a merger or other transaction that could involve the issuance to USAi of additional shares of TMCS common stock. USAi intends to ask the TMCS Board to appoint a committee of independent directors in connection with the foregoing.

There can be no assurance that a transaction will occur, or what the terms or form would be.

Except as set forth herein, neither USAi nor, to the best of its knowledge, any of its executive officers, directors or controlling persons has any plan or proposal which relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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.

Date: October 23, 2000

USA NETWORKS, INC.

By: /s/ Julius Genachowski

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

TICKETMASTER CORPORATION

By: /s/ Daniel R. Goodman

Name: Daniel R. Goodman
Title: Executive Vice President,
General Counsel and
Assistant Secretary