

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(X) ANNUAL REPORT PURSUANT TO SECTION 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1998

() TRANSITION REPORT PURSUANT TO SECTION 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0-20570

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT
FROM THAT OF THE ISSUER NAMED BELOW:

USA NETWORKS, INC. RETIREMENT SAVINGS PLAN

B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE
ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

USA NETWORKS, INC.
152 WEST 57TH STREET
NEW YORK, NEW YORK
10019

REQUIRED INFORMATION

1. Not Applicable
2. Not Applicable
3. Not Applicable
4. The USA Networks, Inc. Retirement Savings Plan (the "Plan") is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Attached hereto is a copy of the most recent financial statements and schedules of the Plan prepared in accordance with the financial reporting requirements of ERISA.

Exhibit

- (23) Consent of Independent Auditors

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned thereto duly authorized.

USA NETWORKS, INC. RETIREMENT
SAVINGS PLAN

Date: June 28, 1999

By:/s/ Brian J. Feldman

Brian J. Feldman
Member, Plan Administrative
Committee

Audited Financial Statements
and Supplemental Schedules

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network,
Inc. Retirement Savings Plan")

Year ended December 31, 1998 and
as of December 31, 1997
with Report of Independent Auditors

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Audited Financial Statements and Supplemental Schedules

Year ended December 31, 1998 and as of December 31, 1997

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The Administrative Committee
USA Networks, Inc. Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the USA Networks, Inc. Retirement Savings Plan (previously known as "Home Shopping Network, Inc. Retirement Savings Plan") as of December 31, 1998 and 1997, and the related statement of changes in net assets available for benefits for the year ended December 31, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 1998 and 1997 and the changes in its net assets available for benefits for the year ended December 31, 1998 in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes and loans or fixed income obligations as of December 31, 1998, and reportable transaction and non-exempt transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. These supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Tampa, Florida
June 22, 1999

/s/ Ernst & Young LLP

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Statements of Net Assets Available for Benefits

	DECEMBER 31	
	1998	1997
	-----	-----
Assets		
Investments, at fair value:		
Stable Value Option.....	\$ 6,333,846	\$ --
High Yield Corporate Bond Fund.....	300,131	--
Total Return Administration Fund.....	494,507	--
Dodge & Cox Stock Fund.....	869,927	--
Balance Sheet Investment Fund.....	2,024,284	--
Indexed Equity Fund.....	10,014,252	--
Schafer Value Fund.....	596,485	--
Small Capital Growth Fund.....	558,165	--
Mid Capital Growth Fund.....	530,794	--
International Fund.....	297,835	--
International Stock Fund.....	469,058	--
USA Networks, Inc. Stock Fund.....	9,143,457	--
USA Networks, Inc. EEPP Stock Fund.....	9,390,392	--
Participant Loans.....	1,328,664	--
Cash and cash equivalents.....	--	16,613
Equity Securities Fund.....	--	9,523,199
Investment Contract Fund.....	--	3,465,804
Intermediate Government Fund.....	--	1,178,767
Index Equity Fund.....	--	4,733,386
Small Capital Equity Fund.....	--	1,610,931
Fidelity Advisor Growth Fund.....	--	1,649,304
	-----	-----
	42,351,797	22,178,004
Receivables:		
Participant contributions.....	43,525	220,926
Employer contributions.....	--	61,413
	-----	-----
Net assets available for benefits.....	\$42,395,322	\$22,460,343
	=====	=====

See accompanying notes.

USA Networks Inc. Retirement Savings Plan
 (previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Statement of Changes in Net Assets Available for Benefits
 Year ended December 31, 1998

ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:

Investment income:

Net realized and unrealized appreciation in fair value of plan investments	\$ 7,983,698
Dividend income	199,873
Interest income	330,161

	8,513,732

Contributions:

Participant contributions	4,344,516
Employer contributions	1,324,141
Participants rollover contributions	656,983
Transfers from other plans	8,428,047

	14,753,687

Total additions	23,267,419
-----------------	------------

DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:

Benefits paid to participants	3,332,440

Net increase in net assets available for benefits	19,934,979
Net assets available for benefits -- beginning of year	22,460,343

Net assets available for benefits -- end of year	\$42,395,322
	=====

See accompanying notes.

USA NETWORKS, INC. RETIREMENT SAVINGS PLAN
(PREVIOUSLY KNOWN AS "HOME SHOPPING NETWORK, INC. RETIREMENT SAVINGS PLAN")

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1998

1. DESCRIPTION OF PLAN

The following description of the USA Networks, Inc. Retirement Savings Plan (previously known as "Home Shopping Network, Inc. Retirement Savings Plan") (the Plan) provides only general information and participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering substantially all employees of certain affiliated companies of USA Networks, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 1, 1998, the Plan was merged with the Silver King Communications, Inc. 401(k) Retirement Savings Plan (SK Plan). The assets and liabilities of the SK Plan totaling \$2,706,619 were transferred to, and assumed by, the Plan. The resulting merged Plan was amended to allow a company match of up to the greater of the first 3% of eligible compensation or \$520 per employee.

Concurrent with the above merger, the Plan was renamed the HSN, Inc. Retirement Savings Plan, and PNC Bank was replaced with New York Life Trust Company (NYLTC) as the trustee of the Plan. All assets of the Plan were transferred to NYLTC during January 1998.

The Plan was amended effective September 30, 1998 to allow the merger of Home Shopping Network, Inc. Employee Equity Participation Plan (EEPP) into the Plan. The assets of the EEPP totaling \$5,721,428 consisting of USA Networks, Inc. common stock and money market funds were assumed by the Plan. In addition, the Plan was amended to change the name to the USA Networks, Inc. Retirement Savings Plan effective October 1, 1998.

CONTRIBUTIONS

Participants may make contributions through payroll deductions from 1% to 16% of their compensation as defined in the Plan, limited to \$10,000 in 1998. Participants' contributions may be changed on a quarterly basis. Participants can direct their contributions to any of the Plan's fund options and may change their investment options on a daily basis.

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN (CONTINUED)

The Company may match participant contributions (the Matching Contribution). The Company may also make a discretionary contribution of funds which is set annually by the Company's Board of Directors. For the year ended December 31, 1998, the Company's Matching Contribution was \$1,324,141. No discretionary contributions were made to the Plan.

VESTING

Participant contributions are fully vested at the time of contribution. Vesting in the Company contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

ELIGIBILITY

Participants must be 21 years of age or older and have completed at least 1,000 hours of service, as defined in the Plan document.

PARTICIPANTS' ACCOUNTS

Each participant's account is credited with the participant's contribution, and:

- Any Matching Contribution, which for 1998 was equal to 50% of the first 6% of each participant's deferred compensation with an annual "look-back" match of 100% to those participants who contributed an average of 3% or greater over the plan year, is limited to \$520 per participant.
- Plan earnings or losses, which are allocated daily.

Notes to Financial Statements

1. DESCRIPTION OF PLAN (CONTINUED)

FORFEITURES

Company Matching Contributions which become forfeitures are first made available to reinstate previously forfeited account balances of participants who had left the Company and have subsequently returned. The remaining amount, if any, is used to reduce the Company's Matching Contributions. Forfeitures available for reallocation or to offset future employer contributions were \$237,875 and \$113,827 at December 31, 1998 and 1997, respectively. Unallocated forfeitures related to the EEPP portion of the Plan were \$1,759,610 at December 31, 1998.

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 reduced by the highest outstanding loan balance within the last 12 months or 50% of their vested account balances. Loan transactions are treated as a transfer from the investment fund to the loan fund. Loan terms are for a maximum of 5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with commercial prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions.

DISTRIBUTION OF BENEFITS

Upon a participant's retirement, death, disability or other interruption of continuous service, his/her entire vested account balance will be distributed in the form of a lump sum, unless the participant's vested balance is at least \$5,000 and the participant elects to leave such amounts in the Plan.

PLAN TERMINATION

Although the Company has expressed no intent to terminate the Plan, in the event that the Plan is terminated by the Company, all amounts credited to the participants' accounts become 100% vested, and the assets would be distributed to participants.

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Notes to Financial Statements

1. DESCRIPTION OF PLAN (CONTINUED)

EXPENSES

Expenses incurred in connection with Plan administration are paid by the Company. These expenses totaled approximately \$92,000 for the year ended December 31, 1998.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accompanying financial statements have been prepared on the accrual basis of accounting.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

INVESTMENTS

The Plan's investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices which represent the net asset values of shares held by the Plan at year end. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

CASH AND CASH EQUIVALENTS

The Plan's cash and cash equivalents are held in a trust fund by the Trustee. Cash equivalents include highly liquid, short-term investments with original maturities of less than 91 days.

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Notes to Financial Statements

3. INVESTMENTS

The Plan's investments are held in a bank-administered trust fund. The following are investments that represent 5% or more of the Plan's net assets.

	DECEMBER 31	
	1998	1997
	-----	-----
New York Life Anchor Account.....	\$ 6,333,846	\$
Mainstay Institutional Indexed Equity Fund.....	10,014,252	--
USA Networks, Inc. Common Stock.....	17,847,817	9,510,041
PNC Bank, Investment Contract Fund.....	--	3,465,804
PNC Bank, Intermediate Government Fund.....	--	1,178,767
PNC Bank, Index Equity Fund.....	--	4,733,386
PNC Bank, Small Capital Equity Fund.....	--	1,610,931
PNC Bank, Fidelity Advisor Growth Fund.....	--	1,649,304

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

Notes to Financial Statements

4. CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS BY INVESTMENT FUND

The following changes in net assets available for benefits are presented by fund for the year ended December 31, 1998.

	PARTICIPANT DIRECTED				
	CASH AND CASH EQUIVALENTS	EQUITY SECURITIES FUND	INVESTMENT CONTRACT FUND	INTERMEDIATE GOVERNMENT FUND	INDEX EQUITY FUND
YEAR ENDED DECEMBER 31, 1998					
Additions to net assets available for benefits attributed to:					
Net realized and unrealized appreciation (depreciation) in fair value of plan investments	\$ -	\$ -	\$ -	\$ -	\$ -
Dividend income	-	-	-	-	-
Interest income	-	-	-	-	-
Participant contributions	-	-	-	-	-
Employer contributions	-	-	-	-	-
Participant rollover contributions	-	-	-	-	-
Transfers from other plans	-	-	-	-	-
Total additions	-	-	-	-	-
Interfund transfers	(16,613)	(9,523,199)	(3,465,804)	(1,178,767)	(4,733,386)
Deductions from net assets available for benefits attributed to:					
Benefits paid to participants	-	-	-	-	-
Net (decrease) increase	(16,613)	(9,523,199)	(3,465,804)	(1,178,767)	(4,733,386)
Net assets available for benefits-beginning of year	16,613	9,523,199	3,465,804	1,178,767	4,733,386
Net assets available for benefits-end of year	\$ -	\$ -	\$ -	\$ -	\$ -

	PARTICIPANT DIRECTED				
	SMALL CAPITAL EQUITY FUND	FIDELITY ADVISOR GROWTH FUND	STABLE VALUE OPTION	HIGH YIELD CORPORATE BOND FUND	TOTAL RETURN ADMINISTRATION FUND
YEAR ENDED DECEMBER 31, 1998					
Additions to net assets available for benefits attributed to:					
Net realized and unrealized appreciation (depreciation) in fair value of plan investments	\$ -	\$ -	\$ -	\$ (20,457)	\$ 10,967
Dividend income	-	-	-	18,018	15,096
Interest income	-	-	324,653	-	-
Participant contributions	-	-	1,114,645	57,701	86,127
Employer contributions	-	-	331,257	20,492	28,209
Participant rollover contributions	-	-	6,126	22,993	42,226
Transfers from other plans	-	-	800,933	-	-
Total additions	-	-	2,577,614	98,747	182,625
Interfund transfers	(1,610,931)	(1,649,304)	4,400,479	214,384	330,913
Deductions from net assets available for benefits attributed to:					
Benefits paid to participants	-	-	(644,247)	(13,000)	(19,031)
Net (decrease) increase	(1,610,931)	(1,649,304)	6,333,846	300,131	494,507
Net assets available for					

benefits-beginning of year	1,610,931	1,649,304	-	-	-
Net assets available for					
benefits-end of year	\$ -	\$ -	\$6,333,846	\$ 300,131	\$ 494,507
	=====	=====	=====	=====	=====

PARTICIPANT DIRECTED

DODGE & COX STOCK FUND	BALANCE SHEET INVESTMENT FUND	INDEXED EQUITY FUND	SCHAFFER VALUE FUND	SMALL CAPITAL GROWTH FUND	MID CAPITAL GROWTH FUND	INTERNATIONAL FUND	INTERNATIONAL STOCK FUND	USA NETWORKS, INC. STOCK FUND
\$ (10,430)	\$ (60,219)	\$ 2,141,498	\$ (60,498)	\$ (5,864)	\$ 21,355	\$ (23,786)	\$ 17,467	\$2,092,314
10,236	30,430	108,597	3,510	3,378	230	3,805	6,573	--
--	--	--	--	--	--	--	--	3,248
157,587	633,441	1,636,870	108,444	87,874	109,721	44,279	88,663	396,565
49,409	216,324	535,919	35,192	29,721	34,388	12,961	30,374	61,308
65,508	36,423	58,683	53,647	166,383	54,339	44,032	57,988	48,635
--	--	1,808,155	--	--	--	--	--	--
272,310	856,399	6,289,722	140,295	281,492	220,033	81,291	201,065	2,602,070
653,258	1,375,976	4,905,372	461,359	279,242	325,315	231,113	272,860	7,508,368
(55,641)	(208,091)	(1,180,842)	(5,169)	(2,569)	(14,554)	(14,569)	(4,867)	(966,981)
869,927	2,024,284	10,014,252	596,485	558,165	530,794	297,835	469,058	9,143,457
--	--	--	--	--	--	--	--	--
\$869,927	\$2,024,284	\$10,014,252	\$596,485	\$558,165	\$530,794	\$297,835	\$469,058	\$9,143,457
=====	=====	=====	=====	=====	=====	=====	=====	=====

EMPLOYER
DIRECTED

USA NETWORKS, INC. EEPP STOCK FUND	PARTICIPANT LOANS	OTHER	TOTAL
\$3,810,145	\$ 71,206	\$ --	7,983,698
--	--	--	199,873
2,260	--	--	330,161
--	--	(177,401)	4,344,516
--	--	(61,413)	1,324,141
--	--	--	656,983
5,721,428	97,531	--	8,428,047
9,533,833	168,737	(238,814)	23,267,419
--	1,219,365	--	--
(143,441)	(59,438)	--	(3,332,440)
9,390,392	1,328,664	(238,814)	19,934,979
--	--	282,339	22,460,343
\$9,390,392	\$1,328,664	\$ 43,525	\$42,395,322
=====	=====	=====	=====

Notes to Financial Statements

5. INCOME TAXES

The Plan has received a determination letter from the Internal Revenue Service dated June 13, 1996, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

6. YEAR 2000 ISSUE (UNAUDITED)

The Plan Sponsor has determined that it will be necessary to take certain steps in order to ensure that the Plan's information systems are prepared to handle Year 2000 dates. The Plan Sponsor is taking a two phase approach. The first phase addresses internal systems that must be modified or replaced to function properly. Both internal and external resources are being utilized to replace or modify existing software applications, and test software and equipment for the Year 2000 modifications. The Plan Sponsor anticipates substantially completing this phase of the project by August 1999. Costs associated with modifying software and equipment are not estimated to be significant and will be paid by the Plan Sponsor.

For the second phase of the project, Plan management established formal communications with its third-party service providers to determine that they have developed plans to address their own Year 2000 problems as they relate the Plan's operations. All third-party service providers have indicated that they will be Year 2000 compliant by early 1999. If modification of data processing systems of either the Plan, the Plan Sponsor, or its service providers are not completed timely, the Year 2000 problem could have a material impact on the operations of the Plan. Plan management has not developed a contingency plan because they are confident that all systems will be Year 2000 ready.

SUPPLEMENTAL SCHEDULES

USA Networks, Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

E.I.N. 59-2649518
Plan No: 001

Line 27a -- Schedule of Assets Held for Investment Purposes

December 31, 1998

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT (INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE)	COST	CURRENT VALUE
-----	-----	-----	-----
*New York Life Anchor Account	Pooled separate account	\$ 6,333,846	\$ 6,333,846
Mainstay Institutional Money Market	Money Market fund	686,032	686,032
Mainstay High Yield Corporate Bond Fund	Mutual fund	318,482	300,131
PIMCO Total Return Fund	Mutual fund	502,168	494,507
Dodge & Cox Stock Fund	Mutual fund	932,408	869,927
Franklin Balance Sheet Investment Fund	Mutual fund	2,159,866	2,024,284
Mainstay Institutional Indexed Equity Fund	Mutual fund	8,424,904	10,014,252
Strong Schafer Value Fund	Mutual fund	643,660	596,485
Franklin Small Cap Growth Fund	Mutual fund	564,530	558,165
PIMCO Mid Cap Growth Fund	Mutual fund	527,938	530,794
GAM International Fund	Mutual fund	318,773	297,835
T Rowe Price International Stock Fund	Mutual fund	462,056	469,058
*USA Networks, Inc.	Common stock	6,795,494	17,847,817
		-----	-----
Participant Loans	3.75 to 10%	28,670,157	41,023,133
		--	1,328,664
		-----	-----
		\$28,670,157	\$42,351,797
		=====	=====

*Party-in-interest

E.I.N. 59-2649518

Plan No: 001

Line 27b-Schedule of Loans or Fixed Income Obligations

Year ended December 31, 1998

Amount Received During Reporting Year -----					Amount Overdue -----		
Identity Of Obligor	Original Amount Of Loan	Principal	Interest	Unpaid Balance at End Of Year	Detailed Description Of Loan	Principal	Interest

Steven Burnett 6640 Park Street Hollywood, Fl	\$9,000	\$1,092	\$443	\$6,314	Date of making November 1, 1996, 9.25%, matures March 29, 2002, collateralized by participant's account, distributed subsequent to year end.	\$388	\$131

Line 27d -- Schedule of Reportable Transactions
Year ended December 31, 1998

IDENTITY OF PARTY INVOLVED - - - - -	DESCRIPTION OF ASSET - - - - -	PURCHASE PRICE - - - - -	SELLING PRICE - - - - -	COST OF ASSET - - - - -
Category (i)--Individual Transactions in Excess of 5% of Plan Assets				
PNC Bank	Investment Contract Fund		\$3,465,804	\$ 2,987,880
PNC Bank	Intermediate Government Fund		1,178,767	1,165,642
PNC Bank	Index Equity Fund		4,733,386	3,466,762
PNC Bank	Small Capital Equity Fund		1,610,931	1,394,971
PNC Bank	Fidelity Advisor Growth Fund		1,649,304	1,425,375
New York Life	Anchor Account	\$ 4,644,571		4,644,571
*	Franklin Balance Sheet Investment Fund	1,610,931		1,610,931
*	Main Stay Institutional Indexed Equity Fund	6,382,690		6,382,690
*	Main Stay Institutional Indexed Equity Fund	1,808,155		1,808,155
Category (iii)--Series of Transactions in Excess of 5% of Plan Assets				
New York Life	Anchor Account	7,767,551		7,767,551
New York Life	Anchor Account		1,433,705	1,433,705
*	Dodge & Cox Stock Fund	1,060,624		1,060,624
*	Dodge & Cox Stock Fund		123,175	128,216
*	Franklin Balance Sheet Investment Fund	2,767,741		2,767,741
*	Franklin Balance Sheet Investment Fund		612,871	607,875
*	Main Stay Institutional Indexed Equity Fund	10,660,431		10,660,431
*	Main Stay Institutional Indexed Equity Fund		2,490,678	2,235,527
*	USA Networks, Inc. Stock Fund	225,720		225,270
*	USA Networks, Inc. Stock Fund		3,129,952	1,449,726

IDENTITY OF PARTY INVOLVED - - - - -	DESCRIPTION OF ASSET - - - - -	CURRENT VALUE OF ASSET ON TRANSACTION DATE - - - - -	NET GAIN (LOSS) - - - - -
Category (i)--Individual Transactions in Excess of 5% of Plan Assets			
PNC Bank	Investment Contract Fund	\$ 3,465,804	\$ 477,924
PNC Bank	Intermediate Government Fund	1,178,767	13,125
PNC Bank	Index Equity Fund	4,733,386	1,266,624
PNC Bank	Small Capital Equity Fund	1,610,931	215,960
PNC Bank	Fidelity Advisor Growth Fund	1,649,804	223,929
New York Life	Anchor Account	4,644,571	
*	Franklin Balance Sheet Investment Fund	1,610,931	
*	Main Stay Institutional Indexed Equity Fund	6,382,690	
*	Main Stay Institutional Indexed Equity Fund	1,808,155	
Category (iii)--Series of Transactions in Excess of 5% of Plan Assets			
New York Life	Anchor Account	7,767,551	
New York Life	Anchor Account	1,433,705	--
*	Dodge & Cox Stock Fund	1,060,624	
*	Dodge & Cox Stock Fund	123,175	(5,041)
*	Franklin Balance Sheet Investment Fund	2,767,741	
*	Franklin Balance Sheet Investment Fund	612,871	4,996
*	Main Stay Institutional Indexed Equity Fund	10,660,431	
*	Main Stay Institutional Indexed Equity Fund	2,490,678	255,151
*	USA Networks, Inc. Stock Fund	225,720	
*	USA Networks, Inc. Stock Fund	3,129,952	1,680,226

There were no Category (ii) or (iv) transactions.

* Transactions made on the market

Note: Lease rental and expense incurred with transaction are not applicable.

USA Networks Inc. Retirement Savings Plan
(previously known as "Home Shopping Network, Inc. Retirement Savings Plan")

E.I.N. 59-2649518
PLAN NO: 001

LINE 27f -- SCHEDULE OF NON-EXEMPT TRANSACTIONS

YEAR ENDED DECEMBER 31, 1998

IDENTITY OF PARTY INVOLVED -----	RELATIONSHIP TO PLAN, EMPLOYER, OR OTHER PARTY-IN-INTEREST -----	DESCRIPTION OF TRANSACTIONS INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE -----	PURCHASE PRICE -----	SELLING PRICE -----	LEASE RENTAL -----
Silver King	Plan sponsor	Late remittance of participant contributions for December-made March 25, 1998	\$ 2,160	N/A	N/A
Silver King	Plan sponsor	Late remittance of participant contributions for January-made March 20, 1998	15,666	N/A	N/A
Silver King	Plan sponsor	Late remittance of participant contributions for February-made March 23, 1998	41,555	N/A	N/A

IDENTITY OF PARTY INVOLVED -----	EXPENSES INCURRED IN CONNECTION WITH TRANSACTION -----	COST OF ASSET -----	CURRENT VALUE OF ASSET ON TRANSACTION DATE -----	NET GAIN OR (LOSS) ON EACH TRANSACTION -----
Silver King	N/A	\$ 2,160	\$ 2,160	N/A
Silver King	N/A	15,666	15,666	N/A
Silver King	N/A	41,555	41,555	N/A
Silver King				

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8, No. 333-48869) pertaining to USA Networks, Inc. Retirement Savings Plan of our report dated June 22, 1999, with respect to the financial statements and schedules of the USA Networks, Inc. Retirement Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1998.

/s/ Ernst & Young LLP

Tampa, Florida
June 22, 1999