

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A*
Under the Securities Exchange Act of 1934

USA Networks, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

902984 10 3
(CUSIP Number)

Charles Y. Tanabe, Esq.
Senior Vice President
and General Counsel
Liberty Media Corporation
Englewood, CO 80112
(720) 875-5400

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Wachtell, Lipton, Rosen
& Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Karen Randall, Esq.
Universal Studios, Inc.
100 Universal City Plaza
Universal City, CA 91608
(818) 777-1000

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

July 19, 1999
(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. ☐

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).

* Note: This statement constitutes Amendment No. 5 of the Report on Schedule 13D of the reporting group consisting of Tele-Communications, Inc. (replaced, pursuant to this amendment, as a member of the reporting group by Liberty Media Corporation), Barry Diller, The Seagram Company Ltd., Universal Studios, Inc. and the BDTV Entities. This statement also constitutes Amendment No. 17 and the final amendment of a Report on Schedule 13D of Tele-Communications, Inc., the initial filing of a Report on Schedule 13D of Liberty Media Corporation, Amendment No. 15 of a Report on Schedule 13D of Barry Diller, Amendment No. 5 of a Report on Schedule 13D of The Seagram Company Ltd. and Universal Studios, Inc., Amendment No. 11 of a Report on Schedule 13D of BDTV INC., Amendment No. 9 of a Report on Schedule 13D of BDTV II INC., Amendment No. 6 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 5 of a Report on Schedule 13D of BDTV IV INC.

Page 1 of 32 Pages

(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Tele-Communications, Inc.

(2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

(3) SEC Use Only

(4) Source of Funds

Not Applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | |
|------|---|--------------------------|
| (7) | Sole Voting Power | None; see Item 2 |
| (8) | Shared Voting Power | None; see Item 2 |
| (9) | Sole Dispositive Power | None; see Item 2 |
| (10) | Shared Dispositive Power | None; see Item 2 |
| (11) | Aggregate Amount Beneficially Owned
by Each Reporting Person | None; see Item 2 |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> |
| (13) | Percent of Class Represented by Amount in Row (11) | 0% |
| (14) | Type of Reporting Person (See Instructions) | |

C0

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Liberty Media Corporation

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

WC

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

Excludes shares beneficially owned by the executive officers and directors of Liberty, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 10,430,000 shares of Common Stock granted to Mr. Diller, none of which is currently vested or exercisable and none of which becomes exercisable within 60 days. Excludes (i) Liberty Exchange Shares issuable to Liberty, (ii) 141,080,765 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of shares of USANI LLC ("LLC Shares"), and (iii) 22,887,344 shares of Common Stock issuable to Liberty upon exchange of LLC Shares, each of which is subject to terms and conditions set forth in the Liberty Exchange Agreement and the Transaction Agreements previously filed by the parties, including the limitations of the Communications Act of 1934, as amended (the "Communications Act"). See Item 6.

- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

The Seagram Company Ltd.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

WC; 00

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

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- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Universal Studios, Inc.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

WC; 00

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

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- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Barry Diller

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

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- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

IN

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV INC.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

Excludes shares beneficially owned by the executive officers and directors of Liberty, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 10,430,000 shares of Common Stock granted to Mr. Diller, none of which is currently vested or exercisable and none of which becomes exercisable within 60 days. Excludes (i) Liberty Exchange Shares issuable to Liberty, (ii) 141,080,765 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of shares of USANI LLC ("LLC Shares"), and (iii) 22,887,344 shares of Common Stock issuable to Liberty upon exchange of LLC Shares, each of which is subject to terms and conditions set forth in the Liberty Exchange Agreement and the Transaction Agreements previously filed by the parties, including the limitations of the Communications Act of 1934, as amended (the "Communications Act"). See Item 6.

- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV II INC.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 65,258,282 shares

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Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV III INC.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

Excludes shares beneficially owned by the executive officers and directors of Liberty, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 10,430,000 shares of Common Stock granted to Mr. Diller, none of which is currently vested or exercisable and none of which becomes exercisable within 60 days. Excludes (i) Liberty Exchange Shares issuable to Liberty, (ii) 141,080,765 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of shares of USANi LLC ("LLC Shares"), and (iii) 22,887,344 shares of Common Stock issuable to Liberty upon exchange of LLC Shares, each of which is subject to terms and conditions set forth in the Liberty Exchange Agreement and the Transaction Agreements previously filed by the parties, including the limitations of the Communications Act of 1934, as amended (the "Communications Act"). See Item 6.

- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

BDTV IV INC.

- (2) Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

- (3) SEC Use Only

- (4) Source of Funds

Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ☐

- (6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Items 3 and 5

- (8) Shared Voting Power 65,258,282 shares

- (9) Sole Dispositive Power None; see Items 3 and 5

- (10) Shared Dispositive Power 65,258,282 shares

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 65,258,282 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☒

Excludes shares beneficially owned by the executive officers and directors of Liberty, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 10,430,000 shares of Common Stock granted to Mr. Diller, none of which is currently vested or exercisable and none of which becomes exercisable within 60 days. Excludes (i) Liberty Exchange Shares issuable to Liberty, (ii) 141,080,765 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of shares of USANI LLC ("LLC Shares"), and (iii) 22,887,344 shares of Common Stock issuable to Liberty upon exchange of LLC Shares, each of which is subject to terms and conditions set forth in the Liberty Exchange Agreement and the Transaction Agreements previously filed by the parties, including the limitations of the Communications Act of 1934, as amended (the "Communications Act"). See Item 6.

- (13) Percent of Class Represented by Amount in Row (11) 35.9%

Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and the exercise of options to purchase 15,101,694 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 75.0% of the voting power of the Company.

- (14) Type of Reporting Person (See Instructions)

CO

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Statement of

TELE-COMMUNICATIONS, INC.,
LIBERTY MEDIA CORPORATION,
BARRY DILLER,
UNIVERSAL STUDIOS, INC.,
THE SEAGRAM COMPANY LTD.,
BDTV INC.,
BDTV II INC.,
BDTV III INC.
and
BDTV IV INC.

Pursuant to Section 13(d) of the Securities Exchange Act of 1934

in respect of

USA NETWORKS, INC.

This Report on Schedule 13D relates to the common stock, par value \$.01 per share (the "Common Stock"), of USA Networks, Inc., a Delaware corporation (the "Company"). The Reports on Schedule 13D, as amended and supplemented, originally filed with the Commission by (i) the reporting group (the "Reporting Group") consisting of Tele-Communications, Inc., a Delaware Corporation ("TCI") (replaced, pursuant to this amendment, as a member of the Reporting Group by Liberty Media Corporation, a Delaware corporation ("Liberty")), Mr. Barry Diller, Universal Studios, Inc., a Delaware corporation ("Universal"), The Seagram Company Ltd., a Canadian corporation ("Seagram"), BDTV INC., a Delaware corporation ("BDTV"), BDTV II INC., a Delaware corporation ("BDTV II"), BDTV III INC., a Delaware corporation ("BDTV III"), and BDTV IV, INC., a Delaware corporation ("BDTV IV") (each, a "Reporting Person"), on February 24, 1998 (the "Reporting Group Schedule 13D"), (ii) TCI on August 15, 1994 (the "TCI Schedule 13D"), (iii) Mr. Diller on August 29, 1995 (the "Barry Diller Schedule 13D"), (iv) Universal and Seagram on February 24, 1998 (the "Universal Schedule 13D"), (v) BDTV on August 16, 1996 (the "BDTV Schedule 13D"), (vi) BDTV II on December 24, 1996 (the "BDTV II Schedule 13D"), (vii) BDTV III on July 28, 1997 (the "BDTV III Schedule 13D"), and (viii) BDTV IV on February 24, 1998 (the "BDTV IV Schedule 13D"), are each hereby amended and supplemented to include the information set forth herein. This Report on Schedule 13D constitutes Amendment No. 5 to the Reporting Group Schedule 13D, Amendment No. 17 and the final amendment to the TCI Schedule 13D, the original filing of a Report on Schedule 13D of Liberty (the "Liberty Schedule 13D"), Amendment No. 15 to the Barry Diller Schedule 13D, Amendment No. 5 to the Universal Schedule 13D, Amendment No. 11 to the BDTV Schedule 13D, Amendment No. 9 to the BDTV II Schedule 13D, Amendment No. 6 to

the BDTV III Schedule 13D and Amendment No. 5 to the BDTV IV Schedule 13D. The Reporting Group Schedule 13D, the TCI Schedule 13D, the Liberty Schedule 13D, the Barry Diller Schedule 13D, the Universal Schedule 13D, the BDTV Schedule 13D, the BDTV II Schedule 13D, the BDTV III Schedule 13D and the BDTV IV Schedule 13D are collectively referred to as the "Schedule 13D." Capitalized terms not defined herein have the meanings given to such terms in the prior Reports on Schedule 13D referred to in this paragraph.

Information contained herein with respect to each Reporting Person and its executive officers, directors and controlling persons is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person.

ITEM 2. Identity and Background

The information contained in Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Descendants of the late Samuel Bronfman and trusts established for their benefit (collectively, the "Bronfman Family") beneficially own directly or indirectly approximately 24.6% of the outstanding common shares without nominal or par value of Seagram (the "Seagram Common Shares"). Of that amount, Bronfman Associates, a partnership of which Edgar M. Bronfman, his children and a trust for the benefit of Edgar M. Bronfman and his descendants are the sole partners and of which Edgar M. Bronfman is the managing partner, along with a second trust for the benefit of Edgar M. Bronfman and his descendants, own directly approximately 13.9% of the Seagram Common Shares; trusts for the benefit of Charles R. Bronfman and his descendants own directly approximately 9.5% of the Seagram Common Shares; trusts for the benefit of the family of the late Minda de Gunzberg and members of her immediate family own directly or indirectly approximately 0.3% of the Seagram Common Shares; a charitable foundation of which Charles R. Bronfman is among the directors owns approximately 0.8% of the Seagram Common Shares; another charitable foundation of which Charles R. Bronfman is among the directors owns approximately 0.01% of the Seagram Common Shares; a charitable foundation of which Edgar M. Bronfman and Charles R. Bronfman are among the trustees owns approximately 0.1% of the Seagram Common Shares and Edgar M. Bronfman, Charles R. Bronfman and their respective spouses and children own directly approximately 0.01% of the Seagram Common Shares. In addition, such persons hold options which are currently exercisable or become exercisable within 60 days to purchase an additional 0.9% of the Seagram Common Shares, calculated pursuant to Rule 13d-3 of the Rules and Regulations under the Act. Percentages set forth in this Item 2 are based on the number of Seagram Common Shares outstanding as of June 10, 1999 (as adjusted to give effect to the public offering by Seagram of 29,000,000 Seagram Common Shares consummated on June 21, 1999).

Edgar M. Bronfman is Chairman of the Board of Seagram and a director of Seagram. Charles R. Bronfman is Co-Chairman of the Board of Seagram and Chairman of the Executive

Committee of Seagram and a director of Seagram. Edgar M. Bronfman, Charles R. Bronfman and the late Minda de Gunzburg are siblings.

Pursuant to a voting trust agreement, Charles R. Bronfman serves as voting trustee for Seagram Common Shares beneficially owned directly or indirectly by Bronfman Associates, the aforesaid trusts for the benefit of Edgar M. Bronfman and his descendants, the aforesaid trusts for the benefit of Charles R. Bronfman and his descendants and the first two of the three aforesaid charitable foundations. Pursuant to another voting trust agreement, Edgar M. Bronfman and Charles R. Bronfman are among the voting trustees for Seagram Common Shares beneficially owned directly or indirectly by trusts for the benefit of the family of the late Minda de Gunzburg and members of her immediate family. Neither voting trust agreement contains restrictions on the right of the voting trustees to vote the deposited Seagram Common Shares.

The information contained in Schedule 1 of the Schedule 13D is hereby amended as set forth in Schedule 1 attached hereto. During the last five years, neither Universal, Seagram nor any of the persons named on Schedule 1 (the "Schedule 1 Persons") (to the knowledge of Universal or Seagram) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither Universal, Seagram nor any of the Schedule 1 Persons (to the knowledge of Universal or Seagram) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

On March 9, 1999, AT&T Corp. ("AT&T") acquired all of the outstanding common stock of TCI through a merger of TCI with and into a wholly owned subsidiary of AT&T. As a result of this merger and the governance provisions described below, neither AT&T nor TCI is deemed to be the beneficial owner of the securities of the Company held by Liberty. Accordingly, as a result of the AT&T/TCI merger, Liberty is the beneficial owner of such securities and TCI will no longer constitute a Reporting Person with respect to the Company.

Liberty's principal business address is 9197 South Peoria Street, Englewood, Colorado 80112. The Liberty Media Group (the "Liberty Media Group"), which is a "tracking stock" group of AT&T and principally consists of the assets and business of Liberty and its subsidiaries as well as certain other indirect subsidiaries of AT&T which have assets and businesses related to those of Liberty, is engaged in (i) the production, acquisition and distribution through all available formats and media of branded entertainment, educational and informational programming and software, including multimedia products; (ii) electronic retailing, direct marketing, advertising sales related to programming services, infomercials and transaction processing; (iii) international cable television distribution, telephony and programming; (iv) satellite communications and (v) investments in wireless domestic telephony and other technology ventures.

The members of the Board of Directors and executive officers of Liberty manage the business and affairs of Liberty. Although Liberty is an indirect wholly owned subsidiary of

AT&T, a majority of Liberty's Board of Directors consists of individuals designated by TCI prior to the acquisition of TCI by AT&T. If these individuals or their designated successors cease to constitute a majority of Liberty's Board, Liberty will transfer all of its assets and businesses to a new entity. Although the outstanding equity interests of this new entity would be owned substantially by AT&T, it would continue to be managed by the management of Liberty that existed prior to such transfer of assets.

Schedule 3 attached to this Schedule 13D contains the following information concerning each director, executive officer and controlling person of Liberty: (i) the name and residence or business address, (ii) the principal occupation or employment; and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule 3 is incorporated herein by reference. To the knowledge of Liberty, each of the persons named on Schedule 3 (the "Schedule 3 Persons") is a United States citizen, except for David J.A. Flowers, who is a Canadian citizen. During the last five years, neither Liberty nor any of the Schedule 3 Persons (to the knowledge of Liberty) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither Liberty nor any of the Schedule 3 Persons (to the knowledge of Liberty) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Schedule 4 attached to this Schedule 13D contains the following information which has been provided to Liberty by AT&T concerning each director, executive officer or controlling person of AT&T: (i) the name and residence or business address, (ii) the principal occupation or employment; and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Schedule 4 is incorporated herein by reference. Based upon information provided to Liberty by AT&T, (i) to the knowledge of AT&T, each of the persons named on Schedule 4 (the "Schedule 4 Persons") is a United States citizen, (ii) during the last five years, neither AT&T nor any of the Schedule 4 Persons (to the knowledge of AT&T) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and (iii) during the last five years, neither AT&T nor any of the Schedule 4 Persons (to the knowledge of AT&T) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. Source of Funds or other Consideration

The information contained in Item 3 of this amendment to the Schedule 13D is hereby amended and supplemented by adding the information set forth in Item 5 of this Schedule 13D, which is hereby incorporated by reference herein.

ITEM 4. Purpose of the Transactions

With respect to the preemptive right transactions summarized in Item 5 below, the purpose of the transactions is for Universal or Liberty, as the case may be, to maintain, after an issuance event, the respective percentage ownership interests in the Company which they held prior to an issuance of stock by the Company. These transactions are effected pursuant to the Investment Agreement, previously filed as an exhibit hereto. The Investment Agreement provides that each of Universal and Liberty has a preemptive right, at an exercise price equal to the issue price for the event to which such preemptive right relates. Under the Investment Agreement, the Company may aggregate such issuances until they total at least 1% of the Company's fully-converted capitalization. As a result, at the time Universal and Liberty exercise their respective preemptive rights with respect to a particular event, the market price of the Company's Common Stock may be higher or lower than the exercise price.

ITEM 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On May 28, 1999, Universal acquired 600,000 shares of Common Stock in connection with the merger of OFI Holdings, Inc. ("OFI") with and into Flick Merger Corp., a wholly owned subsidiary of the Company (the "OFI Merger Transaction"). Universal acquired 300,000 of such shares of Common Stock in consideration of its 54.6% interest in OFI. Universal acquired the other 300,000 shares of Common Stock for an aggregate consideration of \$12,000,000, or \$40.00 per share, which cash proceeds the Company used to purchase the remaining 45.4% interest in OFI from the OFI shareholders other than Universal. The \$12,000,000 due the Company from Universal in connection with the foregoing purchase was drawn from the working capital of Universal.

As provided in the Investment Agreement, each of Universal and Liberty has been granted a preemptive right with respect to issuances of the Company's capital stock, subject to certain limitations, to maintain the percentage ownership in the Company that each had immediately prior to such issuances. In accordance with the foregoing, each of Universal and Liberty has exercised preemptive rights to acquire Company capital stock as follows: (a) with respect to the issuance of Common Stock in connection with option exercises and related events between June 11, 1998 and May 31, 1999 (i) on July 19, 1999, Universal acquired 7,390,876 LLC Shares for an aggregate consideration of \$242,272,915.28, or \$32.78 per share and (ii) on July 19, 1999, Liberty acquired 3,479,486 shares of Common Stock for an aggregate consideration of \$114,057,551.08, or \$32.78 per share; and (b) with respect to the issuance of 600,000 shares of Common Stock to Universal in connection with the OFI Merger Transaction, (i) on July 19, 1999, Liberty acquired 159,159 shares of Common Stock for an aggregate consideration of \$6,248,582.34, or \$39.26 per share. The aggregate amount due the Company from Universal in connection with the foregoing purchase was drawn from the working capital of Universal. The aggregate amount due the Company from Liberty in connection with the foregoing purchases was drawn from the working capital of Liberty.

The Company has informed the Reporting Group that as of June 30, 1999, there were 131,471,584 shares of Common Stock outstanding and 31,516,726 shares of Class B Common Stock outstanding. The Reporting Group beneficially owns 65,258,282 shares of Common Stock, representing approximately 35.9% of the shares of Common Stock. This figure assumes (i) the conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock and (ii) the exercise of options currently exercisable or exercisable within 60 days of June 30, 1999 to purchase 15,101,694 shares of Common Stock held by Mr. Diller. In addition, (i) Universal beneficially owns 141,080,765 LLC Shares exchangeable for 73,285,000 shares of Class B Common Stock and 67,795,765 shares of Common Stock and (ii) Liberty beneficially owns 22,887,344 LLC Shares exchangeable for 22,887,344 shares of Common Stock. In each case, the exchange of LLC shares is subject to terms and conditions set forth in the Transaction Agreements, including the limitations of the Communications Act. As disclosed previously, Liberty HSN has the right, under certain circumstances set forth in the Liberty Exchange Agreement as amended by the Investment Agreement, to acquire the Liberty Exchange Shares.

Except as set forth or incorporated by reference herein, no Reporting Person nor, to the best knowledge of each Reporting Person, any executive officer or director of such Reporting Person has effected any transaction in the Common Stock during the past 60 days.

Pamela S. Cherney, Treasurer of Universal, beneficially owns and has sole voting and dispositive power over 100 shares of Common Stock, representing less than .01% of the outstanding shares of Common Stock.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by each of the other Reporting Persons.

ITEM 7. Material to be Filed as Exhibits

The information contained in Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The following document is filed as an exhibit to this statement:

41. Fifth Amended and Restated Joint Filing Agreement by and among Tele-Communications, Inc., Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC, dated as of July 19, 1999.

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.

Dated: July 19, 1999

TELE-COMMUNICATIONS, INC.

By: /s/ Derek Chang

Name: Derek Chang

Title: Executive Vice President

LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title: Senior Vice President and
General Counsel

/s/ Barry Diller

Barry Diller

UNIVERSAL STUDIOS, INC.

By: /s/ Karen Randall

Name: Karen Randall

Title: Senior Vice President and
General Counsel

THE SEAGRAM COMPANY LTD.

By: /s/ Daniel R. Paladino

Name: Daniel R. Paladino

Title: Executive Vice President

BDTV INC., BDTV II INC.,
BDTV III INC., BDTV IV INC.

By: /s/ Barry Diller

Name: Barry Diller

Title: President

INDEX TO EXHIBITS

1. Written Agreement between TCI and Mr. Diller regarding Joint Filing of Schedule 13D./*/
2. Definitive Term Sheet regarding Stockholders Agreement, dated as of August 24, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
3. Definitive Term Sheet regarding Equity Compensation Agreement, dated as of August 24, 1995, by and between the Company and Mr. Diller./*/
4. Press Release issued by the Company and Mr. Diller, dated August 25, 1995./*/
5. Letter Agreement, dated November 13, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
6. Letter Agreement, dated November 16, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
7. First Amendment to Stockholders Agreement, dated as of November 27, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
8. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver Management Company, Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
9. Exchange Agreement, dated as of November 27, 1995, by and between Silver Management Company and Silver King Communications, Inc./*/
10. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver King Communications, Inc., Thames Acquisition Corp. and Savoy Pictures Entertainment, Inc./*/
11. Voting Agreement, dated as of November 27, 1995, by and among Certain Stockholders of the Company and Savoy Pictures Entertainment, Inc./*/
12. Letter Agreement, dated March 22, 1996, by and between Liberty Media Corporation and Barry Diller./*/
13. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum and Order, adopted March 6, 1996 and released March 11, 1996./*/
14. In re Applications of Roy M. Speer and Silver Management Company, Request for Clarification of Silver Management Company, dated April 10, 1996./*/
15. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum Opinion and Order and Notice of Apparent Liability, adopted June 6, 1996 and released June 14, 1996./*/
16. Amended and Restated Joint Filing Agreement of TCI, Mr. Diller and BDTV./*/

17. Amended and Restated Certificate of Incorporation of BDTV INC./*/
18. Press Release issued by the Company and Home Shopping Network, Inc., dated August 26, 1996./*/
19. Agreement and Plan of Exchange and Merger, dated as of August 25, 1996, by and among the Company, Home Shopping Network, Inc., House Acquisition Corp., and Liberty HSN, Inc./*/
20. Termination Agreement, dated as of August 25, 1996, among the Company, BDTV Inc., Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
21. Voting Agreement, dated as of August 25, 1996, by and among Certain Stockholders of Home Shopping Network, Inc. and the Company./*/
22. Voting Agreement, dated as of August 25, 1996, by and among Barry Diller, Liberty Media Corporation, Arrow Holdings, LLC, BDTV Inc., and Home Shopping Network, Inc./*/
23. Letter Agreement, dated as of August 25, 1996, by and between Liberty Media Corporation and Barry Diller./*/
24. Second Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc. and BDTV II Inc./*/
25. Stock Exchange Agreement, dated as of December 20, 1996, by and between the Company and Liberty HSN, Inc./*/
26. Letter Agreement, dated as of February 3, 1997, by and between BDTV INC. and David Geffen./*/
27. Stock Exchange Agreement, dated as of May 20, 1997, by and between HSN, Inc. and Mr. Allen./*/
28. Stockholders Agreement, dated as of May 20, 1997, by and among, Mr. Diller, Mr. Allen and Liberty Media Corporation./*/
29. Letter Agreement, dated as of May 20, 1997, by and between Mr. Diller and Liberty Media Corporation./*/
30. Third Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc., BDTV II Inc. and BDTV III Inc./*/
31. Certificate of Incorporation of BDTV III Inc./*/
32. Investment Agreement among Universal Studios, Inc., HSN, Inc., Home Shopping Network, Inc. and Liberty Media Corporation, dated as of October 19, 1997 as amended and restated as of December 18, 1997./*/

33. Governance Agreement among HSN, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of October 19, 1997./*/
34. Stockholders Agreement among Universal Studios, Inc., Liberty Media Corporation, Barry Diller, HSN, Inc. and The Seagram Company Ltd. dated as of October 19, 1997./*/
35. Spinoff Agreement among Liberty Media Corporation, Universal Studios, Inc. and HSN, Inc. dated as of October 19, 1997./*/
36. Exchange Agreement among HSN, Inc., Universal Studios, Inc. and Liberty Media Corporation, dated as of October 19, 1997./*/
37. Amended and Restated LLC Operating Agreement of USANi LLC, by and among USA Networks, Inc., Home Shopping Network, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of February 12, 1998./*/
38. Letter Agreement between Liberty HSN, Inc. and HSN, Inc., dated as of October 19, 1997./*/
39. Fourth Amended and Restated Joint Filing Agreement between Tele-Communications, Inc., Universal Studios, Inc., The Seagram Company Ltd. and Barry Diller, dated as of February 23, 1998./*/
40. Certificate of Incorporation of BDTV IV INC./*/
41. Fifth Amended and Restated Joint Filing Agreement by and among Tele-Communications, Inc., Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC, dated as of July 19, 1999.

/*/ Previously filed.

SCHEDULE 1

1. Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Universal. The name of each person who is a director of Universal is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 100 Universal City Plaza, Universal City, California 91608.

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
EDGAR BRONFMAN, JR.* 375 Park Avenue New York, New York 10152	Chief Executive Officer and President of Seagram and Chairman of the Executive Committee of Universal	United States
SAMUEL BRONFMAN II* 2600 Campus Drive Suite 160 San Mateo, CA 94403	President of Seagram Chateau & Estate Wines Company (a division of a subsidiary of Seagram)	United States
DANIEL R. PALADINO* 375 Park Avenue New York, New York 10152	Executive Vice President, Legal and Environmental Affairs of Seagram	United States
ROBERT W. MATSCHULLAT* 375 Park Avenue New York, New York 10152	Vice Chairman and Chief Financial Officer of Seagram	United States
YASUO NAKAMURA*	General Manager, Matsushita Entertainment & Media Liaison Office at Universal	Japan
RON MEYER*	President and Chief Operating Officer of Universal	United States
BRIAN C. MULLIGAN*	Executive Vice President, Operations and Financial of Universal	United States
CATHY A. NICHOLS	Executive Vice President of Universal	United States

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
HELLENE S. RUNTAGH	Executive Vice President of Universal	United States
KAREN RANDALL*	Senior Vice President and General Counsel of Universal	United States
KENNETH L. KAHRS	Senior Vice President, Human Resources of Universal	United States
DEBORAH S. ROSEN	Senior Vice President, Corporate Communications and Public Affairs of Universal	United States
JAY E. SHECTER	Vice President, Strategic Sourcing of Universal	Canada
PAUL BUSCEMI 800 Third Avenue New York, New York 10022	Vice President, Tax of Joseph E. Seagram & Sons, Inc. and Vice President of Universal	United States
MAREN CHRISTENSEN	Vice President of Universal	United States
H. STEPHEN GORDON	Vice President of Universal	United States
LARRY KURZWEIL	Vice President of Universal	United States
MARC PALOTAY	Vice President of Universal	United States
JOHN R. PRESTON	Vice President and Treasurer of Seagram and Vice President of Universal	United States
TERRY A. REAGAN	Vice President and Controller of Universal	United States

Name and Business Address - - - - -	Principal Occupation or Employment - - - - -	Citizenship - - - - -
MARK A. WOOSTER	Vice President of Universal	United States
SHARON S. GARCIA	Secretary of Universal	United States
PAMELA F. CHERNEY	Treasurer of Universal	United States
LEW R. WASSERMAN*	Chairman Emeritus of Universal	United States

2. Set forth below are the name, business address, principal occupation or employment and citizenship of each director and executive officer of Seagram. The name of each person who is a director of Seagram is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 375 Park Avenue, New York, New York 10152.

Name and Business Address - - - - -	Principal Occupation or Employment - - - - -	Citizenship - - - - -
EDGAR M. BRONFMAN*	Chairman of the Board of Seagram	United States
THE HON. CHARLES R. BRONFMAN, P.C., C.C.*	Co-Chairman of the Board and Chairman of the Executive Committee of Seagram	Canada
EDGAR BRONFMAN, JR.*	President and Chief Executive Officer of Seagram	United States
SAMUEL BRONFMAN II* 2600 Campus Drive Suite 160 San Mateo, CA 94403	President of Seagram Chateau & Estate Wines Company and Chairman of The Seagram Beverage Company (each a division of Joseph E. Seagram & Sons, Inc., a subsidiary of Seagram)	United States

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
MATTHEW W. BARRETT, O.C.* First Bank Tower 68th Floor First Canadian Place 100 King Street West Toronto, Ontario M5X 1A1	Chairman of the Board of Bank of Montreal (a financial institution)	Canada
LAURENT BEAUDOIN, C.C.* 800 Rene-Levesque Blvd. West 30th Floor Montreal, Quebec Canada H3B 1Y8	Chairman of the Board and of the Executive Committee of Bombardier Inc. (a transportation, aerospace and motorized products company)	Canada
CORNELIS BOONSTRA Rembrandt Tower Amstelplein 1, 24th Floor 1096 HA Amsterdam The Netherlands	Chairman of the Board of Management and President of Koninklijke Philips Electronics, N.V. (an electronics company)	The Netherlands
RICHARD H. BROWN 5400 Legacy Drive Plano, Texas 75024-3199	Chairman of the Board and Chief Executive Officer of Electronic Data Systems Corporation (an information technology company)	United States
THE HON. WILLIAM G. DAVIS, P.C., C.C., Q.C.* Suite 3000, Aetna Tower 79 Wellington Street West Toronto, Ontario Canada M5K 1N2	Counsel to Tory Tory DesLauriers & Binnington (attorneys)	Canada
ANDRE DESMARAIS* 751 Victoria Square Montreal, Quebec Canada H2Y 2J3	President and Co-Chief Executive Officer of Power Corporation of Canada (a holding and management company)and Deputy Chairman of Power Financial Corporation	Canada

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
BARRY DILLER* 157 West 57th Street 42nd Floor New York, New York 10019	Chairman and Chief Executive Officer of USA Networks, Inc.	United States
MICHELE J. HOOPER*	Corporate Director	United States
DAVID L. JOHNSTON, C.C.* Needles Hall 200 University Avenue West Waterloo, Ontario Canada N2L 3G1	Professor, University of Waterloo	Canada
THE HON. E. LEO KOLBER, SENATOR* c/o Claridge Inc. 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2	Member of The Senate of Canada	Canada
MARIE-JOSEE KRAVIS, O.C.*	Senior Fellow of Hudson Institute Inc. (a non-profit economics research institute)	Canada
ROBERT W. MATSCHULLAT*	Vice Chairman and Chief Financial Officer of Seagram	United States
SAMUEL MINZBERG* 1170 Peel Street 8th Floor Montreal, Quebec Canada H2B 4P2	President and Chief Executive Officer of Claridge Inc. (a management company)	Canada

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
JOHN S. WEINBERG* 85 Broad Street New York, NY 10004	Managing Director of Goldman, Sachs & Co. (investment bankers)	United States
JOHN D. BORGIA	Executive Vice President, Human Resources of Seagram	United States
STEVEN J. KALAGHER	Executive Vice President of Seagram and President and Chief Executive Officer, The Seagram Spirits And Wine Group (a division of Joseph E. Seagram & Sons, Inc.)	United States
DANIEL R. PALADINO	Executive Vice President, Legal and Environmental Affairs of Seagram	United States
TOD R. HULLIN	Senior Vice President, Corporate Communications and Public Affairs of Seagram	United States
GABOR JELLINEK 1430 Peel Street Montreal, Quebec Canada H3A 1S9	Vice President, Production of Seagram and Executive Vice President, Manufacturing, The Seagram Spirits And Wine Group (a division of Joseph E. Seagram & Sons, Inc.)	Canada
JOHN R. PRESTON	Vice President and Treasurer of Seagram	United States
MICHAEL C.L. HALLOWS	Secretary of Seagram	Canada

3. The trustees of the trusts for the benefit of Edgar M. Bronfman and his descendants are Edgar M. Bronfman, Edgar Bronfman, Jr., Matthew Bronfman, Harold R. Handler, Mayo O. Shattuck III and John L. Weinberg. The trustees of the trusts for the benefit of Charles R. Bronfman and his descendants are Stephen R. Bronfman, Ellen J. Bronfman Hauptman, Trevor Carmichael, Neville LeRoy Smith, Bruce I. Judelson, Gary J. Gartner, Steven H. Levin, Arnold M. Ludwick, Jeffrey D. Scheine and Robert S. Vineberg. The trustees of the trusts for the benefit of the family of the late Minda de Gunzburg are Stanley N. Bergman, Dr. Guido Goldman and Leonard M. Nelson. The directors of the first two charitable foundations referenced in Item 2 include Charles R. Bronfman, Stephen R. Bronfman and Arnold M. Ludwick and the trustees of the third charitable foundation include Edgar M. Bronfman, Charles

R. Bronfman, Samuel Bronfman II, Edgar Bronfman, Jr., Robert W. Matschullat and Daniel R. Paladino. Set forth below or under Part 2 above are the address, principal occupation or employment and citizenship of each person named in this Part 3.

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
MATTHEW BRONFMAN 30 West 26th Street 2nd Floor New York, NY 10010	Chief Executive Officer of Perfumes Isabell, L.L.C. (a perfume company)	United States
STEPHEN R. BRONFMAN c/o Claridge Inc. 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2	Private Investor	Canada
ELLEN J. BRONFMAN HAUPTMAN c/o Withers Solicitors 12 Gough Square London, England EC4A 3DE	Private Investor	Canada
HAROLD R. HANDLER 425 Lexington Avenue New York, NY 10017	Attorney whose professional corporation is of counsel to Simpson Thacher & Bartlett (attorneys)	United States
MAYO O. SHATTUCK III Alex Brown Incorporated 1 South Street Baltimore, MD 21202	Co-Chairman and Co-Chief Operating Officer of BT Alex. Brown Incorporated (investment bankers)	United States
JOHN L. WEINBERG 85 Broad Street New York, NY 10004	Senior Chairman of Goldman, Sachs & Co. (investment bankers)	United States
ROBERT S. VINEBERG 1501 McGill College Avenue 26th Floor Montreal, Quebec Canada H3A 3N9	Partner of Goodman Phillips & Vineberg (barristers and solicitors)	Canada

Name and Business Address - - - - -	Principal Occupation or Employment - - - - -	Citizenship - - - - -
GARY J. GARTNER 430 Park Avenue 10th Floor New York, NY 10022	Resident Counsel of Goodman Phillips & Vineberg (attorneys)	Canada
STEVEN H. LEVIN 430 Park Avenue 10th Floor New York, NY 10022	Resident Counsel of Goodman Phillips & Vineberg (attorneys)	United States
JEFFREY D. SCHEINE 430 Park Avenue 10th Floor New York, NY 10022	Resident Counsel of Goodman Phillips & Vineberg (attorneys)	United States
TREVOR CARMICHAEL, Q.C. Chancery Chambers, Chancery House High Street Bridgetown, Barbados	Barrister, Chancery Chambers (attorneys)	Barbados
NEVILLE LEROY SMITH Sunset Drive Pine Gardens St. Michael, Barbados	Managing Director of Royal Bank of Canada Financial Corporation (a financial institution)	Barbados
BRUCE I. JUDELSON 157 Church Street New Haven, CT 06510	Partner of Bergman, Horowitz & Reynolds, P.C. (attorneys)	United States
STANLEY N. BERGMAN 157 Church Street New Haven, CT 06510	Partner of Bergman, Horowitz & Reynolds, P.C. (attorneys)	United States
DR. GUIDO GOLDMAN First Spring Corporation 499 Park Avenue New York, NY 10022	Director of German Studies at the Center for European Studies at Harvard University and Chairman of First Spring Corporation (an investment company)	United States

Name and Business Address - - - - -	Principal Occupation or Employment - - - - -	Citizenship - - - - -
LEONARD M. NELSON 100 Middle Street Portland, ME 04104	Shareholder of Bernstein, Shur, Sawyer & Nelson, P.C. (attorneys)	United States

SCHEDULE 3

The name and present principal occupation or employment of each director and executive officer of Liberty are set forth below. The business address for each person listed below is c/o Liberty Media Corporation, 9197 South Peoria Street, Englewood, Colorado 80112. All executive officers and directors listed on this Schedule 3 are United States citizens, except for David J.A. Flowers, who is a Canadian citizen.

Name - - - - -	Principal Occupation or Employment - - - - -
JOHN C. MALONE	Chairman of the Board and Director of Liberty; Director of AT&T
ROBERT R. BENNETT	President, Chief Executive Officer and Director of Liberty
GARY S. HOWARD	Executive Vice President, Chief Operating Officer and Director of Liberty
LEO J. HINDERY, JR.	Director of Liberty; President and Chief Executive Officer, AT&T Broadband and Internet Services
DANIEL E. SOMERS	Director of Liberty; Senior Executive Vice President and Chief Financial Officer of AT&T
JOHN C. PETRILLO	Director of Liberty; Executive Vice President, Corporate Strategy and Business Development of AT&T
LARRY E. ROMRELL	Director of Liberty; Consultant to TCI
JEROME H. KERN	Director of Liberty; Chairman of Linkshare Corporation

Name	Principal Occupation or Employment
- - - - -	- - - - -
PAUL A. GOULD	Director of Liberty; Managing Director of Allen & Co.
DAVID B. KOFF	Senior Vice President and Assistant Secretary of Liberty
CHARLES Y. TANABE	Senior Vice President, General Counsel and Assistant Secretary of Liberty
PETER ZOLINTAKIS	Senior Vice President of Liberty
VIVIAN J. CARR	Vice President and Secretary of Liberty
KATHRYN S. DOUGLASS	Vice President and Controller of Liberty
DAVID J.A. FLOWERS	Vice President and Treasurer of Liberty

SCHEDULE 4

The name and present principal occupation or employment of each director and executive officer of AT&T are set forth below. The business address for each person listed below is c/o AT&T Corp., 295 North Maple Avenue, Basking Ridge, New Jersey 07920. All executive officers and directors listed on this Schedule 4 are United States citizens.

Name - - - - -	Principal Occupation or Employment -----
C. MICHAEL ARMSTRONG	Chairman of the Board, Chief Executive Officer and Director
KENNETH T. DERR	Director; Chairman and Chief Executive Officer of Chevron Corporation
M. KATHRYN EICKHOFF	Director; President of Eickhoff Economics, Inc.
WALTER Y. ELISHA	Director; Retired Chairman and Chief Executive Officer of Springs Industries, Inc.
GEORGE M. C. FISHER	Director; Chairman and Chief Executive Officer of Eastman Kodak Company
DONALD V. FITES	Director; Chairman, Retired - Caterpillar, Inc.
RALPH S. LARSEN	Director; Chairman and Chief Executive Officer of Johnson & Johnson
JOHN C. MALONE	Director; Chairman of the Board of Liberty
DONALD F. MCHENRY	Director; President of IRC Group
MICHAEL I. SOVERN	Director; President Emeritus and Chancellor Kent Professor of Law at Columbia University
SANFORD I. WEILL	Director; Chairman and Co-CEO of Citigroup Inc.
THOMAS H. WYMAN	Director; Senior Advisor of SBC Warburg, Inc.
JOHN D. ZEGLIS	President and Director
HAROLD W. BURLINGAME	Executive Vice President, Merger & Joint Venture Integration
JAMES CICCONI	Executive Vice President-Law & Governmental Affairs and General Counsel

Name	Principal Occupation or Employment
- - - - -	- - - - -
MIRIAN GRADDICK	Executive Vice President, Human Resources
DANIEL R. HESSE	Executive Vice President and President & CEO, AT&T Wireless Services, Inc.
LEO J. HINDERY, JR.	President and Chief Executive Officer, AT&T Broadband and Internet Services
FRANK IANNA	Executive Vice President and President, AT&T Network Services
MICHAEL G. KEITH	Executive Vice President and President, AT&T Business Services
H. EUGENE LOCKHART	Executive Vice President and President, AT&T Consumer Services
RICHARD J. MARTIN	Executive Vice President, Public Relations and Employee Communication
DAVID C. NAGEL	President, AT&T Labs & Chief Technology Officer
JOHN C. PETRILLO	Executive Vice President, Corporate Strategy and Business Development
RICHARD ROSCITT	Executive Vice President and President & CEO, AT&T Solutions
DANIEL E. SOMERS	Senior Executive Vice President and Chief Financial Officer

FIFTH AMENDED AND RESTATED JOINT FILING AGREEMENT, dated as of July 19, 1999, by and among Tele-Communications, Inc., a Delaware corporation ("TCI"), Liberty Media Corporation, a Delaware corporation ("Liberty"), Barry Diller, Universal Studios, Inc., a Delaware corporation ("Universal"), The Seagram Company Ltd., a Canada corporation ("Seagram"), BDTV INC., a Delaware corporation, BDTV II INC., a Delaware corporation, BDTV III INC., a Delaware corporation and BDTV IV INC., a Delaware corporation.

WHEREAS, each of Liberty, Barry Diller, Universal, Seagram, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. beneficially owns shares of common stock or options to purchase shares of common stock, or shares of Class B Common Stock or securities convertible into or exchangeable for common stock or Class B Common Stock (collectively, the "Company Securities") of USA Networks, Inc. (formerly HSN, Inc.), a Delaware corporation;

WHEREAS, TCI no longer beneficially owns any Company Securities;

WHEREAS, Liberty, Barry Diller, Universal, Seagram, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. constitute a "group" with respect to the beneficial ownership of the Company Securities for purposes of Rule 13d-1 and Schedule 13D promulgated by the Securities and Exchange Commission; and

WHEREAS, TCI, Barry Diller, Universal, Seagram, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. have previously entered into the Fourth Amended and Restated Joint Filing Agreement, dated as of February 23, 1998, pursuant to which the parties thereto agreed to prepare a single statement containing the information required by Schedule 13D with respect to their respective interests in the Company.

NOW, THEREFORE, the parties hereto agree as follows:

1. Liberty, Barry Diller, Universal, Seagram, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. (collectively, the "Reporting Group") shall prepare a single statement containing the information required by Schedule 13D with respect to their respective interests in the Company Securities (the "Reporting Group Schedule 13D"), and the Reporting Group Schedule 13D shall be filed on behalf of each of them.

2. Each member of the Reporting Group shall be responsible for the timely filing of the Reporting Group Schedule 13D and any necessary amendments thereto, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning any other party contained therein, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

3. TCI shall be released from and shall have no further obligations under this Fifth Amended and Restated Joint Filing Agreement.

4. This Agreement shall continue unless terminated by any party hereto.

5. Charles Y. Tanabe, Pamela S. Seymon and Karen Randall shall be designated as the persons authorized to receive notices and communications with respect to the Reporting Group Schedule 13D and any amendments thereto.

6. This Agreement may be executed in counterparts, each of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

TELE-COMMUNICATIONS, INC.

By: /s/ Derek Chang

Name: Derek Chang

Title: Executive Vice President

LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title: Senior Vice President
and General Counsel

/s/ Barry Diller

Barry Diller

UNIVERSAL STUDIOS, INC.

By: /s/ Karen Randall

Name: Karen Randall

Title: Senior Vice President and
General Counsel

THE SEAGRAM COMPANY LTD.

By: /s/ Daniel R. Paladino

Name: Daniel R. Paladino

Title: Executive Vice President

BDTV INC., BDTV II INC.
BDTV III INC., BDTV IV, INC.

By: /s/ Barry Diller

Name: Barry Diller

Title: President