

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)

Stephen M. Brett, Esq.  
Senior Vice President  
and General Counsel  
Tele-Communications, Inc.  
5619 DTC Parkway  
Englewood, CO 80111  
(303) 267-5500

Pamela S. Seymon, Esq.  
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 27, 1998  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

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

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. 2 of the Report on Schedule 13D of the reporting group consisting of Tele-Communications, Inc., Barry Diller, The Seagram Company Ltd., Universal Studios, Inc. and the BDTV Entities. This statement also constitutes Amendment No. 14 of a Report on Schedule 13D of Tele-Communications, Inc., Amendment No. 12 of a Report on Schedule 13D of Barry Diller, Amendment No. 2 of a Report on Schedule 13D of The Seagram Company Ltd. and Universal Studios, Inc., Amendment No. 8 of a Report on Schedule 13D of BDTV INC., Amendment No. 6 of a Report on Schedule 13D of BDTV II INC., Amendment No. 3 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 2 of a Report on Schedule 13D of BDTV IV INC.

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

Tele-Communications, Inc.  
84-1260157

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of shares of USANi LLC ("LLC Shares"), and (iii) 22,887,354 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) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

CO

(1) Names of Reporting 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

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	53,550,058 shares
(9) Sole Dispositive Power	None; see Items 3 and 5
(10) Shared Dispositive Power	53,550,058 shares
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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 including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

C0

(1) Names of Reporting 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

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	53,550,058 shares
(9) Sole Dispositive Power	None; see Items 3 and 5
(10) Shared Dispositive Power	53,550,058 shares
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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 including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

C0

(1) Names of Reporting Persons S.S. or 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

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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 including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

IN

(1) Names of Reporting Persons S.S. or 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

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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, including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

CO

(1) Names of Reporting Persons S.S. or 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

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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 including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

CO

(1) Names of Reporting Persons S.S. or 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

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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, including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% of the voting power of the Company.

(14) Type of Reporting Person (See Instructions)

CO



(1) Names of Reporting Persons S.S. or 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

(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 53,550,058 shares

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

(10) Shared Dispositive Power 53,550,058 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 53,550,058 shares

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

Excludes shares beneficially owned by the executive officers and directors of TCI, Seagram (other than Mr. Diller) and Universal. Excludes options to purchase an aggregate of 17,057,925 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 TCI, (ii) 135,395,543 shares of Common Stock or Class B Common Stock issuable to Universal upon exchange of LLC Shares, and (iii) 22,887,354 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, including the limitations of the Communications Act. See Item 6.

(13) Percent of Class Represented by Amount in Row (11) 32.5%

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 9,453,769 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 75.1% 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.,  
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"), 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"), (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. 2 to the Reporting Group Schedule 13D, Amendment No. 14 to the TCI Schedule 13D, Amendment No. 12 to the Barry Diller Schedule 13D, Amendment No. 2 to the Universal Schedule 13D, Amendment No. 8 to the BDTV Schedule 13D, Amendment No. 6 to the BDTV II Schedule 13D, Amendment No. 3 to the BDTV III Schedule 13D and Amendment No. 2 to the BDTV IV Schedule 13D. The Reporting Group Schedule 13D, the TCI 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, the BDTV IV Schedule 13D and the Liberty 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.

Due to an error on the part of the filing agent for the Reporting Group, an amendment to the Schedule 13D was filed with the Securities and Exchange Commission on September 24, 1998 without the authorization of the Reporting Group. This amendment to the Schedule 13D makes certain revisions to such unauthorized amendment and replaces such unauthorized amendment for all purposes.

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.

All figures for the number of Company shares or LLC Shares in this Report on Schedule 13D reflect a two-for-one stock split effected by the Company on March 12, 1998 (the "Stock Split").

## 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 34.5% 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 17.5% of the Seagram Common Shares, trusts for the benefit of Charles R. Bronfman and his descendants own directly approximately 14.9% of the Seagram Common Shares, trusts for the benefit of the family of the late Minda de Gunzburg and members of her immediate family own directly or indirectly approximately 0.7% of the Seagram Common Shares, Phyllis Lambert owns 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 0.9% of the Seagram Common Shares, another charitable foundation of which Charles R. Bronfman is among the directors owns approximately 0.2% 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, a charitable foundation of which Phyllis Lambert is one of the directors owns less than 0.01% of the Seagram Common Shares and Edgar M. Bronfman, Charles R. Bronfman and their respective spouses and children own directly approximately 0.02% 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 1.1% 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 30, 1998.

## ITEM 3. Source of Funds or other Consideration

The information contained in Item 3 of this Schedule 13D is hereby amended and supplemented by adding the following information:

The information set forth in Item 5 of this Schedule 13D is hereby incorporated by reference herein.

## 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:

As provided in the Investment Agreement, each of Universal and Liberty has been granted (and in the case of Universal, in certain specified circumstances, was required to exercise) a preemptive right with respect to issuances of the Company's capital stock, subject to certain limitations, to maintain their respective percentage ownership in the Company that they each had immediately prior to such issuances. Each of Universal and Liberty has exercised their respective preemptive rights with respect to all preemptive rights to acquire Company capital stock at a price per share equal to \$20 per share as follows: (a) with respect to the issuance of Common Stock in connection with the conversion of Home Shopping Network, Inc.'s convertible debentures on March 1, 1998, (i) on March 23, 1998, Universal acquired 6,135,564 LLC Shares for an aggregate consideration of \$122,711,280; (ii) on June 4, 1998, Universal acquired 3,843,267 LLC Shares for an aggregate consideration of \$76,865,340; and (iii) on June 4, 1998, Liberty acquired 4,697,327 shares of Common Stock for an aggregate consideration of \$93,946,540; and (b) with respect to the issuance of Common Stock to the former holders of Ticketmaster Group, Inc. ("Ticketmaster") common stock in connection with the merger of a wholly owned subsidiary of the Company with and into Ticketmaster on June 24, 1998, (i) on July 9, 1998, Universal acquired 10,309,091 LLC Shares for an aggregate consideration of \$206,181,820; (ii) on July 27, 1998, Universal acquired 6,453,281 LLC Shares for an aggregate consideration of \$129,065,620; and (iii) on July 27, 1998, Liberty acquired 7,887,344 LLC Shares in exchange for \$157,746,880. In addition, on June 30, 1998, in accordance with Section 1.5(f) of the Investment Agreement, Liberty acquired 15,000,000 LLC Shares for an aggregate consideration of \$308,506,849. Of the aggregate amount due the Company from Universal in connection with the foregoing purchases, \$304.9 million of such amount was set off against amounts owed by the Company to Universal pursuant to Section 1.5(e) of the Investment Agreement and the remaining amount 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's Quarterly Report on Form 10-Q filed on for the quarterly period ended June 30, 1998 (the "Company's 10-Q") reports that as of July 31, 1998 there were 123,937,329 shares of Common Stock outstanding and 31,181,726 shares of Class B Common Stock outstanding. The Reporting Group beneficially owns 53,550,058 shares of Common Stock, representing approximately 32.5% 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 currently exercisable options to purchase 9,453,769 shares of Common Stock by Mr. Diller. In addition, (i) Universal beneficially owns 135,395,543 LLC Shares exchangeable for 73,620,000 shares of Class B Common Stock and 61,775,543 shares of Common Stock and (ii) TCI beneficially owns 22,887,354 LLC Shares exchangeable for 22,887,354 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 defined below) as amended by the Investment Agreement (as described below), 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.

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

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated: September 29, 1998

TELE-COMMUNICATIONS, INC.

By: /s/ Stephen M. Brett

\_\_\_\_\_  
Name: Stephen M. Brett  
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

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./\*\*/

/\*\*/ 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 and Chairman of The Seagram Beverage Company (each a division of Joseph E. Seagram & Sons, Inc., a subsidiary of Seagram)	United States
ARNOLD M. LUDWICK./*/ c/o Claridge Inc. 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 4P2	Vice President of Seagram	Canada
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
FRANK J. BIONDI, JR./*/	Chairman and Chief Executive Officer of Universal	United States
RON MEYER./*/	President and Chief Operating Officer of Universal	United States
BRUCE L. HACK./*/	Executive Vice President and Chief Financial Officer of Universal	United States
DOUGLAS P. MORRIS	Executive Vice President	United States

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
CATHY A. NICHOLS	Executive Vice President	United States
CASEY SILVER	Executive Vice President	United States
KAREN RANDALL	Senior Vice President and General Counsel of Universal	United States
KENNETH L. KAHR	Senior Vice President, Human Resources of Universal	United States
DEBORAH S. ROSEN	Senior Vice President, Corporate Communications and Public Affairs of Universal	United States
BRIAN C. MULLIGAN	Senior Vice President of Universal	United States
HELLENE S. RUNTAGH	Senior Vice President 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
MARC PALOTAY	Vice President of Universal	United States
WILLIAM A. SUTMAN	Vice President and Controller 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 the address of Joseph E. Seagram & Sons, Inc., 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
MATTHEW W. BARRETT, O.C./**/ First Bank Tower 68th Floor First Canadian Place 100 King Street West Toronto, Ontario M5X 1A1	Chairman and Chief Executive Officer 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 and Chief Executive Officer of Bombardier Inc. (a transportation, aerospace and motorized products company)	Canada
FRANK J. BIONDI, JR./**/ 100 Universal City Plaza Universal City, CA 91608	Chairman and Chief Executive Officer of Universal Studios, Inc.	United States
RICHARD H. BROWN 124 Theobolds Road London, England WC1X 8RX	Chief Executive of Cable and Wireless plc (a provider of international telecommunications services)	United States
THE HON. WILLIAM O. 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

Name and Business Address -----	Principal Occupation or Employment -----	Citizenship -----
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
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 /*/ 600 Penn Center Blvd. Pittsburgh, Pennsylvania 15235-5810	President and Chief Executive Officer of Stadlander Drug Co., Inc. (a health services company)	United States
DAVID L. JOHNSTON, C.C. /*/ 3690 Peel Street Room 200 Montreal, Quebec Canada H3A 1W9	Professor of Law at McGill University (an educational institution)	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
C. EDWARD MEDLAND /*/ 121 King Street West Suite 2525 Toronto, Ontario Canada, M5H 3T9	President of Beauwood Investments Inc. (a private investment company)	Canada
SAMUEL MINZBERG /*/ 1170 Peel Street 8th Floor Montreal, Quebec Canada H3B 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
NEAL B. CRAVENS	Senior Vice President, Finance 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
ARNOLD M. LUDWICK c/o Claridge Inc. 1170 Peel St. 8th Floor Montreal, Quebec Canada H3B 4P2	Vice President of Seagram	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, 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 and the directors of the fourth charitable foundation include Phyllis Lambert, Matthew Bronfman and Stephen R. Bronfman. 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
PHYLLIS LAMBERT 1020 Boile Street Montreal, Quebec Canada H3M 2S6	Architect	Canada
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 BT Alex. Brown Incorporated 1 South Street Baltimore, MD 21202	Co-Chairman and Co-Chief Executive 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
GARY J. GARTNER 430 Park Avenue 10th Floor New York, NY 10022	Resident Counsel of Goodman Phillips & Vineberg (attorneys)	Canada

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