

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) of the
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 24, 2002

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

Delaware
(State or other jurisdiction
of incorporation)

0-20570
(Commission File
Number)

59-2712887
(IRS Employer
Identification No.)

152 West 57th Street, New York, NY
(Address of principal executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code:
(212) 314-7300

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On April 24, 2002, the Registrant issued a press release announcing its results for the quarter ended March 31, 2002. The full text of this press release, appearing in Exhibit 99.1 hereto, is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

99.1 Press Release of USA Networks, Inc. dated April 24, 2002.

99.2 Supplemental Information.

ITEM 9. REGULATION FD DISCLOSURE

A copy of the Registrant's supplemental information, appearing in Exhibit 99.2 hereto, is furnished pursuant to Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

USA NETWORKS, INC.

By: /s/ Julius Genachowski

Name: Julius Genachowski
Title: Executive Vice President and
General Counsel

Date: April 24, 2002

EXHIBIT INDEX

Exhibit	No.	Description
99.1		Press Release of USA Networks, Inc. dated April 24, 2002.
99.2		Supplemental Information.

USA REPORTS STRONGEST GROWTH IN ITS HISTORY
58% EBITDA GROWTH FROM OPERATING BUSINESSES
MARGINS EXPAND DRAMATICALLY

NEW YORK, April 24, 2002 - USA Networks, Inc. (NASDAQ: USAI), to be renamed USA Interactive upon closing of the contribution of USA Entertainment to a joint venture to be controlled by Vivendi Universal, reported results today for its quarter ended March 31, 2002. On a comparative pro forma basis reflecting the pending Vivendi transaction, USA reported the following (\$ in millions, except per share):

Q1 2002	Q1 2001	
GROWTH ---		
---- -----		
-- -----		
REVENUE:		
Operating		
Businesses		
\$926.6		
\$751.1	23%	
Total		
1,007.1		
877.9	15%	
ADJUSTED		
EBITDA		
(A):		
Operating		
Businesses		
\$155.6		
\$98.6	58%	
Total		
131.6	74.3	
77% EPS:		
Diluted		
EPS from		
Continuing		
Operations		
(b) \$0.00		
(\$0.05)	NM	
Cash Net		
Income EPS		
(a) 0.05		
0.01	400%	

(a) See definitions on page 2.

(b) 2001 data is pro forma for the adoption of FAS 141/142, the new accounting rules which eliminate amortization of goodwill. 2002 results are before after-tax expense of \$310.6 million related to the cumulative effect of adoption of FAS 141/142. See page 7 for further details.

(c) All references to EBITDA refer to Adjusted EBITDA, as defined on page 2.

HIGHLIGHTS

- o HSN-U.S. grew EBITDA(c) by 26% to \$57.7 million on 13% higher revenue. HSN's operating margin expanded to 14.6% from 13.1% in the previous year, due primarily to higher gross margins. HSN currently expects to meet its EBITDA budget of \$285 million for 2002.
- o Ticketmaster grew ticketing EBITDA by 11% to \$33.7 million on 2% higher revenue. Ticketing's operating margin expanded to 22% from 20% in the previous year, due primarily to lower variable costs and leveraging its fixed cost base.
- o Match.com grew EBITDA over 25 times to \$6.9 million on 196% higher revenue. Match.com ended the quarter with 527,662 subscribers, a 178% increase over Q1 2001.
- o USA's online travel companies continue to experience robust growth. Expedia maintains its status as the world's leading online travel service, with \$1.1 billion in gross bookings in Q1. Expedia grew EBITDA

over six-fold to \$34.6 million on 103% higher revenue. HRN grew EBITDA 63% to \$25.8 million on 57% higher revenue.

- o USA's operating margins improved dramatically. The operating businesses expanded EBITDA margins to 16.8% from 13.1%, and the combined businesses grew margins to 13.1% from 8.5%.
- o USA currently expects to exceed its budgeted 2002 operating revenue by 2% and operating EBITDA by 11%. This would bring 2002 growth in operating EBITDA to 50%, vs. budgeted growth of 34%. Further, USA expects to exceed its budgeted 2002 operating income by 2%.

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SEGMENT FINANCIAL RESULTS

On a comparative pro forma basis reflecting pending transactions, USA reported the following (\$ in millions):

Q1 2002	Q1 2001	GROWTH
-----	----	-----
REVENUES - OPERATING BUSINESSES		
HSN - U.S.		
\$396.2	\$349.2	13%
Ticketing		
153.4	150.1	2%
Hotel Reservations Network		
165.7	105.3	57%
Expedia		
116.0	57.2	103%
PRC		
70.1	80.7	-13%
Match.com		
25.3	8.5	196%

SUB-TOTAL		
\$926.6	\$751.1	23%
REVENUES - EMERGING BUSINESSES		
Citysearch and related		
7.3	12.4	ECS
/ Styleclick		
12.1	8.6	HSN
international and other		
(a)	81.5	
83.4		

SUB-TOTAL		
\$100.9		
\$104.4		

-- Euro's exchange rate fluctuation		
(b)	(16.5)	
	(13.7)	
Disengaged HSN Homes		
(c)	(0.9)	
	36.2	
Intersegment Elimination		
(3.0)	0.0	--

 ----- TOTAL
 \$1,007.1
 \$877.9 15%
 =====
 =====
 =====
 ADJUSTED
 EBITDA -
 OPERATING
 BUSINESSES
 HSN - U.S.
 \$57.7 \$45.7
 26%
 Ticketing
 33.7 30.2
 11% Hotel
 Reservations
 Network 25.8
 15.8 63%
 Expedia 34.5
 4.5 661% PRC
 5.7 10.0
 -43%
 Match.com
 6.9 0.3
 2503%
 Corporate
 and other
 (8.7) (7.9)
 -10% -----

 SUB-TOTAL
 \$155.6 \$98.6
 58% ADJUSTED
 EBITDA -
 EMERGING
 BUSINESSES
 Citysearch
 and related
 (10.7)
 (11.8) ECS /
 Styleclick
 (8.5) (16.9)
 HSN -
 international
 and other
 (a) (4.6)
 (0.8) -----

- SUB-TOTAL
 (\$23.8)
 (\$29.4) -----

--- Euro's
 exchange
 rate
 fluctuation
 (b) (0.3)
 (0.9)
 Disengaged
 HSN Homes
 (c) 0.0 6.0

 TOTAL \$131.6
 \$74.3 77%
 =====
 =====
 =====

ATTRIBUTABLE
 ADJUSTED
 EBITDA -
 OPERATING
 BUSINESSES
 \$116.7 \$80.6
 45%
 =====
 =====
 =====

- (a) HSN Germany reported revenue and EBITDA (net of Euro's exchange rate fluctuation), respectively, of \$59.6 million and \$1.0 million in Q1 2002, vs. \$65.2 million and \$4.7 million in Q1 2001.
- (b) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (c) 2001 amounts reflect estimated results generated by homes lost by HSN following the sale of USA Broadcasting to Univision. 2002 amounts reflect disengagement related sales rebates offered to customers impacted by disengagement.

ADJUSTED EBITDA, also referred to as EBITDA in this release, is defined as operating income plus (1) depreciation and amortization, (2) amortization of cable distribution fees (\$13.0 million & \$8.8 million, in Q1 2002 and 2001, respectively), (3) amortization of non-cash distribution, marketing, and compensation expense, and (4) disengagement related payments to cable operators, marketing expenses and sales rebates (\$11.5 million in Q1 2002) related to the transfer of HSN's distribution to cable (which has been accomplished). CASH NET INCOME ("CNI") is defined as net income available to common shareholders plus (1) amortization of non-cash distribution, marketing, and compensation expense (2) amortization of goodwill (in 2001) and intangibles and (3) minority interest related to Holdco. Shares outstanding to compute CNI EPS is defined as actual shares outstanding plus 33.2 million shares of Holdco that are exchangeable into USA common stock. Related to Holdco, the Company has the right to issue common stock for all remaining exchangeable shares. CNI EPS amounts are shown on a fully diluted, treasury method basis, including the impact of dilutive securities. ATTRIBUTABLE ADJUSTED EBITDA - OPERATING BUSINESSES is defined as Adjusted EBITDA from Operating Businesses, less the percentage of Adjusted EBITDA attributable to minority shareholders of USA's public subsidiaries. This percentage is determined based on fully diluted, treasury method shares as of March 31, 2002.

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CAPITALIZATION

The company reported shares outstanding, as of April 15, 2002, and net cash and other securities, as of March 31, 2002, of the following (amounts in millions):

PRO FORMA	
FOR PRE-	
VIVENDI DEAL	
VIVENDI DEAL	

- - - - -	
-- Fully	
Diluted	
Shares	
Outstanding	
(a) 477 796	
Consolidated	
Net Cash (b)	
\$2,917	
\$1,298 Face	
Value of	
Preferred	
Issued in	
Expedia	
Transaction	
\$656 \$656	
Securities	
in Vivendi	
Universal	
Entertainment	
("VUE") (c)	
\$3,264 \$0	

USA's aggregate market capitalization, pro forma for the pending Vivendi transaction, was \$15.2 billion as of April 15, 2002.

- (a) Fully diluted shares. Includes treasury method options and warrants, exchangeable shares and other dilutive securities, and includes Vivendi's remaining 56.6 million USA shares that may be delivered to USA in connection with USA's Series B preferred interest in VUE, which will be issued to USA in the pending Vivendi

- transaction.
- (b) Includes USA's consolidated cash including that of USA's public subsidiaries and an advance receivable to Universal of \$19.7 million which will be paid at the close of the Vivendi transaction. Excludes cash due to clients at Ticketmaster. Pro forma attributable net cash is \$2.6 billion, which accounts for minority ownership of USA's public subsidiaries on a fully diluted, treasury method basis.
 - (c) Includes securities to be issued to USA in the pending Vivendi transaction, as follows: Series A preferred interest and 5.4% common interest in VUE at balance sheet carrying values, and Series B preferred interest in VUE, at the lesser of the March 31, 2002 market value of 56.6 million shares (\$1.8 billion), and the accreted face value of the Series B Preferred interest (initially \$1.75 billion).

OPERATING HIGHLIGHTS

HSN - U.S.

- o HSN's gross profit increased 200 basis points to 35.5%, driven by a stronger inventory position in 2002, with inventory levels declining 12% year over year, and a shift toward higher margin products.
- o Off-air revenue increased 40% over last year, driven by record upsells and roll-out of the new waitlist business. Customer take rates on upsells are up 26% since last year.
- o HSN.com grew revenue 128% over Q1 2001 to \$43 million.
- o HSN continues to improve the customer experience, reducing its customer service related calls by 13%. In addition, since opening the fulfillment center in Fontana, CA, HSN is shipping packages to West Coast customers 40% faster than in the year-ago period.
- o Health and beauty products grew sales 20% over last year, driven by the popularity of the Andrew Lessman, Serious Skin Care and Elariia brands.
- o Emmy-Award winner Christopher Lowell successfully debuted 10 new products on HSN, 6 of which sold out completely, generating sales that were more than 100% above plan. Christopher's after-show online chat attracted the largest such audience on HSN.com, illustrating the powerful link between HSN's on air and online channels.

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TICKETMASTER/MATCH.COM/CITYSEARCH

- o Ticketing continues to migrate online at a fast clip. 38% of tickets were sold online in Q1, versus 30% last year. This trend increased during the quarter, with 40% of tickets sold online in March, and Ticketmaster is on track to meet its goal of 45% of ticket sales online by year-end.
- o Ticketmaster was named the official ticketing provider and supporter of the 2004 Olympic Games in Athens.
- o Top-selling events were U.S. Hot Rod Association Monster Truck Events, Ringling Brothers, Blink 182, N*SYNC and JOHN HANCOCK CHAMPIONS ON ICE 2002 OLYMPIC TOUR.
- o TicketFast™, Ticketmaster's electronic ticketing product, is now installed in 70 venues.
- o Match.com ended the quarter with 527,662 subscribers, a 178% increase over the year ago period and a 38% increase over Q4 2001.
- o Match.com accelerated its international expansion with the acquisition of Soulmates Technology, a global provider of online dating services in approximately 25 countries.
- o Citysearch significantly increased monthly unique users to 7.1 million in March 2002 from 4.0 million in March 2001, and was named a "50 Best Website" by Time Magazine.
- o Evite sent 7.7 million invitations this quarter, up 60% from last year. Evite increased monthly unique users 81% to 1.5 million in March.

HOTEL RESERVATIONS NETWORK

- o On March 25, HRN unveiled its new brand and website, WWW.HOTELS.COM, with superior technology and improved tools such as personalization,

mapping functions, and enhanced customer service.

- o HRN also launched a multi-million dollar marketing campaign, which has demonstrated great results in drawing people to the new site. Already, hotels.com is producing 7-10% of HRN's bookings, and most of these sales appear to be incremental.
- o HRN beat its daily booking record on February 27th, with over \$3 million in bookings.
- o In total, HRN sold over 1.4 million room nights in Q1, a 76% increase over the previous year.
- o HRN now has over 6,000 properties, gaining a record 1,500 properties in Q1. This is as many properties as the company added in its first 9 years in business.
- o HRN and Spirit Airlines announced that HRN will be the exclusive lodging provider for Spirit, which is the largest privately-held airline in the world.
- o HRN announced that Hilton Hotel Corporation approved the participation by all of its corporately owned and managed Hilton and Doubletree branded hotels in the HRN distribution Network.

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EXPEDIA

- o On February 4th, USA closed its acquisition of a majority stake in Expedia.
- o Merchant revenues were \$57.7 million, or 50% of revenues, surpassing agency revenues for the first time. Agency revenues were \$51.7 million, or 44% of revenues.
- o Expedia expanded its average reach to 11 million monthly unique users, and at the same time increased its conversion ratio to 5.8% from 5.7% in the year-ago quarter.
- o Expedia announced marketing agreements with major airlines including Continental Airlines, Delta Airlines and Alaska Airlines -- providing consumers with values such as exclusive promotions, better deals within packages and discounted webfares.
- o Expedia.com(R) launched the Walt Disney World Resort store, a one-stop shop where travelers can create vacation packages to the Orlando area, including stays at Walt Disney World Resort Hotels and theme park tickets.
- o Expedia's WWTE continued its growth. In January, Expedia launched WWTE with Frontier Airlines for hotel and car. In February, British Airways became the first international partner to have local language private label versions of Expedia's lodging services on its US, UK, French and German sites.
- o Expedia closed its acquisition of Classic Custom Vacations, the premier packager of high end Hawaii vacations, adding to its vacations business and expanding its distribution channels to traditional travel agents.

PRECISION RESPONSE CORPORATION

- o PRC's business continues to be affected by the economy-related slowdown in the outsourcing of customer care programs, particularly in the telecom and financial services industries. However, PRC did grow Q1 revenue by 1% from Q4, reversing the negative sequential trend that existed in 2001.
- o During the quarter, PRC signed customer service deals with Target, BillPoint, Lodging.com, and expanded existing client relationships with American Express, AT&T and Federal Express.

OTHER HIGHLIGHTS

- o USA announced plans to purchase TV Travel Group, which operates 24-hour

OPERATING METRICS

ALL HOUSEHOLD
NUMBERS FOR HSN AS
OF END OF PERIOD. Q1
2002 Q1 2001 GROWTH

-- HSN - U.S. Units
Shipped (mm) 9.6 8.6
12% Gross Profit %
35.5% 33.5% Return
Rate 19.0% 19.6%
Average price point
\$45.41 \$50.06
Product mix:
Homegoods 39% 41%
Jewelry 24% 26%
Health / Beauty 24%
19% Apparel /
Accessories 13% 14%
HSN cable / DBS
homes (mm) 72.6 68.4
6% HSN total homes
(mm) 74.9 80.2 HSN
total homes pro
forma for
disengagement (mm)
74.9 68.9 9%
America's Store
FTE's (mm) 11.2 8.4
33% HSN -

INTERNATIONAL AND
OTHER - Households
AVG. LIVE
CONSOLIDATED
SERVICES: HRS. DAILY
STAKE -----

-- HSE - Germany
(includes
Austria/Switzerland)
29.8 29.7 0.3% 16
42% Home Shopping
Espanol (U.S.) 4.7
4.5 4.4% 9 100% Home
Shopping Espanol
(Mexico) 2.4 -- NM 3
100% UNCONSOLIDATED

SERVICES: TVSN
(China) (HH airing
at least 14
hrs/week) 16.9 16.8
0.7% 10 21% Shop
Channel (Japan) 11.9
9.4 26.6% 16 30% HSE
- Italy 9.4 9.4 0.0%
11 41% HSE -
Netherlands
(includes Belgium)
3.6 1.6 125.0% 8 47%
HSE - France
(includes Belgium /
Luxembourg) 3.5 1.5
133.3% 5 47% HSE -
U.K. (launched
10/01) 6.0 -- NM 12
47% TICKETMASTER
Number of tickets
sold (mm) 23.9 23.6
1.5% Gross value of
tickets sold (mm)
\$997 \$937 6.4%
Revenue per ticket
\$5.97 \$5.96 0.2%
Share of tickets

sold online 37.8%
 29.5% Online
 ticketing revenue
 \$62.2 \$49.6 25.4%
 MATCH Paid
 Subscribers 527,662
 189,532 178.4% New
 Registrations
 2,911,700 1,054,729
 176.1% New
 Subscriptions
 342,405 121,659
 181.4% Conversion
 rate (registration
 to subscription)
 11.8% 11.5% HOTEL
 RESERVATIONS NETWORK
 Hotel room nights
 sold (000s) 1,408
 799 76.2% Average
 daily rate \$115.70
 \$124.35 -7.0% Cities
 served 218 135 61.5%
 Properties 6,058
 3,084 96.4%
 Affiliates
 (including
 TravelNow) 25,755
 18,649 38.1% EXPEDIA
 Gross bookings
 (000s) (a)
 \$1,107,000 \$674,000
 64.2% Total
 transactions (000s)
 (b) 3,045 1,780
 71.1% Average Media
 Metrix reach (000s)
 (c) 11,242 6,969
 61.3% Expedia.com
 conversion (d) 5.8%
 5.7% New purchasing
 customers (000s) (e)
 1,316 671 96.1%
 Cumulative
 purchasing customers
 (000s) (f) 7,610
 3,603 NM Unique
 purchasing customers
 (000s) (g) 1,874
 1,007 86.1% PLEASE
 SEE FOOTNOTES ON
 NEXT PAGE.

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FOOTNOTES

- (a) Gross bookings represents the total value of travel booked through the Expedia, VacationSpot, and WWTE sites.
- (b) Transactions represents the number of reservations and purchases transacted through the Expedia and WWTE sites.
- (c) Average monthly Media Metrix reach represents the unduplicated reach for the Expedia and VacationSpot sites.
- (d) Conversion represents the monthly average Expedia.com unique monthly purchasers divided by the monthly average Media Metrix reach for the Expedia.com site.
- (e) Expedia new purchasing customers represents the number of new customers transacting through the Expedia sites in a quarter.
- (f) Expedia cumulative purchasing customers represents the cumulative number of customers that have ever transacted through the Expedia sites as of the end of a quarter.
- (g) Expedia quarterly unique purchasing customers represents the number of

unique customers transacting through the Expedia sites over the course of a quarter.

USA ENTERTAINMENT

On April 23, USA shareholders overwhelmingly approved the transaction in which the Company's Entertainment Group would be contributed to a joint venture with Vivendi Universal called Vivendi Universal Entertainment ("VUE"). The transaction is expected to close in early May. Below are summary results for USA Entertainment (consists of USA Cable, Studios USA and USA Films):

Q1 2002	Q1 2001
GROWTH	-----
	- - - - -

Revenue	
\$405.0	
\$492.1	
-17.7%	
EBITDA	
116.3	
160.7	
-27.6%	

ADOPTION OF NEW ACCOUNTING RULES FOR GOODWILL

As USA has stated in previous publicly filed documents, effective January 1, 2002, all calendar year companies were required to adopt FAS 141/142, the new accounting rules for goodwill and other intangible assets. The new rules eliminated amortization of goodwill and other intangible assets with indefinite lives and established new measurement criterion for these assets. The company recorded a pre-tax write-off of \$499 million related to the Citysearch and Precision Response (PRC) businesses. Although Citysearch and PRC are expected to generate positive cash flows in the future, due to cash flow discounting techniques required by the new rules, the future cash flows do not support current carrying values. The Citysearch write-off was \$115 million, and the PRC write-off was \$384 million. Goodwill recorded in Q1 2001 was \$58.4 million.

ANALYST CONFERENCE CALL

USA Networks, Inc. will audiocast its conference call with analysts and investors discussing the company's fourth quarter financial results on Wednesday, April 24, 2002, at 11:00 a.m. Eastern Time (ET). The live audiocast is open to the public, and a replay will be available approximately one hour after its completion, at www.usanetworks.com/investor.relations.

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IMPORTANT DISCLOSURES / LEGEND AND FORWARD LOOKING STATEMENTS / FOOTNOTES

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are necessarily estimates reflecting the best judgment of the senior management of USA and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth herein and in the documents USA files with the Securities and Exchange Commission. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, without limitation: material adverse changes in economic conditions generally or in the markets served by USA, material changes in inflation, future regulatory and legislative actions affecting USA's operating areas, competition from others, product demand and market acceptance, the ability to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms, the ability to expand into and successfully operate in foreign markets, and obtaining and retaining skilled workers and key executives. The words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking

statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. USA does not undertake any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or any other reason. The financial, statistical and other information contained in this press release and its attachments is unaudited.

ABOUT USA NETWORKS, INC.

USA Networks, Inc. (Nasdaq: USAI), to be renamed USA Interactive upon the close of its pending transaction with Vivendi Universal, is organized into two groups, the Interactive Group and the Entertainment Group. The Interactive Group consists of Expedia, Inc. (Nasdaq: EXPE), Home Shopping Network (including HSN International and HSN Interactive); Ticketmaster (Nasdaq: TMCS), which operates Citysearch and Match.com; Hotel Reservations Network (Nasdaq: ROOM); Electronic Commerce Solutions; Styleclick (OTC: IBUYA); Precision Response Corporation; and will include TV Travel Group upon the close of the USA/TV Travel Group transaction. The Entertainment Group consists of USA Cable, including USA Network, SCI FI Channel, TRIO, Newsworld International, and Crime; Studios USA, which produces and distributes television programming; and USA Films, which produces and distributes films.

CONTACTS:	USA COMMUNICATIONS:	USA INVESTOR RELATIONS:
	Ron Sato	Roger Clark / Lauren Rosenfield
	212-314-7254	212-314-7400

USA INTERACTIVE AND SUBSIDIARIES

ALL AMOUNTS EXCLUDE ENTERTAINMENT ASSETS TO BE CONTRIBUTED IN THE PENDING VIVENDI TRANSACTION AND INCLUDE EXPEDIA FOR THE FULL PERIOD UNAUDITED BUSINESS SEGMENT INFORMATION (\$ IN THOUSANDS)

THREE MONTHS
 ENDED MARCH 31,
 PRO FORMA PRO
 FORMA -----

 ----- 2002
 2001 -----

 ----- REVENUES
 - OPERATING
 BUSINESSES HSN -
 U.S. \$ 396,183 \$
 349,220
 Ticketing
 153,379 150,109
 Hotel
 Reservations
 Network 165,712
 105,286 Expedia
 116,006 57,222
 PRC 70,089
 80,692 Match.com
 25,265 8,544 ---

 SUB-TOTAL
 926,634 751,073
 REVENUES -
 EMERGING
 BUSINESSES
 Citysearch and
 related 7,275
 12,384
 ECS/Styleclick
 12,084 8,572 HSN
 - international
 and other 81,534
 83,408 -----

 ----- SUB-
 TOTAL 100,893
 104,364 -----

 ----- Euro's
 exchange rate
 fluctuation (a)

(16,545)
(13,705)
Disengaged HSN
homes (b) (857)
36,152
Intersegment
Elimination
(2,989) - -----

TOTAL \$
1,007,136 \$
877,884

=====
=====

ADJUSTED EBITDA
- OPERATING
BUSINESSES (C)
HSN - U.S. \$
57,717 \$ 45,706
Ticketing 33,685
30,233 Hotel
Reservations
Network 25,794
15,822 Expedia
34,549 4,539 PRC
5,732 10,017
Match.com 6,872
264 Corporate
and other
(8,701) (7,937)

- SUB-TOTAL
155,648 98,644

ADJUSTED EBITDA
- EMERGING
BUSINESSES (C)
Citysearch and
related (10,740)
(11,751)
ECS/Styleclick
(8,465) (16,918)
HSN -
international
and other
(4,572) (769) --

SUB-TOTAL
(23,777)
(29,438) -----

Euro's exchange
rate fluctuation
(a) (279) (936)
Disengaged HSN
homes (b) -
6,029 -----

----- TOTAL \$
131,592 \$ 74,299
=====

=====
=====

- ATTRIBUTABLE
ADJUSTED EBITDA-
OPERATING
BUSINESSES (D) \$
116,729 \$ 80,622
=====

- (a) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (b) 2001 amounts reflect estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision. 2002 amount reflects disengagement related sales rebates offered to customers impacted by disengagement.

- (c) Ad EBjusted isITDA, de asfined op inerating plcome (1us, de) appreciation amd (2ortization, am) (ofortization cable distribution fees (\$13,000 and \$8,756, in Q1 2002 and 2001, respectively), (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement related payments to cable operators, marketing expenses and sales rebates (\$11,538 in Q1 2002) related to the transfer of HSN's distribution to cable (which has been accomplished).
- (d) Attributable Adjusted EBITDA- Operating Businesses is defined as Adjusted EBITDA from Operating Businesses, less the percentage of Adjusted EBITDA attributable to minority shareholders of USA's public subsidiaries. This percentage is determined based on fully diluted, treasury method shares as of March 31, 2002.

F-1

USA INTERACTIVE AND SUBSIDIARIES
ALL AMOUNTS EXCLUDE ENTERTAINMENT ASSETS TO BE CONTRIBUTED IN THE PENDING
VIVENDI TRANSACTION
AND INCLUDE EXPEDIA FOR THE FULL PERIOD
UNAUDITED BUSINESS SEGMENT INFORMATION
(\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

THREE MONTHS
ENDED MARCH 31,
PRO FORMA PRO
FORMA -----

--- 2002 2001 -

Revenues, net \$
1,007,136 \$
877,884

Operating costs
and expenses:
Costs related
to revenues
628,134 568,167

Other costs and
expenses
248,267 235,418

Disengagement
costs (a)
10,681 -

Amortization of
non cash
distribution
and marketing
expense (b)
11,023 8,017

Amortization of
non cash
compensation
expense (c)
4,738 9,332

Amortization of
cable
distribution
fees 13,000
8,756

Depreciation
and
amortization
(d) 66,986
64,853 -----

----- Total
operating costs
and expenses
982,829 894,543

Operating
income 24,307
(16,659)
Interest
expense, net
(4,224) (2,615)
Other, net

12,873 18,597 -

Earnings before
income taxes
and minority
interest 32,956
(677) Income
tax expense
(21,650)
(24,730)
Minority
interest
(4,072) 8,363 -

Earnings/(loss)
before
preferred
dividend \$
7,234 \$
(17,044)
Preferred
dividend (e)
(3,264) (3,264)
Net
earnings/(loss)
available to
common
shareholders --

----- from
continuing
operations (d)
\$ 3,970 \$
(20,308)
=====

=====

Diluted net
loss available
to common
shareholders
from continuing
operations \$
(451) \$
(20,308)
=====

=====

Cash net income
from continuing
operations \$
25,535 \$ 4,057
=====

=====

Weighted
average diluted
shares 471,832
397,842
=====

=====

Weighted
average CNI
shares 471,832
456,277
=====

=====

EPS AVAILABLE
TO COMMON
SHAREHOLDERS
FROM CONTINUING
OPERATIONS
Diluted loss
per share
available to
common
shareholders \$
.00 \$ (.05)
=====

=====

Cash net income
per share \$.05

\$.01

=====
=====
ADJUSTED EBITDA
(F) \$ 131,592 \$
74,299
=====
=====

- (a) Represents costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets. Note that an additional \$857 of disengagement related sales rebates offered to customers impacted by disengagement is reflected net of revenue.
- (b) Amortization of warrants and stock issued in exchange for distribution and marketing services.
- (c) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants.
- (d) Q1 '02 excludes cumulative effect expense from adoption of FAS 141/142 of \$310,587 after tax and minority interest. Including this non-operating charge results in a diluted EPS of \$(0.75) for Q1 '02. Q1 '01 is presented as if the new accounting rules for goodwill were effective as of January 1, 2001. The amount of goodwill in Q1 '01 was \$37,702, after tax and minority interest. Including this goodwill results in a diluted EPS of \$(0.15) for Q1 '01.
- (e) In relation to Expedia, the Company issued preferred stock with a dividend of 1.99%, payable in cash or stock.
- (f) Adjusted EBITDA, is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees (\$13,000 and \$8,756, in Q1 2002 and 2001, respectively), (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement related payments to cable operators, marketing expenses and sales rebates (\$11,538 in Q1 2002) related to the transfer of HSN's distribution to cable (which has been accomplished).

F-2

USA INTERACTIVE AND SUBSIDIARIES
EPS AND CASH NET INCOME RECONCILIATION INFORMATION
UNAUDITED
(\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

THREE MONTHS
ENDED MARCH 31,
PRO FORMA PRO
FORMA -----

2002 2001 -----

- DILUTED LOSS
PER SHARE: Net
earnings/(loss)
before
preferred
dividend \$
7,234 (17,044)
Impact of
exchangeable
shares and
dilutive
securities
(4,421) --
Preferred
Dividend
(3,264) (3,264)

----- DILUTED
NET LOSS
AVAILABLE TO
COMMON
SHAREHOLDERS
(451) (20,308)

Weighted
average diluted
shares 471,832
397,842
=====

=====

Diluted loss
per share
available to
common
shareholders \$
.00 \$ (.05)
=====

===== CASH
NET INCOME: Net
loss before
preferred
dividend \$
7,234 (17,044)
Impact of
exchangeable
shares and
dilutive
securities
(4,421) 340
Preferred
Dividend
(3,264) (3,264)
Impact of non-
cash items, net
of tax and
minority
interest 25,986
24,025 -----

CASH NET INCOME
\$ 25,535 4,057
=====

=====

Weighted
average CNL
shares 471,832
456,277
=====

===== Cash
net income per
share \$.05 \$
.01 =====
=====

RECONCILIATION
OF BASIC AND
CASH NET INCOME
OUTSTANDING
SHARES Basic
weighted
average shares
408,364 397,842
Exchangeable
Holdco shares
33,217 33,217
Treasury Method
Stock Options
and Warrants
30,251 25,218 -

----- 471,832
456,277
=====

31, ACTUAL
 ACTUAL -----

 ---- 2002
 2001 -----
 --- -----
 -- REVENUES -
 OPERATING
 BUSINESSES
 Cable and
 studios \$
 367,259 \$
 434,972 HSN -
 U.S. 396,183
 349,220
 Ticketing
 153,379
 150,109 Hotel
 Reservations
 Network
 165,712
 105,286
 Expedia
 80,519 -- PRC
 70,089 80,692
 Match.com
 25,265 8,544

 SUB-TOTAL
 1,258,406
 1,128,823
 REVENUES -
 EMERGING
 BUSINESSES
 Citysearch
 and related
 7,275 12,384
 ECS/Styleclick
 12,084 8,572
 HSN -
 international
 and other
 81,534 83,408
 USA Films
 30,743 51,006
 Trio, NWI,
 Crime, other
 emerging
 media 6,976
 6,163 -----

 --- SUB-TOTAL
 138,612
 161,533 -----

 ----- Euro's
 exchange rate
 fluctuation
 (a) (16,545)
 (13,705)
 Disengaged
 HSN homes (b)
 (857) 36,152
 Intersegment
 Elimination
 (7,048) -- --

 TOTAL \$
 1,372,568 \$
 1,312,803
 =====
 =====
 ADJUSTED
 EBITDA -
 OPERATING
 BUSINESSES
 (C) Cable and
 studios \$
 126,324 \$

163,406 HSN-
 U.S. 57,717
 45,706
 Ticketing
 33,685 30,233
 Hotel
 Reservations
 Network
 25,794 15,822
 Expedia
 25,371 -- PRC
 5,732 10,017
 Match.com
 6,872 264
 Corporate and
 other (9,293)
 (7,937) -----

 ----- SUB-
 TOTAL 272,202
 257,511
 ADJUSTED
 EBITDA -
 EMERGING
 BUSINESSES
 (C)
 Citysearch
 and related
 (10,740)
 (11,751)
 ECS/Styleclick
 (8,465)
 (16,918) HSN
 -
 international
 and other
 (4,572) (769)
 USA Films
 (6,069)
 (1,033) Trio,
 NWI, Crime,
 other
 emerging
 media (3,409)
 (1,697) -----

 ----- SUB-
 TOTAL
 (33,255)
 (32,168) -----

 ----- Euro's
 exchange rate
 fluctuation
 (a) (279)
 (936)
 Disengaged
 HSN Homes (b)
 -- 6,029
 Intersegment
 Elimination
 (4,059) -- --

 TOTAL \$
 234,609 \$
 230,436
 =====
 =====

- (a) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (b) Reflects estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision. 2002 amount reflects disengagement related sales rebates offered to customers impacted by disengagement.
- (c) Adjusted EBITDA, is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees (\$13,000 and \$8,756, in Q1 2002 and 2001, respectively), (3) amortization of

non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement related payments to cable operators, marketing expenses and sales rebates (\$11,538 in Q1 2002) related to the transfer of HSN's distribution to cable (which has been accomplished).

F-4

USA NETWORKS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 UNAUDITED
 (\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

THREE MONTHS ENDED MARCH 31, ACTUAL	ACTUAL	-

----- 2002		
2001 -----		

Revenues, net \$		
1,372,568	\$	
1,312,803		
Operating costs and expenses:		
Costs related to revenues		
822,452	799,849	
Other costs and expenses		
316,364	282,518	
Disengagement costs (a)		
10,681	--	
Amortization of non cash distribution and marketing expense (b)		
6,964	8,017	
Amortization of non cash compensation expense (c)		
3,808	2,855	
Amortization of cable distribution fees	13,000	
	8,756	
Depreciation and amortization (d)	62,853	
54,234	-----	

Total operating costs and expenses		
1,236,122		
1,156,229	-----	

--- Operating income	136,446	
	156,574	
Interest expense, net	(11,758)	
(11,416) Other, net	(12,132)	
(6,522)	-----	

- Earnings before income taxes and minority interest		
112,556	138,636	
Income tax expense		

(32,180)
(33,742)
Minority
interest
(54,476)
(79,075) -----

-- Net
earnings/(loss)
from continuing
operations \$
25,900 \$ 25,819
Preferred
dividend (e)
(1,967) -- ----

---- Net
earnings
available to
common
shareholders
(d) \$ 23,933 \$
25,819
=====

=====

Diluted net
income
available to
common
shareholders \$
22,838 \$ 25,819
=====

=====

Cash net income
\$ 64,419 \$
95,373
=====

=====

Weighted
average diluted
shares 421,959
396,894
=====

=====

Weighted
average cash
net income
shares 783,112
758,047
=====

=====

EPS
FROM CONTINUING
OPERATIONS

Diluted loss
per share
available to
common
shareholders \$
.05 \$.07
=====

=====

Cash net income
per share \$.08
\$.13
=====

=====

ADJUSTED EBITDA
(F) \$ 234,609 \$
230,436
=====

(a) Represents costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets. Note that the additional \$857 of disengagement related sales rebates offered to customers impacted by disengagement is reflected net of revenue.

(b) Amortization of warrants and stock issued in exchange for distribution

and marketing services.

- (c) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants.
- (d) Q1 '02 excludes cumulative effect expense from adoption of FAS 141/142 of \$310,587 after tax and minority interest. Including this non-operating charge results in a diluted EPS of \$(0.73) for Q1 '02. Q1 '01 is presented as if the new accounting rules for goodwill were effective as of January 1, 2001. The amount of goodwill in Q1 '01 was \$43,201, after tax and minority interest. Furthermore, Q1 '01 excludes cumulative effect expense from adoption of the new accounting rules for film accounting of \$9,187, net of tax and minority interest. Including the goodwill and cumulative effect adjustment results in a diluted EPS of \$(0.07) for Q1 '01.
- (e) In relation to Expedia, the Company issued preferred stock with a dividend of 1.99%, payable in cash or stock.
- (f) Adjusted EBITDA, is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees (\$13,000 and \$8,756, in Q1 2002 and 2001, respectively), (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement related payments to cable operators, marketing expenses and sales rebates (\$11,538 in Q1 2002) related to the transfer of HSN's distribution to cable (which has been accomplished).

F-5

USA NETWORKS, INC. AND SUBSIDIARIES
 EPS AND CASH NET INCOME RECONCILIATION INFORMATION - CONTINUING OPERATIONS
 UNAUDITED
 (\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

THREE MONTHS ENDED MARCH 31, ACTUAL ACTUAL ----- ----- 2002 2001 --- ----- --- DILUTED LOSS PER SHARE: Net earnings before preferred dividend 25,900 \$ 25,819 Impact of exchangeable shares and dilutive securities (1,095) -- Preferred Dividend (1,967) -- -- ----- ---- DILUTED INCOME AVAILABLE TO COMMON SHAREHOLDERS \$ 22,838 \$ 25,819 weighted average diluted shares 421,959 396,894 ===== ===== Diluted earnings per share available to

common
 shareholders
 \$.05 \$.07
 =====
 =====
 CASH NET
 INCOME: Net
 loss before
 preferred
 dividend \$
 25,900 \$
 25,819 Impact
 of
 exchangeable
 shares and
 dilutive
 securities
 24,123 50,637
 Preferred
 Dividend
 (1,967) --
 Impact of
 non-cash
 items, net of
 tax and
 minority
 interest
 16,363 18,917

 ----- CASH
 NET INCOME
 64,419 \$
 95,373
 =====
 =====
 Weighted
 average CNI
 shares
 783,112
 758,047
 =====
 =====
 Cash net
 income per
 share \$.08 \$
 .13 =====
 =====
 RECONCILIATION
 OF BASIC AND
 CASH NET
 INCOME
 OUTSTANDING
 SHARES Basic
 weighted
 average
 shares
 393,736
 370,176
 Exchangeable
 Holdco shares
 361,153
 361,153
 Treasury
 Method Stock
 Options
 28,223 26,718

 783,112
 758,047
 =====
 =====

USA Networks, Inc. (to be renamed USA Interactive)
 Pro Forma Segment Results
 \$ in millions; rounding differences may exist. Unaudited.

REVENUE	
1999	2000
2001	
YE	
12/31	YE
12/31	Q1 Q2
Q3 Q4	YE
12/31	
Operating Businesses	
HSN - U.S.	
\$1,332.9	
\$1,527.0	\$
349.2	\$ 356.5
\$ 374.8	\$
469.4	
\$1,550.0	
Ticketing	
442.7	518.6
150.1	163.9
133.9	131.8
579.7 Hotel	
Reservations	
161.8	328.0
105.3	138.3
151.2	141.7
536.5 Expedia	
73.0	156.7
57.2	78.5
79.5	81.8
296.9	
Precision	
Response	
215.9	282.1
80.7	75.6
72.6	69.8
298.7	
Personals 9.0	
29.2	8.5 10.7
12.5	17.6
49.2	
Sub-	
total 2,235.4	
2,841.5	751.1
823.5	824.5
911.9	3,311.0
Emerging	
Businesses	
Citysearch	

15.8 21.0
21.8 22.9
81.5 Expedia
(44.3) (38.8)
4.5 17.7 16.4
22.2 60.9
Precision
Response 30.4
44.6 10.0
10.2 7.9 6.2
34.3
Personals
(0.4) 6.3 0.3
2.8 5.8 7.6
16.5
Corporate and
other (36.1)
(29.9) (7.9)
(8.2) (8.1)
(7.0) (31.2)

Sub-total
281.7 364.5
98.6 130.8
108.7 145.4
483.6

Emerging
Businesses
Citysearch
and related
(60.4) (63.9)
(11.8) (11.0)
(10.8) (9.9)
(43.4) HSN -
international
and other
11.8 14.7
(0.8) (1.6)
(12.4) (7.7)
(22.6)

ECS/Styleclick
(56.0) (71.2)
(16.9) (14.5)
(14.4) (7.8)
(53.6) -----

Sub-total
(104.6)
(120.4)
(29.4) (27.1)
(37.6) (25.4)
(119.6) Non
recurring
items - (4.7)
- (4.8)
(12.3) (3.1)
(20.1)

Foreign
exchange
conversion -
(3.9) (0.9)
(1.0) 0.9
(0.2) (1.2)
Disengaged
HSN Homes -
0.9 6.0 3.5
3.0 3.6 16.1


```

Precision Response
  5.7 Personals 6.9
Corporate and other
(8.7) -----
-----
-----
-----
----- Sub-total
  155.6 Emerging
        Businesses
Citysearch and
related (10.7) HSN -
international and
other (8.5)
ECS/Styleclick (4.6)
-----
-----
-----
-----
--- Sub-total (23.8)
Non recurring items
0.0 Foreign exchange
conversion (0.3)
Disengaged HSN Homes
0.0 -----
-----
-----
-----
----- Total $
      131.6
=====
=====
=====
===== USA
Entertainment USA
Network $ 85.4 Sci-
Fi Channel 15.6
Studios, net 25.3
Trio, NWI, Crime,
other emerging (3.4)
USA Films (6.1)
Corporate (0.6) ----
-----
-----
-----
-----
Total 116.3

```

The financial, statistical and other information contained herein is unaudited.
As filed with the Securities and Exchange Commission on April 24, 2002.

USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)
Actual Results of Operations (As Reported)
\$ IN MILLIONS; ROUNDING DIFFERENCES MAY EXIST. UNAUDITED.

```

P&L 1999
2000 2001
YE 12/31 YE
12/31 Q1 Q2
Q3 Q4 -----
-----
-----
-----
-----
Date
Reported:
02/01/2001
01/29/2002
04/24/2002
07/25/2001
10/24/2001
01/29/2002
Revenues,
net 3,371.7
  4,596.2
  1,312.8
  1,369.7

```


(17.9)
(26.6)
(23.1)
(40.4) -----

Earnings
before
income
taxes and
minority
interest
316.9 71.4
55.3 57.5
14.6 5.7
Income tax
expense
(103.1)
(112.9)
(26.5)
(22.8)
(21.9)
(37.7)
Minority
interest
(197.3)
(47.1)
(46.2)
(45.0)
(33.2)
(25.0) -----

Loss before
cumulative
effect of
accounting
change 16.5
(88.6)
(17.4)
(10.3)
(40.4)
(56.9)
Cumulative
effect of
accounting
change, net
of tax 0.0
0.0 (9.2)
0.0 0.0 0.0

--- Net
loss from
continuing
operations
16.5 (88.6)
(26.6)
(10.3)
(40.4)
(56.9)
=====

Preferred
dividend
0.0 0.0 0.0
0.0 0.0 0.0
Net
earnings
available
to common

(.02) \$
 (.08) \$
 (.13)
 =====
 =====
 =====
 =====
 =====
 =====
 Cash net
 income
 earnings
 per share \$
 (.14) \$.13
 \$.20 \$.13
 \$.04
 =====
 =====
 =====
 =====
 =====
 =====

P&L 2002 YE
 12/31 Q1 Q2
 Q3 Q4 YE
 12/31 -----

 - -----

Date
 Reported:
 01/29/2002
 04/24/2002
 Revenues,
 net 5,284.8
 1,372.6
 Operating
 costs and
 expenses:
 Costs
 related to
 revenues
 3,208.4
 822.5 Other
 costs and
 expenses
 1,182.7
 316.4
 Amort. of
 non-cash
 distribution
 and
 marketing
 expense
 26.4 7.0
 Depreciation
 245.3 90.3
 Amortization
 of goodwill
 388.0 0.0 -

 - Total
 operating
 costs
 5,045.3
 1,236.1 ---

 Operating
 income
 241.2 136.4
 Interest
 expense,

23.9
Weighted
average
diluted
shares
374.1 422.0
=====
=====
=====
=====
=====
=====

Weighted
average
fully
converted
shares
765.3 783.1
=====
=====
=====
=====
=====
=====

Basic
earnings
per share \$
(.34)
=====
=====
=====
=====
=====
=====

Diluted
earnings
per share \$
.05
=====
=====
=====
=====
=====
=====

Adjusted
EBITDA
893.7 234.6
=====
=====
=====
=====
=====
=====

Excluding
one-time
charges and
non-
operating
gains:
Basic and
diluted
earnings
per share \$
(.34)
=====
=====
=====
=====
=====
=====

Cash net
income
earnings
per share \$
.40 \$.08
=====
=====
=====
=====
=====
=====

THE FINANCIAL, STATISTICAL AND OTHER INFORMATION CONTAINED HEREIN IS UNAUDITED.
As filed with the Securities and Exchange Commission on April 24, 2002.

** NOTE: THIS P&L DOES NOT GIVE AFFECT TO THE PENDING VIVENDI TRANSACTION.

USA Networks, Inc. (to be renamed USA Interactive)

Operating

Metrics

IN MILLIONS EXCEPT PER UNIT

	1999	2000	2001
	2002 YE	YE	Q1 Q2
	Q3 Q4	YE	Q1 Q2 Q3
	Q4	YE	-----
	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
----- HSN- US			
Units shipped	32.1	35.2	8.6 9.0 9.5
	11.4	38.5	9.6
Gross profit %	34.3%	34.9%	33.5%
	34.4%	34.3%	33.9%
Return rate	34.0%	35.5%	20.3% 19.6%
	19.6%	19.6%	19.0%
	17.9%	19.0%	19.0%
Product mix:*			
Homegoods	N/A	N/A	41% 46%
	41%	39%	41% 46%
Jewelry	N/A	N/A	26% 26%
	25%	25%	25% 24%
Health/Beauty	N/A	N/A	19% 22% 20%
	17%	19%	24%
Apparel/Accessories	N/A	N/A	14% 13%
	14%	12%	13% 13%
Average Price	Point	N/A	\$47.82
	\$50.06	\$47.36	
	46.21	\$47.36	
	\$47.69	\$45.41	HSN
cable / DBS	HH		
(end of period)	60.6	65.9	68.4
	69.5	71.5	73.4
	73.4	72.6	HSN
total HH	(end of		
period)	73.7	77.1	
	80.2	82.8	82.8
	83.0	83.0	74.9
America's Store			
FTE's	(end of		
period)	8.3	8.8	
	8.4	9.4	10.8 11.6
	11.6	11.2	

THE FINANCIAL, STATISTICAL AND OTHER INFORMATION CONTAINED HEREIN IS UNAUDITED.

* In Q1 2002, HSN reclassified certain items in its product mix. As such, wellness, ingestibles, and fitness categories were moved out of the Home Goods category and into the Health & Beauty category. Product Mix for 1999 and 2000 assuming reclassification not available. As filed with the Securities and Exchange Commission on April 24, 2002.

USA Networks, Inc. (to be renamed USA

Interactive)

Operating Metrics

IN MILLIONS EXCEPT PER TICKET

1999

2000

USA Networks, Inc. (to be renamed USA Interactive)
 Operating Metrics
 IN THOUSANDS

2000 2001
 2002 YE Q1
 Q2 Q3 Q4 YE
 Q1 Q2 Q3 Q4
 YE -----

MATCH.COM
 Paid
 subscribers
 156.9 189.5
 216.6 252.7
 382.2 382.2
 527.7 New
 registrations
 1,135.6
 1,054.7
 1,059.5
 1,216.0
 2,304.0
 5,634.3
 2,911.7 New
 subscriptions
 (first time
 only) 399.5
 121.7 134.8
 154.2 260.4
 671.0 342.4
 Conversion
 rate (Reg to
 Subs) 35.2%
 11.5% 12.7%
 12.7% 11.3%
 11.9% 11.8%

THE FINANCIAL, STATISTICAL AND OTHER INFORMATION CONTAINED HEREIN IS UNAUDITED.
 As filed with the Securities and Exchange Commission on April 24, 2002.

USA Networks, Inc. (to be renamed USA Interactive)
 Operating Metrics

1999 2000
 2001 YE YE
 Q1 Q2 Q3 Q4
 YE -----

HOTEL
 RESERVATIONS
 NETWORK
 Hotel room
 nights sold
 (thousands)
 1,229 2,433
 799 1,030
 1,227 1,187
 4,243
 Average
 Daily Rate
 N/A \$131.70
 \$124.35

\$129.60
 \$120.30
 \$112.40
 \$121.10
 Affiliates
 (including
 TravelNow)
 N/A 16,200
 18,649
 20,857
 22,793
 23,808
 23,808
 Properties
 1,500 2,600
 3,084 3,374
 3,890 4,567
 4,567
 Cities
 served 40
 97 135 146
 171 178 178
 IN
 THOUSANDS
 2000 2001
 YE Q1 Q2 Q3
 Q4 YE -----

 EXPEDIA
 Total gross
 bookings
 (a)
 \$1,793,000
 \$674,000
 \$802,000
 \$723,000
 \$704,000
 \$2,903,000
 Total
 transactions
 (b) 4,832
 1,780 2,241
 2,222 2,229
 8,472
 Average
 monthly
 Media
 Metrix
 reach (c)
 N/A 6,969
 7,502 9,410
 9,238 N/A
 Expedia.com
 conversion
 (d) N/A
 5.7% 7.0%
 5.5% 5.2%
 N/A Expedia
 new
 purchasing
 customers
 (e) 1,769
 671 904 918
 870 3,363
 Expedia
 cumulative
 purchasing
 customers
 (f) 8,843
 3,603 4,507
 5,424 6,294
 19,828
 Expedia
 quarterly
 unique

purchasing
 customers
 (g) 2,741
 1,007 1,336
 1,393 1,383
 5,119

2002 Q1 Q2
 Q3 Q4 YE --

--- HOTEL
 RESERVATIONS
 NETWORK

Hotel room
 nights sold
 (thousands)
 1,408
 Average
 Daily Rate
 \$115.70
 Affiliates
 (including
 TravelNow)
 25,755
 Properties
 6,058
 Cities
 served 218
 IN
 THOUSANDS

2002 Q1 Q2
 Q3 Q4 YE --

--- EXPEDIA

Total gross
 bookings
 (a)
 1,107,000
 Total
 transactions
 (b) 3,045
 Average
 monthly
 Media
 Metrix
 reach (c)
 11,242

Expedia.com
 conversion
 (d) 5.8%

Expedia new
 purchasing
 customers
 (e) 1,316
 Expedia
 cumulative
 purchasing
 customers
 (f) 7,610
 Expedia
 quarterly
 unique
 purchasing
 customers
 (g) 1,874

- A Gross bookings represents the total value of travel booked through the Expedia, VacationSpot, and WWTE sites.
- B Transactions represents the number of reservations and purchases transacted through the Expedia and WWTE sites.

- C Average monthly Media Metrix reach represents the unduplicated reach for the Expedia and VacationSpot sites.
- D Conversion represents the monthly average Expedia.com unique monthly purchasers divided by the monthly average Media Metrix reach for the Expedia.com site.
- E Expedia new purchasing customers represents the number of new customers transacting through the Expedia sites in a quarter.
- F Expedia cumulative purchasing customers represents the cumulative number of customers that have ever transacted through the Expedia sites as of the end of a quarter.
- G Expedia quarterly unique purchasing customers represents the number of unique customers transacting through the Expedia sites over the course of a quarter.

The financial, statistical and other information contained herein is unaudited. As filed with the Securities and Exchange Commission on April 29, 2002.

USA Networks, Inc. (to be renamed USA Interactive)
 Operating Metrics
 IN MILLIONS

CAPITALIZATION (pro forma for pending transactions)
 (AS OF 4/15/02)

Ticker (NASDAQ)

USAI USAi
 Common Stock
 349.7 USAi
 Class B 63.0
 USAi
 Exchangeable
 Common Stock
 31.6 USAi
 Exchangeable
 Class B 1.6 ---

 Total Shares
 Outstanding
 445.9 Estimated
 dilutive
 options and
 warrants
 (treasury
 method) 31.5 --

 Fully diluted
 shares 477.4
 =====

Outstanding equity cap	\$14.2 billion
Fully diluted equity cap	\$15.2 billion

INCLUDES TREASURY METHOD OPTIONS AND WARRANTS, EXCHANGEABLE SHARES AND OTHER DILUTIVE SECURITIES, AND INCLUDES VIVENDI'S REMAINING 56.6 MILLION USA SHARES THAT MAY BE DELIVERED TO USA IN CONNECTION WITH USA'S SERIES B PREFERRED INTEREST IN VUE, WHICH WILL BE ISSUED TO USA IN THE PENDING VIVENDI TRANSACTION.

BUSINESS MIX

Revenue
 sources (Q1
 '02):
 Merchandise
 46% Online
 travel/hotel
 rooms 28%
 Ticketing
 15%
 Teleservices
 / ECS 8%
 Personals 3%

 Commerce
 100%
 =====
 Interactive

(online and
TV) (% of
total) 83%
International
(% of total)
11%

THE FINANCIAL, STATISTICAL AND OTHER INFORMATION CONTAINED HEREIN IS UNAUDITED.
As filed with the Securities and Exchange Commission on April 24, 2002.