

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(AMENDMENT NO. 1)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

TICKETMASTER GROUP, INC.  
(Name of Issuer)

COMMON STOCK, NO PAR VALUE  
(Title of Class of Securities)

88633U 10 3  
(CUSIP Number)

JAMES GALLAGHER  
HSN, INC.  
1 HSN DRIVE  
ST. PETERSBURG, FL 33729  
(813) 572-8585  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

OCTOBER 23, 1997  
(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 / /.

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

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.

(Continued on following pages)  
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This Report on Schedule 13D constitutes Amendment No. 1 ("Amendment No. 1") to the Original Report on Schedule 13D filed by the Reporting Person on July 28, 1997 (as amended, the "Schedule 13D"). Capitalized terms used and not defined herein have the meanings provided in the Original Report on Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The information contained in Item 3 of the Schedule 13D is hereby amended by reference to the information set forth

in Item 4 of this Amendment No. 1, which is hereby incorporated by reference herein.

ITEM 4. PURPOSE OF THE TRANSACTION.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On October 23, 1997, HSN, Inc. ("HSNi") delivered a letter to the Board of Directors of Ticketmaster Group, Inc. ("Ticketmaster") proposing a transaction (the "Proposal") pursuant to which HSNi would acquire all publicly held shares of common stock, no par value, of Ticketmaster. A copy of the letter is attached hereto as an exhibit and is incorporated herein by reference, and the description herein of the Proposal is qualified in its entirety by reference to such exhibit.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The information contained in Item 6 of the Schedule 13D is hereby amended by reference to the information set forth in Item 4 of this Amendment No. 1, which is hereby incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

The following Exhibits are filed as part of this Schedule 13D:

- (1) Letter, dated October 23, 1997, from HSN, Inc. to the Board of Directors of Ticketmaster Group, Inc.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

HSN, INC.

By: /s/ Jed B. Trosper  
Name: Jed B. Trosper  
Title: Executive Vice President,  
Chief Financial Officer  
and Treasurer

October 23, 1997

EXHIBIT INDEX

EXHIBIT	DESCRIPTION	SEQUENTIAL PAGE NO.
Exhibit 1 -	Stock Exchange Agreement/**/	
Exhibit 2 -	Letter Agreement/**/	
Exhibit 3 -	Letter, dated October 23, 1997, from HSN, Inc. to the Board of Directors of Ticketmaster Group, Inc.	

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\* Previously filed.

[Letterhead of HSN, Inc.]

October 23, 1997

Board of Directors  
Ticketmaster Group, Inc.  
8800 Sunset Boulevard  
West Hollywood, California 90069

Gentlemen:

I am pleased to propose, for your consideration, a transaction pursuant to which HSN, Inc. ("HSNi") would acquire all publicly held shares of common stock of Ticketmaster Group, Inc. ("Ticketmaster") in a tax-free merger transaction in which each such share of Ticketmaster common stock would be exchanged as follows:

- at HSNi stock prices of \$44 to \$50 per share during a measuring period prior to stockholder approval of the transactions, each Ticketmaster share would be exchanged for .506 of a share of HSNi common stock,
- at HSNi stock prices below \$44 per share, there would be a floating exchange ratio designed to provide Ticketmaster stockholders with protection in value of \$22.264 per share between values of \$40 to \$44 per HSNi share, and otherwise capped at .557 of a share of HSNi common stock, and
- at HSNi stock prices above \$50 per share, there would be a floating exchange ratio designed to provide value of \$25.30 per Ticketmaster common share at these HSNi stock values.

Based upon yesterday's closing price of HSNi common stock (\$47), our proposal values each publicly traded share of Ticketmaster common stock at \$23.78 per share. Alternatively, if the Ticketmaster Board would prefer, HSNi is prepared to acquire the balance of the Ticketmaster shares in a cash merger transaction at \$25 per Ticketmaster share (yesterday's closing price, which already fully reflects HSNi's publicly disclosed consideration of making a merger proposal).

Consummation of a stock merger will permit Ticketmaster and HSNi to work even more closely together while allowing Ticketmaster's public shareholders to retain a continued ownership interest in Ticketmaster's business through an ownership interest in HSNi. Our proposal is, of course, conditioned upon

Board of Directors  
Ticketmaster Group, Inc.  
October 23, 1997  
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the execution of a definitive agreement which would contain appropriate representations, warranties, covenants and conditions customary for transactions of this nature, including approval by our respective boards of directors and stockholders.

We are prepared to discuss our proposal with a special committee of Ticketmaster's disinterested directors (the "Special Committee") which we propose be formed to consider our proposal. Both we and our financial and legal advisors are at

your disposal to render whatever assistance or provide any further details with respect to our proposal that you may require. We are all prepared to meet with the Special Committee and its legal and financial advisors at your earliest convenience.

We very much appreciate your willingness to consider our proposal and look forward to working with you towards its successful completion.

Very truly yours,

/s/ Barry Diller

Barry Diller  
Chairman and Chief  
Executive Officer