

As filed with the Securities and Exchange Commission on October 5, 1998  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 2054

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

USA NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

59-2712887  
(I.R.S. Employer  
Identification No.)

152 West 57th Street, New York, NY 10019  
(Address of Principal Executive Offices) (Zip Code)

TICKETMASTER STOCK PLAN (AS AMENDED AND RESTATED)  
(Full title of the plan)

THOMAS J. KUHN  
USA NETWORKS, INC.  
152 WEST 57TH STREET  
NEW YORK, NY 10019  
(Name and address of agent for service)

(212) 314-7300  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share	45,000 shares	N/A	\$894,375(2)	\$263.84(2)

(1) Also includes an indeterminable number of additional shares that may become issuable pursuant to the anti-dilution provisions of the Plan.

(2) The average of the high and low reported prices of the Registrant's Common Stock on October 1, 1998 has been used for the purpose of calculating the registration fee pursuant to Rule 457(c).

THIS REGISTRATION STATEMENT INCORPORATES BY REFERENCE THE CONTENTS OF REGISTRATION STATEMENT NO. 333-57667 FOR THE TICKETMASTER STOCK PLAN (AS AMENDED AND RESTATED).

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT  
INTRODUCTORY STATEMENT AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 (the "Registration Statement") of USA Networks, Inc., a Delaware corporation (the "Company" or the "Registrant"), relates to up to 45,000 shares of the Registrant's common stock, par value \$.01 per share (the "Common Stock"), issuable in connection with the Ticketmaster Stock Plan (As Amended and Restated) (the "Plan") of Ticketmaster Group, Inc. ("Ticketmaster").

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed below are incorporated by reference in this Registration Statement. All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997;

(b) The Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 1998 and June 30, 1998; and the Company's Current Reports on Form 8-K filed January 9, 1998 (amending Form 8-K filed on February 13, 1996), January 16, 1998, January 23, 1998, February 13, 1998, February 23, 1998, April 1, 1998, May 1, 1998, May 19, 1998 and June 24, 1998;

(c) The information contained in the Company's Proxy Statement, dated January 12, 1998, for its annual meeting of stockholders held on February 11, 1998, filed with the Commission on January 13, 1998; and

(d) The description of the Common Stock contained in the Company's Registration Statement on Form S-4, dated November 20, 1996 (No.333-16437).

## ITEM 8. EXHIBITS.

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
5.01	Opinion of Wachtell, Lipton, Rosen & Katz as to legality of the shares of Common Stock being registered
23.01	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.01 hereto)
23.02	Consent of Deloitte & Touche LLP
23.03	Consent of Ernst & Young LLP
23.04	Consent of KPMG Peat Marwick LLP
23.05	Consent of PricewaterhouseCoopers LLP
23.06	Consent of PricewaterhouseCoopers LLP
24.01	Power of Attorney (included on Page 4 of this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 15th day of September, 1998.

USA NETWORKS, INC.

By: /s/ Barry Diller

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Barry Diller  
Chairman of the Board and  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Victor A. Kaufman and Thomas J. Kuhn, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities on September 15, 1998

SIGNATURE

TITLE

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/s/ Barry Diller

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Barry Diller

Chairman of the Board,  
Chief Executive Officer and Director

/s/ Victor A. Kaufman

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Victor A. Kaufman

Office of the Chairman, Chief  
Financial Officer and Director  
(Principal Financial Officer)

/s/ Michael P. Durney

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Michael P. Durney

Controller (Chief Accounting Officer)

/s/ Paul G. Allen  
-----  
Paul G. Allen Director

/s/ Frank J. Biondi, Jr.  
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Frank J. Biondi, Jr. Director

/s/ Edgar Bronfman, Jr.  
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Edgar Bronfman, Jr. Director

/s/ James G. Held  
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James G. Held Director

/s/ Donald Keough  
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Donald Keough Director

/s/ Robert W. Matschullat  
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Robert W. Matschullat Director

/s/ Samuel Minzberg  
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Samuel Minzberg Director

/s/ William D. Savoy  
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William D. Savoy Director

/s/ H. Norman Schwarzkopf  
-----  
H. Norman Schwarzkopf Director

## EXHIBIT INDEX

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EXHIBIT 5 - OPINION OF WACHTELL, LIPTON

EXHIBIT 5.01

[LETTERHEAD OF WACHTELL, LIPTON, ROSEN & KATZ]

October 2, 1998

USA Networks, Inc.  
152 West 57th Street  
New York, New York 10019

Re: Registration Statement on Form S-8 of USA Networks, Inc.

Members of the Board:

We are acting as special counsel to USA Networks, Inc., a Delaware corporation ("the Company"), in connection with the above-captioned Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Registration Statement") with respect to the registration of 45,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company pursuant to the Ticketmaster Stock Plan (the "Plan") of Ticketmaster Group, Inc. ("Ticketmaster").

In connection with this opinion, we have reviewed the Registration Statement and the exhibits thereto, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, certificates of public officials and of officers of the Company, the Plan and other instruments, and such other matters of law and fact as we have deemed necessary to render the opinion contained herein.

USA Networks, Inc.  
October 2, 1998  
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Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock available under the Plan, when issued, delivered and paid for in accordance with the terms and conditions of the Plan, will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ WACHTELL, LIPTON, ROSEN & KATZ

## EXHIBIT 23.02 - DELOITTE &amp; TOUCHE

## Exhibit 23.02

## INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in a Registration Statement of USA Networks, Inc. (formerly HSN, Inc. and Silver King Communications, Inc.) on Form S-8, pertaining to the registration of common stock of USA Networks, Inc. for issuance in connection with the Ticketmaster Stock Plan (As Amended and Restated) of Ticketmaster Group, Inc., of our report dated July 2, 1996 appearing in the Annual Report on Form 10-K of USA Networks, Inc. for the year ended December 31, 1997.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Tampa, Florida  
September 28, 1998

## EXHIBIT 23.03 - ERNST &amp; YOUNG

## Exhibit 23.03

## CONSENT OF ERNST &amp; YOUNG LLP

We consent to the incorporation by reference in the Registration Statement on Form S-8 of USA Networks, Inc. pertaining to the Ticketmaster Stock Plan (as amended and restated) of our report dated March 13, 1998, with respect to the consolidated financial statements and schedule of USA Networks, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
September 28, 1998

EXHIBIT 23.04 - KPMG

Exhibit 23.04

Consent of KPMG Peat Marwick LLP

The Board of Directors  
USA Networks, Inc.

We consent to the use of our report dated February 24, 1995 on the combined statements of income, cash flows and changes in partners' equity of USA Networks for the year ended December 31, 1994 incorporated herein by reference.

/s/ KPMG Peat Marwick LLP

New York, New York  
September 28, 1998

EXHIBIT 23.05 - PRICEWATERHOUSECOOPERS- (NY)

Exhibit 23.05

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of USA Networks, Inc. of our report dated February 21, 1997 relating to the financial statements of USA Networks appearing on page H-7 of HSN, inc's (subsequently renamed USA Networks, Inc.) proxy statement dated January 12, 1998.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

September 29, 1998  
New York, NY

EXHIBIT 23.06 - PRICEWATERHOUSECOOPERS(CA)

Exhibit 23.06

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of USA Networks, Inc. of our report dated December 8, 1997 relating to the financial statements of Universal Television Group appearing on page I-9 of HSN, inc's (subsequently renamed USA Networks, Inc.) proxy statement dated January 12, 1998.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

September 29, 1998  
Century City, CA