

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):
June 24, 1998

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

Delaware
(State or other jurisdiction
of incorporation)

0-20570 (Commission File No.) 59-2712887 (IRS employer identification no.)

152 West 57th Street, New York, NY 10019
(Address of principal executive offices) (Zip Code)

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

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

The information set forth under Item 5, below, is incorporated by reference herein in its entirety.

ITEM 5. OTHER EVENTS

On June 24, 1998, USA Networks, Inc. ("USAi") announced that it completed the previously-agreed merger between Ticketmaster Group, Inc. ("Ticketmaster") and Brick Acquisition Corp. ("Merger Sub"), a wholly owned subsidiary of USAi, pursuant to the terms of the Agreement and Plan of Merger, dated as of March 20, 1998, among USAi, Merger Sub and Ticketmaster. A copy of the press release is attached as an exhibit hereto and the description of such release is qualified in its entirety by reference to the exhibit hereto.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

Exhibit No.	Title
20.01	Press Release of USA Networks, Inc. dated June 24, 1998

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/ Thomas J. Kuhn
Name: Thomas J. Kuhn
Title: Senior Vice President
and General Counsel

Date: June 24, 1998

EXHIBIT INDEX

Exhibit No.	Exhibit Description
20.01	Press Release of USA Networks, Inc., dated June 24, 1998

[USA NETWORKS INC LOGO]

FOR IMMEDIATE RELEASE

USA NETWORKS, INC. CONCLUDES MERGER TO ACQUIRE
REMAINING STOCK OF TICKETMASTER GROUP, INC.

New York -- June 24, 1998 -- USA Networks, Inc. (NASDAQ: USAI) announced today that it has consummated the previously announced agreement to acquire the remaining stock of Ticketmaster Group, Inc. (NASDAQ: TKTM) that it did not previously own through a tax-free merger.

Instructions regarding the exchange of Ticketmaster certificates for USAI certificates are being mailed to Ticketmaster shareholders.

USA Networks, Inc. is a diversified media and electronic commerce company with assets that include the following: USA Network; The Sci-Fi Channel; Studios USA, which consists of first-run production & distribution, TV movies & miniseries and network production & development; USA Broadcasting; Home Shopping Network and Internet Shopping Network.

Ticketmaster is the world's leading computerized ticketing service, selling 70 million tickets a year, valued at more than 2 billion dollars, through more than 2,900 retail Ticket Center outlets, 29 worldwide telephone call centers and its Internet site. Ticketmaster provides ticketing for 85 professional sports franchises and hundreds of leading arenas, stadiums, performing arts venues and theaters; serving more than 3,750 clients in the U.S., South America, Canada, Mexico, Europe, and Australia. Ticketmaster offers its clients comprehensive ticket inventory control and management, broad distribution, and dedicated marketing and support services and consumers receive convenient access to tickets for more than 150,000 events a year, including a broad range of concerts, sports, family entertainment, performing arts and movies.

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CONTACTS:

USAI:

Press Relations/Jennifer Goebel: 212-314-7373
Investor Relations/Roger Clark: 212-314-7377

TICKETMASTER:

Scoop Marketing/Larry Solters, Bonnie Poindexter: 310-360-6060
Sard Verbinnen & Co./George Sard, Debbie Miller: 212-687-8344

MEDIA RELEASE