

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): June 6, 2001

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 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION
AND EXHIBITS

(c) Exhibits.

99.1 Investor Presentation Materials, dated June 6, 2001, for use at the Deutsche Banc Alex. Brown Media Conference.

ITEM 9. REGULATION FD DISCLOSURE

On June 6, 2001, the Registrant presented at the Deutsche Banc Alex. Brown Media Conference. A copy of the Registrant's investor presentation materials for such conference, appearing in Exhibit 99.1, is furnished and not filed 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: Senior Vice President and
General Counsel

Date: June 6, 2001

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Investor Presentation Materials.
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Slide 1

(logo) USA Networks, Inc.
 Jon Miller
 President & CEO
 USA Information & Services

Slide 2: Important

This presentation contains forward looking statements relating to possible or assumed future results of USAi. It reflects the current views of USAi with respect to future events, and are subject to risks that could cause future results to materially differ. These risks are described in USAi's Securities and Exchange Commission filings. The forward-looking statements in this presentation are made as of the date of this presentation, and USAi undertakes no obligation to update or revise them for any reason. These statements do not include the potential impact of any mergers, acquisitions or other business combinations that may be completed in the future. This presentation reflects estimates that USAi is comfortable releasing to analysts and the public.

Slide 3: Superior Growth

(graphic) Timeline depicting when divisions became part of USA Networks, Inc.
 1995 - USA Broadcasting
 1996 - Home Shopping Network
 1997 - Ticketmaster, Shop Channel, HOT Germany
 1998 - USA Network, Sci Fi Channel, Studios USA, Citysearch.com, Home Shopping Espanol
 1999 - Hotel Reservations Network, Match.com, One & Only Network, USA Films, HSN.com
 2000 - Trio, NWI, TVSN, PRC, Styleclick, ECS
 21% Revenue CAGR per share 1995-2000
 25% EBITDA CAGR per share 1995-2000

Illustrative pro forma for Operating Businesses from year of acquisition.

Slide 4

Entertainment Group
 (logos) USA Network, Sci Fi Channel, Trio, NWI, Crime, Studios USA, USA Films

Interactive Group

Electronic Retailing
 (logos) Home Shopping Network, America's Store, Home Shopping Espanol, Home Shopping Europe, Shop Channel, TVSN, HSN.com
 Information & Services
 (logos) Ticketmaster, Citysearch.com, Match.com, HRN, Styleclick, USA ECS, PRC

Slide 5: Commerce Centric

2000 pro forma revenue
 (graphic) Pie chart of revenue breakdown
 Total revenue = \$4.7 billion
 Advertising = 15%
 Subscriptions/Production Fees = 20%
 Transactions = 65%

Slide 6: Industry Leading Growth

USAi Operating Businesses 2000 vs. 1999 pro forma

	Revenue	EBITDA
Information & Services	38%	33%
Electronic Retailing	20%	12%
Entertainment	17%	26%

Slide 7: Internet Profitability 2001 EBITDA
(estimated \$ in millions)

eBay - \$166
USAi ICG - \$120
Monster - \$86
iQVC - \$79
Homestore - \$66
Priceline - \$13
Travelocity - \$10
Yahoo - \$1
Expedia - (\$16)
CNET - (\$17)
Excite - (\$63)
Amazon - (\$93)
Terra-Lycos - (\$215)

USAi Internet Commerce Group consists of HSN.com, Hotel Reservations Network,
Ticketmaster.com, Match.com.

Unaudited estimates based on industry/analyst reports.

Slide 8: Real Online Businesses

- o \$1 billion retail transactions
- o Our merchandising
- o Own the inventory
- o Know pricing/margins
- o Low customer acquisition costs
- o Operate at scale

(logos) Ticketmaster, HSN.com, HRN, Match.com

Pro forma estimates. Unaudited.

Slide 9: Infrastructure = Operating Leverage

(graphic) money

Retail value of transactions (annually) - \$5 billion

(graphic) telephone

Inbound phone minutes (annually) - 1 billion

(graphic) computer

Orders processed (annually) - 75 million

(graphic) credit cards

Credit card transactions (annually) - 60 million

(graphic) envelope

Items shipped (annually) - 40 million

(graphic) telephone operator

Customer service centers - 34

(graphic) boxes on cart

Fulfillment centers square feet - 2.5 million

(graphic) group of people
Customer database - 30 million

Operating estimates for the next twelve months.

Slide 10: USA Information & Services

(logos) Ticketmaster, Citysearch.com, Match.com, HRN, Styleclick, PRC, USA ECS

Slide 11: Ticketmaster

- o #1 ticketing company
- o #2 web retailer (Q4 '00)
- o 83 million tickets annually
- o 3,500 retail outlets
- o Approximately 30% of TM tickets (Q1 '01)

(graphic) Ticketmaster.com home page

#2 web retailer measuring buying customers among home users in 10/00 per PC Data Online.

Slide 12: Citysearch

- o TMCS is #1 online local network
- o Approximately 90% U.S. metro coverage
- o 128 cities worldwide
- o Approximately 85% wireless reach
- o 5th largest HRN affiliate

(graphic) Citysearch.com New York City home page

Slide 13: Match.com

- o #1 online subscription-based personals service
- o 1.8 million active member profiles (4/01)
- o 170,000 affiliates

(graphic) Match.com home page

Slide 14: Hotel Reservations Network

- o #1 online hotel room consolidator
- o Discounted rates for sold-out dates
- o 18,650 affiliates
- o 3,100 properties
- o 135 cities served

(graphic) HRN home page

Slide 15: 3rd Party Services

- o ECS: USAi's integrated cross-selling unit
- o PRC: Leader in integrated customer care/eCRM
- o Styleclick: Transaction revenue model + direct fees

- o eCommerce partnerships with NBA, NFL, PGA, CBS Sportsline

(logos) USA ECS, PRC, Styleclick

Slide 16: A Big League Player

- o 4 top-10 sports sites
- o 12 million tickets
- o 1 million videos/DVDs
- o 250,000 units of merchandise
- o 14 live TV events

(logos) CBS Sportsline.com, NBA, PGA Tour, Nascar.com, NFL, MLB, NHL

Source: PC Data Online (2/01) for sports site ranking
Management unaudited estimates.

Slide 17: Growth Opportunities

- o Recent deals
- o Reserved access
- o Travel-related services
- o Commerce partnerships
- o Direct marketing
- o International

(graphic) world map

Slide 18: Advantage USAi

Interactivity enables the convergence of entertainment and commerce. USAi is focused on this convergence. Nobody else balances a storytelling sensibility with a merchandising expertise with a massive transactional infrastructure.

The Internet is the first convergent medium. Television will be next.

USAi is among the very few companies making profits on the Internet -- in high growth, high margin, high barrier-to-entry businesses.

Traditional advertising is arcing toward direct selling.

USAi is already there. 2/3rd of its revenue is derived from transactions, and it's growing 2 to 5 times faster than the largest media companies.

Slide 19

(logo) USA Networks, Inc.

Focused on the new convergence of entertainment, information, and direct selling.

Slide 20

(logo) USA Networks, Inc.