

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS  
THERE TO FILED PURSUANT TO RULE 13d-2(b)

Ticketmaster Online-CitySearch, Inc.

(Name of Issuer)

Class B Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

88633P203

(CUSIP Number)

December 2, 1998

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1 Name of Reporting Person USA Networks, Inc.

I.R.S. Identification No. of Above Person 59-2712887

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2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

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3 SEC Use Only

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4 Citizenship or Place of Organization  
Delaware

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Number of Shares	5	Sole Voting Power 42,480,143
Beneficially Owned by	6	Shared Voting Power 0
Each Reporting Person With	7	Sole Dispositive Power 42,480,143
	8	Shared Dispositive Power 0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
42,480,143

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

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11 Percent of Class Represented by Amount in Row (9)  
83.9%

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12 Type of Reporting Person  
HC

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1 Name of Reporting Person Ticketmaster Group, Inc.

I.R.S. Identification No. of Above Person 36-3597489

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2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

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3 SEC Use Only

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4 Citizenship or Place of Organization  
Illinois

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Number of Shares	5	Sole Voting Power 42,480,143
Beneficially Owned by	6	Shared Voting Power 0
Each Reporting Person With	7	Sole Dispositive Power 42,480,143
	8	Shared Dispositive Power 0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
42,480,143

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

-----

11 Percent of Class Represented by Amount in Row (9)  
83.9%

-----

12 Type of Reporting Person  
HC

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1 Name of Reporting Person Ticketmaster Corporation

I.R.S. Identification No. of Above Person 36-3285772

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2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

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3 SEC Use Only

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4 Citizenship or Place of Organization  
Illinois

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Number of Shares	5	Sole Voting Power 42,480,143
Beneficially Owned by	6	Shared Voting Power 0
Each Reporting	7	Sole Dispositive Power 42,480,143
Person With	8	Shared Dispositive Power 0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
42,480,143

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

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11 Percent of Class Represented by Amount in Row (9)  
83.9%

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12 Type of Reporting Person  
CO

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1 Name of Reporting Person Barry Diller

I.R.S. Identification No. of Above Person Not applicable

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2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

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3 SEC Use Only

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4 Citizenship or Place of Organization  
United States

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Number of Shares	5	Sole Voting Power 42,480,143
Beneficially Owned by	6	Shared Voting Power 0
Each Reporting Person With	7	Sole Dispositive Power 42,480,143
	8	Shared Dispositive Power 0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person  
42,480,143

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

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11 Percent of Class Represented by Amount in Row (9)  
83.9%

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12 Type of Reporting Person  
IN

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- Item 1(a) Name of Issuer:  
Ticketmaster Online-CitySearch, Inc. (the "Issuer")
- Item 1(b) Address of Issuer's Principal Executive Offices:  
790 E. Colorado Boulevard, Suite 200  
Pasadena, California 91101
- Item 2(a) Name of Person(s) Filing:  
Ticketmaster Corporation ("Ticketmaster Corp.");  
Ticketmaster Group, Inc. ("Ticketmaster Group"), as the holder  
of all outstanding voting securities of Ticketmaster  
Corp.;  
USA Networks, Inc. ("USAi"), as the holder of all outstanding  
voting securities of Ticketmaster Group; and  
Barry Diller ("Mr. Diller"), in his capacity as Chairman and  
Chief Executive Officer of USAi.
- Item 2(b) Address of Principal Business Office:  
The principal business address of Ticketmaster Corp. and  
Ticketmaster Group, Inc. is 3701 Wilshire Boulevard, Los  
Angeles, CA 90010.  
The principal business address of USAi and Mr. Diller is 152  
West 57th Street, New York, NY 10019.
- Item 2(c) Citizenship:  
Ticketmaster Corp. - Illinois  
Ticketmaster Group - Illinois  
USAi - Delaware  
Mr. Diller - United States
- Item 2(d) Title of Class of Securities:  
Class B Common Stock, par value \$.01 per share, of the Issuer  
(the "Common Stock").

Item 2(e) CUSIP Number:

88633P203

Item 3 If this Statement is Filed Pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), the person filing is a:

Not applicable.

Item 4(a) Amount Beneficially Owned:

As of December 31, 1998, Ticketmaster Corp. may be deemed to be a beneficial owner of 42,480,143 shares of the Common Stock. All of such shares are shares of the Company's Class A Common Stock which, at the option of the holder, may be converted on a one-to-one basis into shares of Common Stock. Ticketmaster Corp. is the record holder of such 42,480,143 shares.

As of December 31, 1998, Ticketmaster Group may be deemed to be a beneficial owner of the 42,480,143 shares of the Common Stock deemed to be beneficially owned by Ticketmaster Corp. referred to above. Ticketmaster Group is the sole stockholder of Ticketmaster Corp.

As of December 31, 1998, USAi may be deemed to be a beneficial owner of the 42,480,143 shares of the Common Stock deemed to be beneficially owned by Ticketmaster Corp. referred to above. USAi is the sole stockholder of Ticketmaster Group.

As of December 31, 1998, Mr. Diller may be deemed to be a beneficial owner of the 42,480,143 shares of Common Stock deemed to be beneficially owned by Ticketmaster Corp. as referred to above. Mr. Diller disclaims beneficial ownership of such shares. Mr. Diller is Chairman and Chief Executive Officer of USAi and, pursuant to stockholder and governance agreements among Mr. Diller, Liberty Media Corp., a subsidiary of Tele-Communications, Inc. ("Liberty"), The Seagram Company Ltd., Universal Studios, Inc., a subsidiary of Seagram ("Universal"), and USAi, Mr. Diller generally has the right to control the outcome of any matter submitted to a vote or for the consent of USAi stockholders, other than with respect to certain fundamental changes relating to USAi, in which case the consent of Mr. Diller, Liberty and Universal is generally required for any such fundamental change.

Item 4(b) Percent of Class:

83.9%

Item 4(c) Number of shares as to which Ticketmaster Corp. has:

- (i) sole power to vote or direct the vote: 42,480,143
- (ii) shared power to vote or to direct the vote: 0
- (iii) the sole power to dispose of or to direct the disposition of: 42,480,143
- (iv) shared power to dispose of or to direct the disposition of: 0

Ticketmaster Corp. does not currently possess any rights to acquire additional shares of the Common Stock.

Number of shares as to which Ticketmaster Group has:

- (i) sole power to vote or direct the vote: 42,480,143
- (ii) shared power to vote or to direct the vote: 0
- (iii) the sole power to dispose of or to direct the disposition of: 42,480,143
- (iv) shared power to dispose of or to direct the disposition of: 0

Ticketmaster Group does not currently possess any rights to acquire additional shares of Common Stock.

Number of shares as to which USAi has:

- (i) sole power to vote or direct the vote: 42,480,143
- (ii) shared power to vote or to direct the vote: 0
- (iii) the sole power to dispose of or to direct the disposition of: 42,480,143
- (iv) shared power to dispose of or to direct the disposition of: 0

USAi does not currently possess any rights to acquire additional shares of Common Stock.

Number of shares as to which Mr. Diller has:

- (i) sole power to vote or direct the vote: 42,480,143
- (ii) shared power to vote or to direct the vote: 0
- (iii) the sole power to dispose of or to direct the disposition of: 42,480,143
- (iv) shared power to dispose of or to direct the disposition of: 0

Mr. Diller does not currently possess any rights to acquire additional shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class.



Not applicable.

Item 6. Ownership of More than 5% on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of the Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

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

Date: February 16, 1999

USA NETWORKS, INC.

By: /s/ Michael P. Durney

-----  
Name: Michael P. Durney  
Title: Vice President and Controller

Date: February 16, 1999

TICKETMASTER GROUP, INC.

By: /s/ Stuart DePina

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Name: Stuart DePina  
Title: Senior Vice President, Treasurer  
and Chief Financial Officer

Date: February 16, 1999

TICKETMASTER CORPORATION

By: /s/ Stuart DePina

-----  
Name: Stuart DePina  
Title: Senior Vice President, Treasurer  
and Chief Financial Officer

Date: February 16, 1999

/s/ Barry Diller

-----  
BARRY DILLER

Exhibit Index

Exhibit I      Joint Filing Agreement, dated February 16, 1999, by and among  
Ticketmaster Corporation, Ticketmaster Group, Inc., USA  
Networks, Inc. and Barry Diller.

## Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Date: February 16, 1999

USA NETWORKS, INC.

By: /s/ Michael P. Durney

-----  
 Name: Michael P. Durney  
 Title: Vice President and Controller

Date: February 16, 1999

TICKETMASTER GROUP, INC.

By: /s/ Stuart DePina

-----  
 Name: Stuart DePina  
 Title: Senior Vice President, Treasurer  
 and Chief Financial Officer

Date: February 16, 1999

TICKETMASTER CORPORATION

By: /s/ Stuart DePina

-----  
 Name: Stuart DePina  
 Title: Senior Vice President, Treasurer  
 and Chief Financial Officer

Date: February 16, 1999

/s/ Barry Diller

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 BARRY DILLER