

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): August 7, 2002

USA INTERACTIVE
(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.)
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152 West 57th Street, New York, NY (Address of principal executive offices)	10019 (Zip Code)
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Registrant's telephone number, including area code:
(212) 314-7300

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Investor Presentation Materials, dated August 7, 2002, for use at the U.S. Bancorp Piper Jaffray Technology & Communications Conference.

ITEM 9. REGULATION FD DISCLOSURE

On August 7, 2002, the Registrant presented at the U.S. Bancorp Piper Jaffray Technology & Communications Conference. A copy of the Registrant's 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 INTERACTIVE

By: /s/ JULIUS GENACHOWSKI

Name: Julius Genachowski
Title: Executive Vice President and
General Counsel

Date: August 7, 2002

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation Materials, dated August 7, 2002, for use at the U.S. Bancorp Piper Jaffray Technology & Communications Conference.

Slide 1
(logo): USA Interactive

Dara Khosrowshahi, EVP & CFO
U.S. Bancorp Piper Jaffray Technology & Communications Conference
August 7, 2002

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Slide 2: Important

This presentation contains forward looking statements relating to possible or assumed future results of USA. It reflects the current views of USA with respect to future events, and is subject to risks that could cause future results to materially differ. These risks are described in USA's Securities and Exchange Commission filings. Information contained herein about entities other than USA has been obtained from sources believed to be reliable, but no independent verification has been made and no representation is made as to its accuracy or completeness. Any statements non-factual in nature constitute current opinions, which are subject to change without notice. The forward looking statements and opinions in this presentation are made as of the date of this presentation, and USA 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 USA is comfortable releasing to analysts and the public as of the date hereof.

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Slide 3: USA Interactive
Electronic Retailing
(logos) HSN, America's Store, Shop Channel, HSN.com, TVSN, Home Shopping Europe

Information & Services
(logos) Ticketmaster, Match.com, Citysearch, Hotels.com, USA ECS, Styleclick, Expedia, PRC, TV Travel Shop

Includes some companies majority or partially owned by USA.

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Slide 4: Fortune 500's Fastest Growing Company
\$ in millions
103% Annual Actual Revenue Growth, 1996-2002B

USA Networks	1996	\$75
USA Interactive	2001	\$5,285
	2002B	\$5,200

USA was ranked #1 in 5-year revenue growth among Fortune 500 companies as of 4/15/02. Historical and budgeted data represents ownership of acquired companies from date of acquisition. Budgeted data is from USA budget as filed with the SEC on 1/29/02, updated for anticipated performance vs. budget as filed with the SEC on 7/24/02.

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Slide 5: EBITDA Growth
\$ in millions
86% Annual Actual EBITDA Growth, 1996-2002B

USA Networks	1996	\$19
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USA Interactive

2001	\$894
2002B	\$792

Historical and budgeted data represents ownership of acquired companies from date of acquisition. Budgeted data is from USA budget as filed with the SEC on 1/29/02, updated for anticipated performance vs. budget filed with the SEC on 7/24/02.

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Slide 6: Shares Outstanding

17% Annual Actual Share Growth, 1996 - Today

USA Networks

1996	185 million
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USA Interactive

2001	765 million
Today	448 million

Actual common basic shares outstanding, assuming the exchange of all outstanding exchangeable subsidiary equity in each period. Pro forma for stock splits.

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Slide 7: Net Cash & Investments

Today = \$4.4 Billion

As of 6/30/02

1996

Net cash: (\$270) million

Investments: \$30 million

2001

Net cash: \$580 million

Investments: \$66 million

Today

Net cash: \$2.3 billion

Investments: \$2.1 billion

Source: USA public documents as filed with the SEC. Based on consolidated amounts. Amounts of cash, investments and debt are based on balance sheet carrying values, adjusted for present value of estimated taxes on Vivendi Universal Entertainment securities. Amount of preferred stock based on face value. See USA proxy filed in connection with the Vivendi transaction for additional information.

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Slide 8: Where the World is Going

Revenue Through the Screen

Television and Internet Consumer-related Revenues (U.S.)

1995 - \$47 billion

Advertising: 80%

Transactions: 11%

Subscriptions / Fees: 9%

2000 - \$146 billion

Advertising: 41%

Transactions: 44%

Subscriptions / Fees: 15%

2005 - \$316 billion

Advertising: 22%

Transactions: 66%

Subscriptions / Fees: 13%

Compiled as of 1/29/02. Includes financial services and online classifieds. Compiled estimates per MSDW, Jupiter, Shop.org, McCann Erickson, Zenith Media,

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Slide 9: Huge Opportunity
\$ in billions
Interactive Commerce - U.S. GTV

CAGR = 29%

1999	\$42
2000	\$64
2001	\$87
2002E	\$110
2003E	\$137
2004E	\$169
2005E	\$207
2006E	\$253

GTV defined as Gross Transaction Value. Source: Shop.org / BCG (5/01); PhocusWright (10/01); Comscore Networks (1/02); Jupiter (10/01, 11/01, 4/00, 10/00); compiled estimates as of 1/29/02, from various other Wall Street analysts and internal estimates. Includes B2C online commerce, online financial services and online classifieds.

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Slide 10: USA's Organic Share
Share of Interactive Commerce - U.S. GTV (Est.)

1999	6%
2000	7%
2001	7%
2002E	8%
2003E	8%
2004E	9%
2005E	10%
2006E	10%

Source: Shop.org / BCG (5/01); Comscore Networks (1/02); Jupiter (10/01, 11/01, 4/00, 10/00); compiled estimates as of 1/29/02 from various other Wall Street analysts and internal estimates. Includes B2C online commerce, online financial services and online classifieds. USA budget / estimates based on USA budget as filed with the SEC on 1/29/02 for 2002 and 2003 and internal estimates for 2004-2006.

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Slide 11: #8 in Online Reach
unique visitors in millions
Combined Home / Work Unique Visitors
June 2002

AOL	95.2
MSN	86.0
Yahoo	79.9
Terra Lycos	39.7
About / Primedia	33.7
Google	33.6
eBay	33.0
USA Properties	29.2
Amazon	28.5
Classmates.com	23.9

Data for USA is from a comScore Media Metrix unranked custom entity report defined by USA, representing combined home / work unduplicated reach for all of USA's subsidiaries, and is compared to the comScore Media Metrix Top 100 Properties list.

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Slide 12: Multiple Categories
USA's Q2 2002 GTV

Travel: 50%
Ticketing: 35%
Merchandise: 14%
Personals: 1%

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Slide 13: Travel: Quickly Migrating Online
Online Penetration by Category - U.S.

2001

Air 15%
Car 13%
Hotel 7%
Cruise / Tour 2%

2007E

Air 28%
Car 24%
Hotel 16%
Cruise / Tour 7%

Based on GTV. Source: Jupiter research dated 5/02. Represents penetration for leisure and managed travel.

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Slide 14: Ticketing: Online Success
Ticketmaster % Revenues Online

1999 13%
2000 25%
2001 32%
Q2 '02 43%

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Slide 15: Ticketing: The Opportunity
Ticket Universe - U.S. (Est.)

Concerts
Sports
Family
Arts ---
----- --
---- ----
--- ----
Unsold
42% 56%
63% 61%
Box
Office
26% 20%
24% 23%
Season
Tickets
2% 19% -
- 5%
Single
Tickets

30% 6%
 13% 11%
 Total:
 Capacity:
 62mm
 265mm
 50mm
 108mm
 485mm

Based on unaudited Ticketmaster estimates. Unsold tickets include opens (unsold TM tickets) and holds (unsold box office tickets).

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Slide 16: HSN Mix & Margins

	EBITDA Growth*	Gross Margin	Home Licensing	Product Mix Other
Q1 '01	4.7%	33.5%	37%	63%
Q2 '01	4.9%	34.5%	35%	65%
Q3 '01	-9.1%	34.3%	36%	64%
Q4 '01	1.5%	33.9%	41%	59%
Q1 '02	26.3%	35.5%	32%	68%
Q2 '02	21.1%	38.4%	28%	72%

* As reported. 2002 growth amounts are pro forma for disengagement.

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Slide 17: HSN.com
 HSN.com % of HSN Revenues

Q1 '00	1.3%
Q2 '00	1.9%
Q3 '00	2.6%
Q4 '00	4.6%
Q1 '01	5.4%
Q2 '01	8.1%
Q3 '01	8.8%
Q4 '01	9.9%
Q1 '02	10.8%
Q2 '02	11.1%

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Slide 18: Personals: The Opportunity
 Single Adults in U.S.

Has Tried Online Dating: 5%
 Has Not Tried Online Dating: 95%

Source: Strategic Research Co. Study for Match dated 11/01.

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Slide 19: New Personals Categories

(graphic) screen grabs of Expedia Caribbean Splash III and matchLive

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Slide 20: International
 International % of Total
 Q2 2002

Ticketmaster	20%
Hotels.com	12%
Expedia	7%

Data for Ticketmaster, Expedia and HSN represents gross transactions; data for Hotels.com represents revenue.

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Slide 21: Leverage in All Areas

	EBITDA Margin		YTD '02: \$ Increase in EBITDA per \$ Increase in Revenue
	YTD '01	YTD '02	
HSN - U.S.	13.8%	15.6%	\$0.34
Ticketing	20.9%	23.5%	\$0.79*
Match.com	16.2%	30.2%	\$0.38
Hotels.com	15.1%	14.8%	\$0.14
Expedia	16.4%	30.1%	\$0.45
Operating Businesses	14.6%	17.7%	\$0.31
USA Total	9.9%	14.2%	\$0.39
	=====	=====	=====

* Based on USA budget for the full year 2002, this number would be \$0.47.

Operating Businesses include HSN - U.S., Ticketing, Match.com, Hotels.com, Expedia, PRC and Corporate Overhead.

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Slide 22: Significant Margin Expansion
EBITDA Margins

Operating Businesses	1999	12.6%
	2000	12.6%
	2001	14.6%
	2002B	17.3%
Total Businesses	1999	7.1%
	2000	7.2%
	2001	9.5%
	2002B	13.9%

Budgeted data is from USA budget as filed with the SEC on 1/29/02, updated for anticipated performance vs. budget as filed with the SEC on 7/24/02.

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Slide 23: Growth Rates vs Multiples
Select Interactive Companies

	2000-2003E Cash EPS CAGR	2003E Multiple	Q2 Cash EPS Growth
Amazon	NM	47x	NM
eBay	56%	47x	60%
Yahoo!	83%	49x	83%
USA	58%	31x	122%

Other companies' projections based on U.S. Bancorp Piper Jaffray analyst estimates. All results pro forma. USA budgeted data based on USA budget as filed with the SEC on 1/29/02, adjusted to include Vivendi's 56.6 million shares in USA's share count.

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Slide 24: Historical Price Performance

Graph showing relative performance of USAI, an Entertainment Index, and the Nasdaq from January 1997 through May 2002

Source: MSN Moneycentral. Comparative index describes relative price performance over time. Date range is from closing of HSN / Silver King merger to 7/17/02.

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Slide 25: Conclusion

Clear Strategy
Strong Growth Prospects
Great Operating Leverage
Flexible Balance Sheet
Proven Track Record
Unique & Leading Positions
Compelling Valuation

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Slide 26: Important

This presentation refers to budgeted data from the USA budget as filed with the Securities and Exchange Commission on January 29, 2002, updated for anticipated performance versus budget as filed (in USA's Q2 2002 earnings release) with the Securities and Exchange Commission on July 24, 2002.

Throughout this document, "EBITDA" for USA and its subsidiaries refers to "Adjusted EBITDA" as defined herein.

Adjusted EBITDA, also referred to as EBITDA, is defined as operating income plus (1) depreciation and amortization, (2) amortization of cable distribution fees, (3) amortization of non-cash distribution, marketing, and compensation expense, and (4) disengagement related payments to cable operators, marketing expenses and sales rebates. Cash EPS defined as cash net income divided by fully diluted, treasury method shares outstanding. Cash net income is defined as net income available to common shareholders plus (1) amortization of non-cash distribution and marketing expense, (2) non-cash compensation expense, and (3) amortization of goodwill (in 2001) and intangibles, net of related tax minority interest expense. Excludes non-recurring items, including restructuring charges.

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Slide 27
(logo): USA Interactive

Engages worldwide in the business of interactivity via the Internet, the television and the telephone.

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