

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

AMENDMENT NO. 2 TO
 FORM S-4
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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

DELAWARE (State of incorporation)	4833 (Primary Standard Industrial Classification Code Number)	59-2712887 (I.R.S. Employer Identification Number)
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152 WEST 57TH STREET
 NEW YORK, NY 10019
 (212) 314-7300
 (Address, including zip code, and telephone number, including area
 code, of the Registrant's principal executive offices)

THOMAS J. KUHN, ESQ.
 SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY
 USA NETWORKS, INC.
 152 WEST 57TH STREET
 NEW YORK, NY 10019
 (212) 314-7300
 (Name, address, including zip code, and telephone number, including area code,
 of agent for service)

Copies to:

Pamela S. Seymon, Esq.
 Wachtell, Lipton, Rosen & Katz
 51 West 52nd Street
 New York, NY 10019
 (212) 403-1000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As promptly as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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 (2)	AMOUNT OF REGISTRATION FEE (1)(3)
Common Stock, \$.01 par value per share	20,599,991	N/A	\$482,526,440	\$142,345

(1) This Registration Statement relates to securities of the Registrant issuable to holders of Common Stock of Ticketmaster Group, Inc., an Illinois corporation, in the proposed merger of a wholly owned subsidiary of the Registrant with and into Ticketmaster Group, Inc. and is based on 18,294,841 shares of Ticketmaster Group, Inc. Common Stock outstanding (including vested and unvested options and other securities exchangeable for shares of Ticketmaster Common Stock and excluding shares of Ticketmaster Common Stock owned by the Registrant) on June 23, 1998.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(f)(1) under the Securities Act of 1933, as amended,

on the basis of the market value of Ticketmaster Group, Inc. Common Stock to be received by the Registrant in the proposed merger, calculated in accordance with Rule 457(c) on the basis of the average of the high and low prices reported for such securities by The Nasdaq Stock Market on May 18, 1998 in connection with the initial filing by the Registrant.

(3) Pursuant to Rule 457(b) under the Securities Act, \$141,136 of the registration fee was paid on May 1, 1998 in connection with the filing of the preliminary proxy materials and on May 19, 1998 in connection with the initial filing by the Registrant.

THE REGISTRANT HEREBY AMENDS THE REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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The purpose of Amendment No. 2 is to increase the number of Registrant's shares covered by the Registration Statement from 20,424,990 to 20,599,991, due to the granting by Ticketmaster after the date of the initial Registration Statement of additional options to acquire shares of Ticketmaster Common Stock, which upon the merger will become exercisable (when and if vested) for shares of the Registrant's Common Stock. The contents of the Registration Statement (Commission File No. 333-53093), as previously amended, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 June 24, 1998.

USA NETWORKS, INC.

By: /s/ Barry Diller*

Barry Diller
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 24, 1998.

SIGNATURE	TITLE
/s/ Barry Diller* ----- Barry Diller	Chairman of the Board, Chief Executive Officer and Director
/s/ Victor A. Kaufman* ----- Victor A. Kaufman	Office of the Chairman, Chief Financial Officer and Director (Principal Financial Officer)
/s/ Michael Durney* ----- Michael Durney	Controller (Chief Accounting Officer)
----- Paul G. Allen	Director
/s/ Frank J. Biondi, Jr.* ----- Frank J. Biondi, Jr.	Director
/s/ Edgar Bronfman, Jr.* ----- Edgar Bronfman, Jr.	Director

/s/ James G. Held* Director

James G. Held

/s/ Robert W. Matschullat* Director

Robert W. Matschullat

/s/ Samuel Minzberg* Director

Samuel Minzberg

/s/ William D. Savoy* Director

William D. Savoy

/s/ H. Norman Schwarzkopf* Director

H. Norman Schwarzkopf

/s/ Richard E. Snyder* Director

Richard E. Snyder

*By: /s/ Thomas J. Kuhn

Thomas J. Kuhn
Attorney-in-fact

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	PAGE
2.1	Agreement and Plan of Merger by and among the Registrant, Brick Acquisition Corp. and Ticketmaster Group, Inc., dated as of March 20, 1998 (attached as Appendix A to the Proxy Statement/Prospectus contained in the Registration Statement).....	
2.2	Investment Agreement among Universal Studios, Inc., the Registrant, Home Shopping Network, Inc. and Liberty Media Corporation, dated as of October 19, 1997, as amended and restated as of December 18, 1997, filed as Appendix A to the Registrant's Definitive Proxy Statement, January 12, 1998, is incorporated herein by reference.....	
3.1	Restated Certificate of Incorporation of the Registrant, filed as Exhibit 3.1 to the Registrant's Form 8-K, February 23, 1998, is incorporated herein by reference.....	
3.2	Amended and Restated By-Laws of the Registrant, filed as Exhibit 3.1 to the Registrant's Form 8-K, January 9, 1998, is incorporated herein by reference.....	
4.1	Form of Specimen Certificate for the Registrant's Common Stock, filed as Exhibit 4.6 to the Registrant's Form 10-K, December 31, 1997, is incorporated herein by reference.....	
5.1	Opinion of Wachtell, Lipton, Rosen & Katz, regarding the legality of the securities being issued.....	
*8.1	Opinion of Wachtell, Lipton, Rosen & Katz, regarding certain tax matters.....	
*8.2	Opinion of Shearman & Sterling, regarding certain tax matters.....	
10.1	Form of Governance Agreement among the Registrant, Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of October 19, 1997, filed as Appendix B to the Registrant's Definitive Proxy Statement, January 12, 1998, is incorporated herein by reference.....	
10.2	Form of Stockholders Agreement among Universal Studios, Inc., Liberty Media Corporation, Barry Diller, the Registrant and The Seagram Company Ltd., dated as of October 19, 1997, filed as Appendix C to the Registrant's Definitive Proxy Statement, January 12, 1998, is incorporated herein by reference.....	
10.3	Amended and Restated Limited Liability Company Agreement of USANi LLC, dated as of February 12, 1998, filed as Exhibit 10.59 to the Registrant's Form 10-K, December 31, 1997, is incorporated herein by reference.....	
10.4	Exchange Agreement dated as of October 19, 1997 by and among the Registrant, Universal Studios, Inc. (and certain of its subsidiaries) and Liberty Media Corporation (and certain of its subsidiaries), filed as Exhibit 10.60 to the Registrant's Form 10-K, December 31, 1997, is incorporated herein by reference.....	
10.5	Cooperation, Non-Competition and Confidentiality Agreement by and between the Registrant and Fredric D. Rosen, dated March 9, 1998, filed as Exhibit 6 to Amendment No. 4 to the Registrant's	

report on Schedule 13D for Ticketmaster Group,
Inc., March 23, 1998, is incorporated herein by
reference.....

EXHIBIT NUMBER	DESCRIPTION	PAGE
23.1	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1 and Exhibit 8.1).....	
23.2	Consent of Shearman & Sterling (included in Exhibit 8.2).....	
23.3	Consent of Deloitte & Touche LLP.....	
23.4	Consent of Ernst & Young LLP.....	
23.5	Consent of Ernst & Young LLP.....	
23.6	Consent of KPMG Peat Marwick LLP.....	
23.7	Consent of KPMG Peat Marwick LLP.....	
23.8	Consent of Price Waterhouse LLP.....	
23.9	Consent of Price Waterhouse LLP.....	
*23.10	Consent of Salomon Smith Barney.....	
*24.1	Power of Attorney.....	
*99.1	Form of Proxy Card.....	

* Previously filed.

[Letterhead of Wachtell, Lipton, Rosen & Katz]

June 24, 1998

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

Re: Registration Statement (Amendment No. 2)
on Form S-4 of USA Networks, Inc.

Members of the Board:

We are acting as special counsel to USA Networks, Inc., a Delaware corporation ("USAi"), in connection with the above-captioned Registration Statement, as amended through Amendment No. 2 thereto, filed by USAi with the Securities and Exchange Commission (the "Registration Statement") with respect to the shares of common stock, par value \$.01 per share (the "USAi Common Stock"), proposed to be issued in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 20, 1998, attached as Appendix A of the Proxy Statement, by and among USAi, Brick Acquisition Corp., an Illinois corporation and subsidiary of USAi ("Merger Sub"), and Ticketmaster Group, Inc., an Illinois corporation ("Ticketmaster"), pursuant to which Merger Sub will be merged with and into Ticketmaster with Ticketmaster being the surviving corporation and a subsidiary of USAi (the "Merger").

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 USAi and Merger Sub, and other instruments, and such matters of law and fact as we have deemed necessary to render the opinion contained herein.

USA Networks, Inc.
June 24, 1998
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Based upon and subject to the foregoing, we are of the opinion that the USAi Common Stock being registered under the Registration Statement, when issued pursuant to the Merger following approval of the Merger Agreement, 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 and to the reference to our firm under the caption "LEGAL MATTERS" in the Proxy Statement/Prospectus contained therein. 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,

Wachtell, Lipton, Rosen & Katz

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Amendment No. 2 to Registration Statement No. 333-53093 of USA Networks, Inc. (formerly HSN, Inc. and Silver King Communications, Inc.) on Form S-4, pertaining to the registration of common stock of USA Networks, Inc. for issuance to holders of common stock 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 and to the reference to us under the heading "Experts" in the Proxy Statement/Prospectus, which is part of such Registration Statement.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Tampa, Florida
June 23, 1998

CONSENT OF ERNST & YOUNG LLP

We consent to the reference to our firm under the caption "Experts" and to the incorporation by reference 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, incorporated by reference in the Proxy/Prospectus of Ticketmaster Group, Inc. that is made a part of Amendment No. 2 to the Registration Statement (Form S-4 No. 333-53093) of USA Networks, Inc. for the registration of 20,599,991 shares of its common stock.

/s/ Ernst & Young LLP

New York, New York
June 19, 1998

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 24, 1998 (except for Note 13, as to which the date is April 10, 1998), with respect to the consolidated financial statements and to our consent dated April 23, 1998 with respect to the financial statement schedule of Ticketmaster Group, Inc. included in its Annual Report (Form 10-K) at January 31, 1998 and for the year then ended, in the Proxy Statement of Ticketmaster Group, Inc. that is made a part of Registration Statement related to the Prospectus of USA Networks, Inc. for the registration of 20,599,991 shares of its common stock.

/s/ Ernst & Young

Los Angeles, California
June 22, 1998

[Letterhead of KPMG Peat Marwick]

CONSENT OF KPMG PEAT MARWICK

The Board of Directors
USA Networks, Inc.

We consent to the use of our report dated February 24, 1995 incorporated herein
by reference.

/s/ KPMG Peat Marwick LLP
KPMG Peat Marwick LLP

New York, New York
June 19, 1998

CONSENT OF KPMG PEAT MARWICK LLP

The Boards of Directors
Ticketmaster Group, Inc.:
USA Networks, Inc.:

We consent to the incorporation by reference in USA Networks, Inc.'s Amendment No. 2 to Form S-4 (Registration Statement No. 333-53093) of our report dated March 12, 1997, with respect to the consolidated financial statements of Ticketmaster Group, Inc. as of January 31, 1997 and for each of the years in the two year period then ended, which report appears in the Annual Report (Form 10-K) of Ticketmaster Group, Inc. for the year ended January 31, 1998, and to the reference to our firm under the heading "Experts" in the Proxy Statement/Prospectus, which is part of such registration statement.

/s/ KPMG Peat Marwick LLP

Los Angeles, California
June 23, 1998

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of Amendment No. 2 to the Registration Statement on Form S-4 of USA Networks, Inc. of our report dated February 21, 1997 relating to the financial statements of USA Networks appearing on page H-7 in HSN, inc's (subsequently renamed USA Networks, Inc.) proxy statement dated January 12, 1998. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP

June 19, 1998
New York, NY

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of Amendment No. 2 to the Registration Statement on Form S-4 of USA Networks, Inc. of our report dated December 8, 1997 relating to the combined 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. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP

June 19, 1998
Century City, California