

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 23, 2003

INTERACTIVECORP
(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

USA INTERACTIVE
(Former Name or Former Address, if Changed Since Last Report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On June 23, 2003, InterActiveCorp ("IAC"), formerly USA Interactive, completed its acquisition of the outstanding shares of Hotels.com that it did not already own through the merger of a wholly owned subsidiary of IAC with Hotels.com, with Hotels.com surviving as a wholly owned subsidiary of IAC. In the merger, each outstanding share of Hotels.com Class A common stock was converted into the right to receive 2.4 shares of IAC common stock and each outstanding share of Hotels.com Class B common stock was cancelled. Please see the full text of the IAC's press release, filed as exhibit 99.1 hereto, which is incorporated herein by reference.

IAC filed a registration statement on Form S-4 (file no. 333-105014), as amended, registering under the Securities Act of 1933, as amended, the shares of IAC common stock issued in the Hotels.com transaction. The registration statement contains additional information about the transaction.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

99.1 Press Release dated June 23, 2003.

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.

INTERACTIVECORP

By: /s/ Dara Khosrowshahi

Name: Dara Khosrowshahi
Title: Executive Vice President and
 Chief Financial Officer

Date: June 23, 2003

EXHIBIT INDEX

Exhibit No.
- - - - -

Description
- - - - -

99.1

Press Release dated June 23, 2003.

INTERACTIVECORP
 COMPLETES ACQUISITION OF HOTELS.COM

New York, New York - June 23, 2003 - InterActiveCorp (Nasdaq: IACI; "IAC"), which until today was known as USA Interactive, today announced the successful completion of its acquisition of the outstanding shares of Hotels.com that it did not already own. The acquisition, which was accomplished by the merger of a wholly owned subsidiary of IAC with Hotels.com, with Hotels.com surviving as a wholly owned operating business of IAC, became effective before the open of the market today.

In connection with the merger, Hotels.com options were converted into options to acquire IAC common stock. Under the agreement, Hotels.com shareholders received 2.4 shares of IAC common stock for each share of Hotels.com stock that they own. In the transaction, IAC issued to Hotels.com public shareholders approximately 44.3 million basic shares and 47.2 million shares on a fully diluted, treasury method basis.

Shares of Hotels.com common stock, which prior to the merger traded on the Nasdaq National Market under the symbol "ROOM," were delisted from trading as of the close of the market on Friday, June 20.

ABOUT IAC, INTERACTIVECORP

 IAC, InterActiveCorp (Nasdaq: IACI), formerly USA Interactive, is comprised of the following operating businesses: Expedia, Inc. (Nasdaq: EXPE), which oversees Interval International and TV Travel Shop; Hotels.com; HSN; Ticketmaster, which oversees Evite and ReserveAmerica; Match.com, which oversees uDate.com; Entertainment Publications; Citysearch; and Precision Response Corporation. IAC has also entered into an agreement to acquire LendingTree (Nasdaq: TREE), which is expected to be completed in the third quarter of 2003. The goal of the Company is to be the world's largest and most profitable interactive commerce company by pursuing a multi-brand strategy.

ABOUT HOTELS.COM

 Hotels.com is the largest specialized provider of discount lodging worldwide, providing service through its own websites (including www.hotels.com and others), more than 36,000 affiliated websites, and its toll-free call centers (1-800-2-HOTELS). Hotels.com provides accommodations to travelers at over 8,000 properties in more than 360 markets in North America, Europe, the Caribbean and Asia. The company offers a one-stop shopping source for hotel pricing, amenities and availability, and also specializes in providing travelers with accommodations for sold-out periods. Hotels.com is an operating business of InterActiveCorp (Nasdaq: IACI).

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Contacts:

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