

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Ticketmaster Online-CitySearch, Inc.
(NAME OF ISSUER)

Class B Common Stock, par value \$.01 per share
(TITLE OF CLASS OF SECURITIES)

88633P203
(CUSIP NUMBER)

Thomas J. Kuhn, Esq.
USA Networks, Inc.
152 West 57th Street
New York, NY 10019
(212) 314-7200

Daniel R. Goodman, Esq.
Ticketmaster Corporation
3701 Wilshire Blvd.
Los Angeles, CA 90010
(213) 381-2000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS)

December 1, 1999
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

The information required on the remainder of this cover page 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 (however, see the Notes).

Page 1 of 15

(1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Person

USA Networks, Inc.
59-2712887

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

(3) SEC Use Only

(4) Source of Funds

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization

Delaware

Number of Shares	(7)	Sole Voting Power	None; see Item 5
Beneficially Owned by Each Reporting Person With:	(8)	Shared Voting Power	43,782,544; see Item 5
	(9)	Sole Dispositive Power	None; see Item 5
	(10)	Shared Dispositive Power	43,782,544; see Item 5

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

43,782,544 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

(13) Percent of Class Represented by Amount in Row (11)

61.2%

Assumes conversion of all shares of Class A Common Stock beneficially owned by the Reporting Persons into shares of Class B Common Stock. Because each share of Class A Common Stock generally is entitled to ten votes per share and each share of Class B Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own equity securities of the Company representing approximately 73.2% of the voting power of the Company.

(14) Type of Reporting Person

CO

(1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above
Persons
Ticketmaster Corporation
36-3285772

(2) Check the Appropriate Box if a Member of a Group (a) ☐
(b) ☒

(3) SEC Use Only

(4) Source of Funds
Not applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)
or 2(e) ☐

(6) Citizenship or Place of Organization
Illinois

Number of Shares	(7)	Sole Voting Power	None; see Item 5
Beneficially Owned by	(8)	Shared Voting Power	43,782,544; see Item 5
Each	(9)	Sole Dispositive Power	None; see Item 5
Reporting Person With:	(10)	Shared Dispositive Power	43,782,544; see Item 5

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
43,782,544 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

(13) Percent of Class Represented by Amount in Row (11)
61.2%

Assumes conversion of all shares of Class A Common Stock beneficially
owned by the Reporting Persons into shares of Class B Common Stock.
Because each share of Class A Common Stock generally is entitled to
ten votes per share and each share of Class B Common Stock is
entitled to one vote per share, the Reporting Persons may be deemed to
beneficially own equity securities of the Company representing
approximately 73.2% of the voting power of the Company.

(14) Type of Reporting Person

CO

ITEM 1. SECURITY AND ISSUER

This Statement on Schedule 13D (the "Schedule 13D") relates to shares of Ticketmaster Online-CitySearch ("TMCS") Class B common stock, par value \$.01 per share (the "Class B Common Stock"). The principal executive offices of TMCS are located at 790 E. Colorado Boulevard, Suite 200, Pasadena, California 91101.

ITEM 2. IDENTITY AND BACKGROUND

This Statement is filed by USA Networks, Inc., a Delaware corporation ("USAi") and Ticketmaster Corporation, an Illinois corporation and a wholly owned indirect subsidiary of USAi ("Ticketmaster," and together with USAi, the "Reporting Persons"). USAi is a holding company, the subsidiaries of which are engaged in diversified media and electronic commerce businesses. The principal executive offices of USAi are located at 152 West 57th Street, New York, NY 10019. The principal executive offices of Ticketmaster are located at 3701 Wilshire Boulevard, Los Angeles, CA 90010.

Annex A attached to this Schedule 13D contains the following information concerning each director, executive officer and controlling person of USAi: (i) the name and residence or business address; (ii) the principal occupation or employment; and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Annex A is incorporated herein by reference. To the knowledge of USAi, each of the persons named on Annex A (the "Annex A Persons"), except Samuel Minzberg, is a United States citizen. Mr. Minzberg is a Canadian citizen. During the last five years, neither USAi nor any of the Annex A Persons (to the knowledge of USAi) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither USAi nor any of the Annex A Persons (to the knowledge of USAi) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Annex B attached to this Schedule 13D contains the following information concerning each director, executive officer or controlling person of Ticketmaster: (i) the name and residence or business address; (ii) the principal occupation or employment; and (iii) the name, principal business and address of any corporation or other organization in which such employment is conducted. Annex B is incorporated herein by reference. To the knowledge of Ticketmaster, each of the persons named on Annex B (the "Annex B Persons") is a United States citizen. During the last five years, neither Ticketmaster nor any of the Annex B Persons (to the knowledge of Ticketmaster) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, neither Ticketmaster nor any of the Annex B Persons (to the knowledge of Ticketmaster) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Barry Diller, the Chairman and Chief Executive Officer of USAi, Liberty Media Corporation, Universal Studios, Inc., The Seagram Company Ltd. and USAi are parties to a stockholders agreement (the "Stockholders Agreement") relating to USAi. Through his own holdings and the Stockholders Agreement, Mr. Diller has the right, directly or indirectly, to control 73.9% of the outstanding total voting power of USAi. As a result, except with regard to certain specified matters, Mr. Diller generally has the ability to control the outcome of all matters submitted to a vote of USAi's stockholders. Mr. Diller disclaims beneficial ownership of any shares of TMCS stock beneficially owned by the Reporting Persons.

ITEM 3. SOURCE OF FUNDS OR OTHER CONSIDERATION

On December 1, 1999, Ticketmaster acquired from TMCS 1,302,401 shares of Class B Common Stock, par value \$.01 per share in exchange for \$30.7125 per share in cash. The source of the funds used in the purchase was cash on hand at USAi.

ITEM 4. PURPOSE OF THE TRANSACTIONS

Except as set forth herein, neither USAi nor, to the best of its knowledge, any of its executive officers, directors or controlling persons has any plan or proposal which relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

USAi currently holds its interest in TMCS as a strategic investment. In the ordinary course of business, USAi and TMCS engage in a variety of business transactions that cover a wide range of activities relevant to the operations of both companies. USAi expects that in the future additional business opportunities for the benefit of both companies may become available, and that in the ordinary course of business USAi and TMCS will discuss and negotiate mutually beneficial business transactions, which transactions could include without limitation the acquisition by USAi of additional TMCS Class A common stock, par value \$.01 per share (the "Class A Common Stock" and, collectively with the Class B Common Stock, the "Common Stock") or Class B Common Stock.

In addition, USAi may be deemed to indirectly participate in the business and oversight of TMCS through USAi's representation on the TMCS Board of Directors. However, as directors of TMCS, USAi representatives (currently five in number), like other TMCS directors, participate on the TMCS Board in the exercise of their fiduciary obligations to TMCS stockholders. In such capacity, USAi representatives actively and regularly participate (and expect to continue to so participate) in formulating TMCS business strategies which may include matters identified in paragraphs (a) through (j) of Item 4 of Schedule 13D.

USAi may from time to time acquire additional TMCS stock in the market or otherwise, depending upon market, economic, business and other conditions and factors. In reaching any conclusion as to its future course of action, USAi will take into consideration various factors, such as TMCS's business and prospects, other developments concerning TMCS, other business opportunities available to USAi, developments with respect to the business of USAi, and general

economic and stock market conditions, including, but not limited to, the market price of the Class B Common Stock. USAi reserves the right, based on all relevant factors and subject to applicable law, to (i) acquire additional shares of Common Stock in the open market, in privately negotiated transactions or otherwise; (ii) dispose of all or a portion of its holdings of Common Stock; (iii) continue to hold all or a part of such shares and exercise voting control over TMCS, or to hold such shares as a passive investment; (iv) take other actions that could involve one or more of the types of transactions or have one or more of the results described in paragraphs (a) through (j) of Item 4 of Schedule 13D; or (v) change its intention with respect to any or all of the matters referred to in this Item 4.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As of December 1, 1999, each of USAi and Ticketmaster may be deemed to be a beneficial owner of 43,782,544 shares of the Common Stock, all of which are held of record by Ticketmaster. 42,480,143 of such shares are shares of Class A Common Stock, which, at the option of the holder, may be converted on a one-for-one basis into shares of Class B Common Stock. 1,302,401 of such shares are shares of Class B Common Stock. Assuming conversion of the shares of Class A Common Stock owned by the Reporting Persons into shares of Class B Common Stock, each of USAi and Ticketmaster may be deemed to beneficially own 61.2% of the Class B Common Stock. Because each share of Class A Common Stock generally is entitled to ten votes per share and each share of Class B Common Stock is entitled to one vote per share, each of USAi and Ticketmaster may be deemed to beneficially own equity securities of TMCS representing approximately 73.2% of the voting power of TMCS based upon 55,321,556 shares of Class A Common Stock and 27,755,851 shares of Class B Common Stock outstanding as of September 30, 1999.

USAi has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of 43,782,544 shares of Common Stock. USAi has no beneficial ownership of any additional shares of Common Stock.

Ticketmaster has shared power to vote or direct the vote and shared power to dispose or to direct the disposition of 43,782,544 shares of Common Stock. Ticketmaster has no beneficial ownership of any additional shares of Common Stock.

On December 1, 1999, Ticketmaster acquired from TMCS 1,302,401 shares of Class B Common Stock at a price of \$30.7125 per share in cash.

Ownership by USAi and Ticketmaster Officers and Directors

Paul G. Allen has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 10,000 shares of Class B Common Stock. Mr. Allen has no beneficial ownership of any additional shares of Common Stock.

Michael P. Durney has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 500 shares of Class B Common Stock. Mr. Durney has no beneficial ownership of any additional shares of Common Stock.

Victor A. Kaufman has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 2,000 shares of Class B Common Stock. Mr. Kaufman has no beneficial ownership of any additional shares of Common Stock.

Thomas J. Kuhn has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 500 shares of Class B Common Stock. Mr. Kuhn has no beneficial ownership of any additional shares of Common Stock.

William D. Savoy has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 10,000 shares of Class B Common Stock. Mr. Savoy has no beneficial ownership of any additional shares of Common Stock.

Terry Barnes has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 2,500 shares of Class B Common Stock. Mr. Barnes has no beneficial ownership of any additional shares of Common Stock.

Daniel R. Goodman has sole power to vote or direct the vote and sole power to dispose or to direct the disposition of 500 shares of Class B Common Stock. Mr. Goodman has no beneficial ownership of any additional shares of Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following document is filed as an exhibit to this statement:

1. Joint Filing Agreement, by and between USA Networks, Inc. and Ticketmaster Corporation, dated as of December 2, 1999.

SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Date: December 2, 1999

USA NETWORKS, INC.

By: /s/ Thomas J. Kuhn
Name: Thomas J. Kuhn
Title: Senior Vice President,
General Counsel and
Secretary

TICKETMASTER CORPORATION

By: /s/ Daniel R. Goodman
Name: Daniel R. Goodman
Title: Executive Vice President,
General Counsel and
Assistant Secretary

INDEX TO EXHIBITS

1. Joint Filing Agreement, by and between USA Networks, Inc. and Ticketmaster Corporation, dated as of December 2, 1999.

ANNEX A

Set forth below is the name, business address, principal occupation or employment and principal business in which such employment is conducted of each director and executive officer of USAi. The name of each person who is a director of USAi is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 152 West 57th Street, New York, NY 10019.

Name and Business Address	Principal Occupation or Employment	Principal Business in which such Employment is Conducted
Paul G. Allen* 110 110th Avenue, N.E., Suite 550 Bellevue Washington 98004	Investor.	Vulcan Ventures Inc. (Venture Capital)
Barry Baker*	President and Chief Operating Officer, USAi.	USAi
Edgar Bronfman, Jr.* 375 Park Avenue New York, NY 10152	President and Chief Executive Officer, The Seagram Company Ltd.	The Seagram Company Ltd. (Entertainment, Recreation, Spirits and Wine)
Anne M. Busquet* 200 Vesey Street New York, NY 10285	President, American Express Relationship Services.	American Express Relationship Services (Service Provider to American Express Customers)
Barry Diller*	Chairman and Chief Executive Officer, USAi.	USAi
Michael P. Durney	Vice President and Controller, USAi.	USAi
Victor A. Kaufman*	Vice Chairman, USAi.	USAi
Donald R. Keough* 711 Fifth Avenue New York, NY 10022	Chairman of the Board, Allen & Co. Inc.	Allen & Co. Inc. (Investment Banking)
Thomas J. Kuhn	Senior Vice President, General Counsel and Secretary, USAi.	USAi

John R. Larrabee	Vice President and Chief Information Officer, USAi.	USAi
Robert M. Matschullat* 375 Park Avenue New York, NY 10152	Vice Chairman and Chief Financial Officer, The Seagram Company Ltd.	The Seagram Company Ltd. (Entertainment, Recreation, Spirits and Wine)
Samuel Minzberg* 1170 Peel Montreal, Quebec H38-4P2	President and Chief Executive Officer, Claridge Inc.	Claridge Inc. (Management)
William D. Savoy* 110 110th Avenue, N.E. Suite 550 Bellevue, Washington 98004	Vice President, Vulcan Ventures Inc.	Vulcan Ventures, Inc. (Venture Capital)
Gen. H. Norman Schwarzkopf* 400 North Ashley Street Suite 3050 Tampa, Florida 33602	Retired.	
Mike Sileck	Senior Vice President and Chief Financial Officer, USAi.	USAi
Diane Von Furstenberg* 389 West 12th Street New York, NY 10014	Chairman, Diane Von Furstenberg Studio L.P.	Diane Von Furstenberg Studio L.P. (Fashion Design)

ANNEX B

Set forth below are the name, business address, principal occupation or employment and principal business in which such employment is conducted of each director and executive officer of Ticketmaster. The name of each person who is a director of Ticketmaster is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 3701 Wilshire Boulevard, Los Angeles, CA 90010.

Name and Business Address	Principal Occupation or Employment	Principal Business in which such Employment is Conducted
Terry Barnes*	Chairman of the Board, President and Chief Executive Officer, Ticketmaster.	Ticketmaster
Daniel R. Goodman* 3701 Wilshire Blvd. Los Angeles, CA 90010	Executive Vice President, General Counsel and Assistant Secretary, Ticketmaster.	Ticketmaster
Edward Millman	Chief Financial Officer, Ticketmaster.	Ticketmaster

Joint Filing Agreement

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D 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: December 2, 1999

USA NETWORKS, INC.

By: /s/ Thomas J. Kuhn
Name: Thomas J. Kuhn
Title: Senior Vice President,
General Counsel and
Secretary

TICKETMASTER CORPORATION

By: /s/ Daniel R. Goodman
Name: Daniel R. Goodman
Title: Executive Vice President,
General Counsel and
Assistant Secretary