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USA NETWORKS INC
Form SC 13D/A
May 03, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)/1/

USA Networks, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

40429R 10 9

(CUSIP Number)

With a copy to:

William D. Savoy
Vulcan, Inc.
505 Union Station
505 Fifth Avenue South, Suite 900
Seattle, Washington 98104
Tel: (206) 342-2000
Fax: (206) 342-3000

Alvin G. Segel
Irell & Manella LLP
1800 Avenue of the Stars
Suite 900
Los Angeles, California 90067
Tel: (310) 277-1010
Fax: (310) 203-7199

(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications)

May 2, 2002

(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 that 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 .

Note. Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of

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securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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.

CUSIP No. 40429R 10 9 13D Page ___ of ___ Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Paul G. Allen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

Not Applicable

3. SEC USE ONLY

4. SOURCE OF FUNDS*

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7.	SOLE VOTING POWER 20,024,027 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	8.	SHARED VOTING POWER - 0 -
	9.	SOLE DISPOSITIVE POWER 20,024,027 shares
	10.	SHARED DISPOSITIVE POWER - 0 -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,024,027 shares

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Includes options to purchase an aggregate of 69,999 shares of Common Stock granted to Mr. Allen.

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable

- -----
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9% based on 340,633,475 shares of common stock outstanding on February 15, 2002 as reported by the Issuer in its Annual Report on Form 10-K for the year ended December 31, 2001.

Because shares of Class B common stock ("Class B Stock") of the Issuer are entitled to ten (10) votes per share while the Common Stock of the Issuer is entitled to one (1) vote per share, Mr. Allen beneficially owns shares representing 2.1% of the voting power of the outstanding common stock of the Issuer (based on 340,633,475 shares of Common Stock and 63,033,452 shares of Class B Stock outstanding on February 15, 2002 as reported by the Issuer in its Annual Report on Form 10-K for the year ended December 31, 2001).

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14. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D

This statement, which is being filed by Paul G. Allen, constitutes Amendment No. 3 to the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on May 30, 1997 on Schedule 13D (the "Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on July 23, 1997 and Amendment No. 2 filed with the SEC on February 13, 2002. The Schedule 13D relates to the common stock, par value \$.01 per share, of USA Networks, Inc., a Delaware corporation (the "Issuer"). The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D. Capitalized terms used herein and not defined shall have the meaning set forth in the Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following:

On May 2, 2002, Mr. Allen entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") pursuant to which Mr. Allen agreed to sell an aggregate of 19,954,028 shares of Common Stock of the Issuer to various purchasers for \$28.50 per share. The shares to be sold constitute all of the shares of Common Stock of the Issuer owned by Mr. Allen. The sale is expected to close (in one or more closings) on or before May 7, 2002.

The foregoing description of the Stock Purchase Agreement is not, and does not purport to be, complete and is qualified in its entirety by reference to the

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Stock Purchase Agreement, a copy of the form of which is filed as Exhibit 10.1 and incorporated herein in its entirety by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following:

Exhibit 10.1 Form of Stock Purchase Agreement dated as of May 2, 2002.

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SIGNATURE

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

May 3, 2002

(Date)

*

*By: /s/ William D. Savoy

William D. Savoy as Attorney in Fact for Paul G. Allen pursuant to a Power of Attorney filed on August 30, 1999, with the Schedule 13G of Vulcan Ventures Incorporated and Paul G. Allen for Pathogenesis, Inc. and incorporated herein by reference.

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EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
10.1	Form of Stock Purchase Agreement dated as of May 2, 2002.

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