

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

VIVENDI UNIVERSAL
Form SC 13D/A
March 03, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A*
Under the Securities Exchange Act of 1934
USA Interactive (formerly USA Networks, Inc.)
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

902984 10 3
(CUSIP Number)

Charles Y. Tanabe, Esq. Senior Vice President and General Counsel Liberty Media Corporation 12300 Liberty Boulevard Englewood, CO 80112 (720) 875-5400	Pamela S. Seymon, Esq. Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, New York 10019 (212) 403-1000	George E. Bushnell III, Esq. Vivendi Universal 800 Third Avenue New York, New York 10022 (212) 572-7000
--	---	---

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

February 27, 2003
(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).

* Note: This statement constitutes Amendment No. 13 of the Report on Schedule 13D of the reporting group consisting of Liberty Media Corporation, Barry Diller, Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.), Vivendi Universal, S.A., Universal Studios, Inc. and the BDTV Entities. This statement also constitutes Amendment No. 8 of a Report on Schedule 13D of Liberty Media Corporation, Amendment No. 23 of a Report on Schedule 13D of Barry Diller, Amendment No. 13 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Universal Studios, Inc., Amendment No. 7 of a Report on Schedule 13D of Vivendi Universal, S.A., Amendment No. 19 of a Report on Schedule 13D of BDTV INC.,

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

Amendment No. 17 of a Report on Schedule 13D of BDTV II INC., Amendment No. 14 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 13 of a Report on Schedule 13D of BDTV IV INC.

1 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Liberty Media Corporation

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

None; see Item 5

8 SHARED VOTING POWER

223,995,910 shares

9 SOLE DISPOSITIVE POWER

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

REPORTING None; see Item 5

PERSON

10 SHARED DISPOSITIVE POWER

WITH

223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910

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

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF SHARES

None; see Item 5

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

223,995,910 shares

EACH REPORTING PERSON

9 SOLE DISPOSITIVE POWER

None; see Item 5

PERSON

10 SHARED DISPOSITIVE POWER

WITH

84,891,949 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock,

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Vivendi Universal, S.A.

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

7 SOLE VOTING POWER

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

NUMBER OF	None; see Item 5
SHARES	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	223,995,910 shares
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	None; see Item 5
PERSON	
WITH	10 SHARED DISPOSITIVE POWER
	84,891,949 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910

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

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Universal Studios, Inc.

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		None; see Item 5
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		223,995,910 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		None; see Item 5
PERSON	10	SHARED DISPOSITIVE POWER
WITH		84,891,949 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

5 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Diller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF None; see Item 5

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

223,995,910 shares

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

REPORTING None; see Item 5

PERSON

10 SHARED DISPOSITIVE POWER

WITH

223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

6 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BDTV INC.

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

223,995,910 shares

EACH REPORTING

9 SOLE DISPOSITIVE POWER

None; see Item 5

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

PERSON

10 SHARED DISPOSITIVE POWER

WITH

223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

7 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BDTV II INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF None; see Item 5

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

223,995,910 shares

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING None; see Item 5

PERSON

WITH 10 SHARED DISPOSITIVE POWER

223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

8 of 19

CUSIP No. _____

13D

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BDTV III INC.

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

NUMBER OF	None; see Item 5
SHARES	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	223,995,910 shares
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	None; see Item 5
PERSON	
WITH	10 SHARED DISPOSITIVE POWER
	223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BDTV IV INC.

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 BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		None; see Item 5
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		223,995,910 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		None; see Item 5
PERSON	10	SHARED DISPOSITIVE POWER
WITH		223,995,910 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

223,995,910 shares

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

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

[x]

Excludes shares beneficially owned by the executive officers and directors of Liberty, Vivendi Universal, VU Canada and Universal and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

39.2%. Assumes conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. See Item 5.

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10 of 19

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Statement of

LIBERTY MEDIA CORPORATION,
BARRY DILLER,
UNIVERSAL STUDIOS, INC.,
VIVENDI UNIVERSAL CANADA INC. (FORMERLY THE SEAGRAM COMPANY LTD.),
VIVENDI UNIVERSAL, S.A.,
BDTV INC.,
BDTV II INC.,
BDTV III INC.
and
BDTV IV INC.

Pursuant to Section 13(d) of the Securities Exchange Act of 1934
in respect of

USA INTERACTIVE (formerly USA Networks, Inc.)

This Report on Schedule 13D relates to the common stock, par value \$.01 per share (the "Common Stock"), of USA Interactive, a Delaware corporation

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

(formerly "USA Networks, Inc.") ("USA" or the "Company"). The Reports on Schedule 13D, as amended and supplemented, originally filed with the Commission by (i) the reporting group (the "Reporting Group") consisting of Liberty Media Corporation, a Delaware corporation ("Liberty"), Mr. Barry Diller, Universal Studios, Inc., a Delaware corporation ("Universal"), Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.), a Canadian corporation ("VU Canada"), Vivendi Universal, S.A., a societe anoyne organized under the laws of the Republic of France ("Vivendi Universal"), BDTV INC., a Delaware corporation ("BDTV"), BDTV II INC., a Delaware corporation ("BDTV II"), BDTV III INC., a Delaware corporation ("BDTV III"), and BDTV IV INC., a Delaware corporation ("BDTV IV") (each, a "Reporting Person"), on February 24, 1998 (the "Reporting Group Schedule 13D"), (ii) Liberty on July 19, 1999 (the "Liberty Schedule 13D"), (iii) Mr. Diller on August 29, 1995 (the "Barry Diller Schedule 13D"), (iv) Universal and VU Canada on February 24, 1998 (the "Universal Schedule 13D"), (v) BDTV on August 16, 1996 (the "BDTV Schedule 13D"), (vi) BDTV II on December 24, 1996 (the "BDTV II Schedule 13D"), (vii) BDTV III on July 28, 1997 (the "BDTV III Schedule 13D"), (viii) BDTV IV on February 24, 1998 (the "BDTV IV Schedule 13D"), and (ix) Vivendi Universal on August 2, 2001 (the "Vivendi Schedule 13D") are each hereby amended and supplemented to include the information set forth herein. This Report on Schedule 13D constitutes Amendment No. 13 to the Reporting Group Schedule 13D, Amendment No. 8 to the Liberty Schedule 13D, Amendment No. 23 to the Barry Diller Schedule 13D, Amendment No. 13 to the Universal Schedule 13D, Amendment No. 7 to the Vivendi Schedule 13D, Amendment No. 19 to the BDTV Schedule 13D, Amendment No. 17 to the BDTV II Schedule 13D, Amendment No. 14 to the BDTV III Schedule 13D and Amendment No. 13 to the BDTV IV Schedule 13D. The Reporting Group Schedule 13D, the Liberty Schedule 13D, the Barry Diller Schedule 13D, the Universal Schedule 13D, the Vivendi Schedule 13D, the BDTV Schedule 13D, the BDTV II Schedule 13D, the BDTV III Schedule 13D and the BDTV IV Schedule 13D (each, as amended) are collectively referred to as the "Schedule 13D." Capitalized terms not defined herein have the meanings given to such terms in the prior Reports on Schedule 13D referred to in this paragraph.

Information contained herein with respect to each Reporting Person and its executive officers, directors and controlling persons is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person.

ITEM 2. Identity and Background

Schedule 1 is incorporated herein by reference and amends and restates Schedule 1 to the Schedule 13D in its entirety.

ITEM 3. Source and Amount of Funds or Other Consideration

The information contained in Items 5 and 6 of this Schedule 13D is hereby incorporated by reference herein.

ITEM 4. Purpose of the Transaction

The information contained in Items 5 and 6 of this Schedule 13D is hereby incorporated by reference herein.

Depending on market conditions and other factors, and subject to any restrictions described in Items 5 and 6 or contained in the agreements attached as Exhibits hereto or as previously filed as exhibits to this Schedule 13D, the Reporting Persons or their respective subsidiaries may purchase additional shares of Common Stock in the open market or in private

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

transactions. Alternatively, depending on market conditions and other factors, and subject to any restrictions described in Items 5 or 6 or contained in the agreements attached as Exhibits hereto or previously filed as exhibits to this Schedule 13D, the Reporting Persons or their respective subsidiaries may sell all or some of their shares of Common Stock.

Except as described in Items 5 and 6 or contained in the agreements attached as Exhibits hereto or previously filed as exhibits to this Schedule 13D, neither any Reporting Person nor, to the best of their knowledge, any of their respective directors or officers has plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4.

ITEM 5. Interest in Securities of the Issuer

The information contained in Item 6 of this Schedule 13D is hereby incorporated by reference herein.

The information contained in Item 5 of this Schedule 13D is hereby amended and supplemented by adding the following information:

Pursuant to the Equity Warrant Agreement, dated as of May 7, 2002, between the Company and The Bank of New York, as equity warrant agent, the Company issued to an affiliate of Vivendi Universal 60,467,735 Equity Warrants (the "Warrants") each to purchase one share of Common Stock, subject to adjustment, at the following exercise prices: 24,187,094 Warrants ("Tranche A Warrants") at \$27.50 per share, 24,187,094 Warrants ("Tranche B Warrants") at \$32.50 per share and 12,093,547 Warrants at \$37.50 per share (See the description of the Equity Warrant Agreement in the Report on Schedule 13D filed by the Reporting Group on December 21, 2001). The Warrants were assigned by such affiliate of Vivendi Universal to Vivendi Universal on December 30, 2002. Pursuant to the Purchase Agreement, dated as of February 12, 2003 (the "Purchase Agreement"), between Deutsche Bank AG ("Deutsche Bank") and Vivendi Universal, Vivendi Universal sold to Deutsche Bank, on February 18, 2003, 21,000,000 Tranche A Warrants for \$8.94 per Tranche A Warrant and 7,000,000 Tranche B Warrants for \$7.52 per Tranche B Warrant. In connection with the sale of Warrants to Deutsche Bank, Vivendi Universal granted to Deutsche Bank an option to purchase all or a portion of an additional 3,187,094 Tranche A Warrants and 1,000,000 Tranche B Warrants (the "Additional Warrants") on the same terms. Deutsche Bank exercised the option and on February 27, 2003 Vivendi sold to Deutsche Bank the 4,187,094 Additional Warrants.

Vivendi Universal understands that in connection with the purchase of the Additional Warrants by Deutsche Bank, certain affiliates of Deutsche Bank issued and offered pursuant to Rule 144A under the Securities Act of 1933, as amended, \$87,640,000 aggregate principal amount of Tranche A Floating Rate High Income Premium Exchangeable Notes due 2012 and \$32,500,000 aggregate principal amount of Tranche B

12 of 19

Floating Rate High Income Premium Exchangeable Notes due 2012, in each case, exchangeable into shares of Common Stock.

As a result of the consummation of the sale of Additional Warrants by Vivendi Universal to Deutsche Bank described above, the members of the Reporting Group beneficially own 159,365,914 (assuming the exercise of options to purchase 47,120,888 shares of Common Stock which are currently exercisable

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

by Mr. Diller and the exercise of warrants to purchase 28,280,641 shares of Common Stock which are currently exercisable by Vivendi Universal) shares of Common Stock and 64,629,996 shares of Class B Common Stock. These shares constitute 31.5% of the outstanding Common Stock and 100% of the outstanding Class B Common Stock. Assuming the conversion of all of the Reporting Group's Class B shares into Common Stock, the Reporting Group would beneficially own 39.2% of the outstanding Common Stock (calculated in accordance with Rule 13d-3). Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of 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 68.3% of the voting power of the Company. The foregoing beneficial ownership figures exclude shares of Common Stock beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse, as to which Mr. Diller disclaims beneficial ownership. Mr. Diller continues to hold an irrevocable proxy granted by each of Universal and Liberty, pursuant to which Mr. Diller has the right to vote the Company's securities held by Universal, Liberty and their respective affiliates.

On February 24, 2003, Mr. Diller elected to defer a portion of his 2002 bonus under the Company's 2000 Bonus Stock Purchase Program ("BSPP"), with the deferred amount being used to purchase 26,656 shares of Common Stock, which shares were purchased at a 20% discount to the then current market value of Common Stock as provided in the BSPP. Because the shares of Common Stock purchased pursuant to the BSPP are not issued to Mr. Diller until 2004, such shares are not outstanding or currently beneficially owned by Mr. Diller.

Except as set forth or incorporated by reference herein, no Reporting Person or, to the best knowledge of each Reporting Person, any executive officer or director of such Reporting Person has effected any transaction in the Common Stock during the past 60 days.

ITEM 6. Contracts, Arrangements, Understandings, or Relationships with Respect to the Securities of the Issuer

The information contained in Item 5 of this Schedule 13D is hereby incorporated by reference herein.

ITEM 7. Materials to be Filed as Exhibits

Not applicable.

13 of 19

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.

Dated: March 3, 2003

LIBERTY MEDIA CORPORATION

By:

/s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title: Senior Vice President

BARRY DILLER

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

/s/ Barry Diller
UNIVERSAL STUDIOS, INC.

By:

/s/ Karen Randall

Name: Karen Randall
Title: Executive Vice President
and General Counsel

VIVENDI UNIVERSAL CANADA INC.

By:

/s/ George E. Bushnell III

Name: George E. Bushnell III
Title: Secretary

VIVENDI UNIVERSAL, S.A.

By:

/s/ George E. Bushnell III

Name: George E. Bushnell III
Title: Vice President

BDTV INC., BDTV II INC.,
BDTV III INC., BDTV IV INC.

By:

/s/ Barry Diller

Name: Barry Diller
Title: President

14 of 19

INDEX TO EXHIBITS

1. Written Agreement between TCI and Mr. Diller regarding Joint Filing of Schedule 13D./*/
2. Definitive Term Sheet regarding Stockholders Agreement, dated as of August 24, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
3. Definitive Term Sheet regarding Equity Compensation Agreement, dated as of August 24, 1995, by and between the Company and Mr. Diller./*/
4. Press Release issued by the Company and Mr. Diller, dated August 25, 1995./*/
5. Letter Agreement, dated November 13, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
6. Letter Agreement, dated November 16, 1995, by and between Liberty Media Corporation and Mr. Diller./*/
7. First Amendment to Stockholders Agreement, dated as of November 27, 1995, by and between Liberty Media Corporation and Mr. Diller./*/

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

8. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver Management Company, Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
 9. Exchange Agreement, dated as of November 27, 1995, by and between Silver Management Company and Silver King Communications, Inc./*/
 10. Agreement and Plan of Merger, dated as of November 27, 1995, by and among Silver King Communications, Inc., Thames Acquisition Corp. and Savoy Pictures Entertainment, Inc./*/
 11. Voting Agreement, dated as of November 27, 1995, by and among Certain Stockholders of the Company and Savoy Pictures Entertainment, Inc./*/
 12. Letter Agreement, dated March 22, 1996, by and between Liberty Media Corporation and Barry Diller./*/
 13. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum and Order, adopted March 6, 1996 and released March 11, 1996./*/
 14. In re Applications of Roy M. Speer and Silver Management Company, Request for Clarification of Silver Management Company, dated April 10, 1996./*/
 15. In re Applications of Roy M. Speer and Silver Management Company, Federal Communications Commission Memorandum Opinion and Order and Notice of Apparent Liability, adopted June 6, 1996 and released June 14, 1996./*/
 16. Amended and Restated Joint Filing Agreement of TCI, Mr. Diller and BDTV./*/
 17. Amended and Restated Certificate of Incorporation of BDTV INC./*/
 18. Press Release issued by the Company and Home Shopping Network, Inc., dated August 26, 1996./*/
 19. Agreement and Plan of Exchange and Merger, dated as of August 25, 1996, by and among the Company, Home Shopping Network, Inc., House Acquisition Corp., and Liberty HSN, Inc./*/
 20. Termination Agreement, dated as of August 25, 1996, among the Company, BDTV Inc., Liberty Program Investments, Inc., and Liberty HSN, Inc./*/
- 15 of 19
21. Voting Agreement, dated as of August 25, 1996, by and among Certain Stockholders of Home Shopping Network, Inc. and the Company./*/
 22. Voting Agreement, dated as of August 25, 1996, by and among Barry Diller, Liberty Media Corporation, Arrow Holdings, LLC, BDTV Inc., and Home Shopping Network, Inc./*/
 23. Letter Agreement, dated as of August 25, 1996, by and between Liberty Media Corporation and Barry Diller./*/
 24. Second Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc. and BDTV II Inc./*/

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

25. Stock Exchange Agreement, dated as of December 20, 1996, by and between the Company and Liberty HSN, Inc./*/
26. Letter Agreement, dated as of February 3, 1997, by and between BDTV INC. and David Geffen./*/
27. Stock Exchange Agreement, dated as of May 20, 1997, by and between HSN, Inc. and Mr. Allen./*/
28. Stockholders Agreement, dated as of May 20, 1997, by and among, Mr. Diller, Mr. Allen and Liberty Media Corporation./*/
29. Letter Agreement, dated as of May 20, 1997, by and between Mr. Diller and Liberty Media Corporation./*/
30. Third Amended and Restated Joint Filing Agreement by and between TCI, Mr. Diller, BDTV Inc., BDTV II Inc. and BDTV III Inc./*/
31. Certificate of Incorporation of BDTV III Inc./*/
32. Investment Agreement among Universal Studios, Inc., HSN, Inc., Home Shopping Network, Inc. and Liberty Media Corporation, dated as of October 19, 1997 as amended and restated as of December 18, 1997./*/
33. Governance Agreement among HSN, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of October 19, 1997./*/
34. Stockholders Agreement among Universal Studios, Inc., Liberty Media Corporation, Barry Diller, HSN, Inc. and The Seagram Company Ltd. dated as of October 19, 1997./*/
35. Spinoff Agreement among Liberty Media Corporation, Universal Studios, Inc. and HSN, Inc. dated as of October 19, 1997./*/
36. Exchange Agreement among HSN, Inc., Universal Studios, Inc. and Liberty Media Corporation, dated as of October 19, 1997./*/
37. Amended and Restated LLC Operating Agreement of USANi LLC, by and among USA Networks, Inc., Home Shopping Network, Inc., Universal Studios, Inc., Liberty Media Corporation and Barry Diller, dated as of February 12, 1998./*/
38. Letter Agreement between Liberty HSN, Inc. and HSN, Inc., dated as of October 19, 1997./*/
39. Fourth Amended and Restated Joint Filing Agreement between Tele-Communications, Inc., Universal Studios, Inc., The Seagram Company Ltd. and Barry Diller, dated as of February 23, 1998./*/
40. Certificate of Incorporation of BDTV IV INC./*/

16 of 19

41. Fifth Amended and Restated Joint Filing Agreement by and among Tele-Communications, Inc., Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC, dated as of July 19, 1999./*/

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

42. Sixth Amended and Restated Joint Filing Agreement by and among Liberty Media Corporation, Barry Diller, Universal Studios, Inc., The Seagram Company Ltd., Vivendi Universal, BDTV INC., BDTV II INC., BDTV III INC. and BDTV IV INC. dated as of June 22, 2001. /*/
43. Letter Agreement, dated July 15, 2001, by and among USA Networks, Inc., Barry Diller, Universal Studios, Inc. and Liberty Media Corporation./*/
44. Amended and Restated Transaction Agreement, dated as of December 16, 2001, by and among Vivendi Universal, S.A., Universal Studios, Inc., USA Networks, Inc., USANi LLC, Liberty Media Corporation and Barry Diller./*/
45. Agreement and Plan of Merger and Exchange, dated as of December 16, 2001, by and among Vivendi Universal, S.A., Universal Studios, Inc., Light France Acquisition 1, S.A.S., the Merger Subsidiaries listed on the signature page thereto, Liberty Media Corporation, Liberty Programming Company LLC, Liberty Programming France, Inc., LMC USA VI, Inc., LMC USA VII, Inc., LMC USA VIII, Inc., LMC USA X, Inc., Liberty HSN LLC Holdings, Inc., and the Liberty Holding entities listed on the signature page thereto./*/
46. Amended and Restated Governance Agreement, dated as of December 16, 2001, by and among USA Networks, Inc., Universal Studios, Inc., Liberty Media Corporation, Barry Diller, and Vivendi Universal, S.A./*/
47. Amended and Restated Stockholders Agreement, dated as of December 16, 2001, by and among Universal Studios, Inc., Liberty Media Corporation and Barry Diller./*/
48. Amended and Restated Limited Liability Limited Partnership Agreement of Vivendi Universal Entertainment LLLP, dated as of May 7, 2002, by and among USI Entertainment Inc., USANI Holdings XX, Inc., Universal Pictures International Holdings BV, Universal Pictures International Holdings 2 BV, NYCspirit Corp. II, USA Networks, Inc., USANI Sub LLC, New-U Studios Holdings, Inc. and Mr. Diller (including the Amendment No. 1 thereto dated as of November 25, 2002)./*/
49. Equity Warrant Agreement, dated as of May 7, 2002, between USA Networks, Inc. and The Bank of New York, as equity warrant agent./*/
50. Exchange Agreement by and among the Company, Liberty Media Corporation, Liberty HSN II, Inc. and Liberty HSN, Inc., dated as of June 27, 2002./*/
51. Purchase Agreement, dated as of February 12, 2003, between Deutsche Bank AG and Vivendi Universal, S.A./*/
52. Lock-Up Agreement, dated as of February 12, 2003, between Vivendi Universal, S.A. and Deutsche Bank Securities Inc./*/

/*/ Previously filed.

17 of 19

Schedule 1 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 1

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

DIRECTORS AND EXECUTIVE OFFICERS OF UNIVERSAL AND VIVENDI UNIVERSAL CANADA INC. (formerly The Seagram Company Ltd.)

1. Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Universal. The name of each person who is a director of Universal is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 100 Universal City Plaza, Universal City, California 91608.

Name and Business Address	Principal Occupation or Employment and Business Address	Citizenship
RON MEYER*	President and Chief Operating Officer of Universal	United States
KAREN RANDALL*	Executive Vice President and General Counsel of Universal	United States
KENNETH L. KAHR*	Executive Vice President, Human Resources of Universal	United States
FREDERICK HUNTSBERRY*	Executive Vice President and Chief Financial Officer of Universal	United States
YASUO NAKAMURA*	President, Matsushita Media & Entertainment Business Development Unit	Japan
DIANA SCHULZ*	Senior Vice President of Universal	United States
SUSAN N. FLEISHMAN	Senior Vice President, Corporate Communications and Public Affairs	United States
MARK A. WOOSTER	Senior Vice President of Universal	United States
MAREN CHRISTENSEN	Senior Vice President of Universal	United States
WILLIAM APOSTOLIDES	Vice President of Universal	United States
Vivendi Universal S.A. 800 Third Avenue New York, NY 10022		
KEVIN CONWAY	Vice President of Universal	United States
Vivendi Universal S.A. 800 Third Avenue New York, NY 10022		
H. STEPHEN GORDON	Vice President of Universal	United States
DAVID H. MEYERS	Vice President and Assistant Controller of Universal	United States
MARC PALOTAY	Vice President of Universal	United States
TERRY A. REAGAN	Vice President and Controller of Universal	United States
RICK SMITH	Vice President, Global Strategic Sourcing of Universal	United States
RONALD F. REED	Treasurer of Universal	United States
Vivendi Universal S.A. 800 Third Avenue New York, NY 10022		
SHARON S. GARCIA	Secretary of Universal	United States

18 of 19

2. Set forth below is the name, business address, principal

Edgar Filing: VIVENDI UNIVERSAL - Form SC 13D/A

occupation or employment and citizenship of each director and executive officer of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd., effective February 28, 2002). The name of each person who is a director of Vivendi Universal Canada Inc. is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is Vivendi Universal S.A., 800 Third Avenue, New York, New York 10022.

Name and Business Address	Principal Occupation or Employment and Business Address	Citizenship
ALAN BELL* Blake, Cassels & Graydon LLP Commerce Court West 199 Bay Street, Suite 2800 Toronto, Ontario M5L 1A9	Partner, Blake, Cassels & Graydon LLP	Canada
GEORGE E. BUSHNELL III* JEAN-FRANCOIS DUBOS* Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE	Vice President, Vivendi Universal Executive Vice President and General Counsel, Vivendi Universal	United States France
JACQUES ESPINASSE* Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE	Senior Executive Vice President and Chief Financial Officer, Vivendi Universal	France
CRAIG THORBURN* Blake, Cassels & Graydon LLP Commerce Court West 199 Bay Street, Suite 2800 Toronto, Ontario M5L 1A9	Partner, Blake Cassels & Graydon, LLP	Canada
FREDERIC CREPIN Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE	Vice President, Vivendi Universal	France
DANIEL J. LOSITO WILLIAM PODURGIEL PIERRE-HENRY GALAN Vivendi Universal S.A. 42, avenue de Freidland 75380 Paris Cedex 08, FRANCE	Vice President, Vivendi Universal Director Foreign Taxes, Vivendi Universal Assistant Treasurer, Vivendi Universal	United States United States France
RONALD REED NICOLE LINDA KELSEY	Assistant Treasurer, Vivendi Universal Assistant Corporate Counsel, Vivendi Universal	United States United States
DEBRA FORD	Manager, Corporate Transactions, Vivendi Universal	United States
GRAHAM HENDERSON 2450 Victoria Park Avenue Toronto, Ontario M2J4A2	Senior Vice President, Business Affairs and e-Commerce of Universal Music Group	Canada