

Edgar Filing: USA NETWORKS INC - Form 8-K

USA NETWORKS INC  
Form 8-K  
December 18, 2001

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 (Date of earliest event reported) December 17, 2001  
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USA Networks, Inc.  
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(Exact name of Registrant as specified in Charter)

Delaware	0-20570	59-2712887
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

152 West 57th Street, New York, New York	10019
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (212) 314-7300  
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ITEM 5. OTHER EVENTS

On December 17, 2001, USA Networks, Inc. announced an agreement to contribute its Entertainment Group to a joint venture with Vivendi Universal, S.A. Filed herewith, and incorporated herein by reference, is the Transaction Agreement and the other principal agreements contemplated thereby.

ITEM 7. EXHIBITS

(c) Exhibits.

Exhibit No. Description

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- 2.1 Transaction Agreement, dated as of December 16, 2001, among Vivendi Universal, S.A., Universal Studios, Inc., USA Networks, Inc., USANi LLC and Liberty Media Corporation
  - 4.1 Form of Equity Warrant Agreement between USA Networks, Inc. and The Bank of New York
  - 10.1 Amended and Restated Governance Agreement, dated as of December 16, 2001, among USA Networks, Inc., Vivendi Universal, S.A., Universal Studios, Inc., Liberty Media Corporation and Barry Diller
  - 99.1 Form of Limited Liability Limited Partnership Agreement of [Vivendi Universal Entertainment], L.L.L.P., among a wholly owned subsidiary of Universal Studios, Inc., USA Networks, Inc., USANi Sub LLC and Barry Diller
  - 99.2 Amended and Restated Stockholders Agreement, dated as of December 16, 2001, among Universal Studios, Inc., Liberty Media Corporation, Barry Diller and Vivendi Universal, S.A.
  - 99.3 Agreement and Plan of Merger and Exchange, dated as of December 16, 2001, among Vivendi Universal, S.A., Universal Studios, Inc., Light France Acquisition 1, S.A.S., the Merger Subsidiaries listed on the signature pages 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 pages thereto

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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 hereunto duly authorized.

USA NETWORKS, INC.

Date: December 18, 2001

By: /s/ Julius Genachowski  
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Julius Genachowski  
Senior Vice President  
and General Counsel

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