

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2001-02-02**
SEC Accession No. **0000898822-01-000118**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

TICKETMASTER ONLINE CITYSEARCH INC

CIK: **1006637** | IRS No.: **954546874** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-55707** | Film No.: **1524306**
SIC: **7990** Miscellaneous amusement & recreation

Mailing Address
790 E COLORADO BLVD
SUITE 200
PASADENA CA 91101

Business Address
790 E COLORADO BLVD
STE 200
PASADENA CA 91101
6264050050

FILED BY

USA NETWORKS INC

CIK: **891103** | IRS No.: **592712887** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **4833** Television broadcasting stations

Mailing Address
152 WEST 57TH ST
NEW YORK NY 10019

Business Address
152 WEST 57TH ST
NEW YORK NY 10019
2123147300

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(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. 4)1

Ticketmaster
(f/k/a Ticketmaster Online-Citysearch, Inc.)
(NAME OF ISSUER)

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

88633P203
(CUSIP NUMBER)

Julius Genachowski, Esq. USA Networks, Inc. 152 West 57th Street New York, NY 10019 212) 314-7200	Daniel R. Goodman, Esq. Ticketmaster Corporation 3701 Wilshire Boulevard Los Angeles, CA 90010 (213) 381-2000
---	---

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

January 31, 2001
(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. []

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

(Page 1 of 7 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 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 (however, see the Notes).

(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

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

Delaware

Number of Shares	(7) Sole Voting Power	95,782,544; see Item 5
Beneficially Owned by Each Reporting Person With:	(8) Shared Voting Power	None; see Item 5
	(9) Sole Dispositive Power	95,782,544; see Item 5
	(10) Shared Dispositive Power	None; see Item 5

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
95,782,544 shares
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares []
- (13) Percent of Class Represented by Amount in Row (11)
70.8%
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 fifteen votes per share and each share of Class B Common Stock is entitled to one vote per share, the Reporting Persons beneficially owns equity securities of the Company representing approximately 85.1% of the voting power of the Company.
- (14) Type of Reporting Person
CO

Page 2 of 7

- (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) [X]
- (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
Illinois
- Number of (7) Sole Voting Power None; see Item 5
Shares

- | | | | |
|---|------|--------------------------|------------------|
| Beneficially Owned by Each Reporting Person With: | (8) | Shared Voting Power | None; see Item 5 |
| | (9) | Sole Dispositive Power | None; see Item 5 |
| | (10) | Shared Dispositive Power | None; see Item 5 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
None; see Item 5.
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares []
- (13) Percent of Class Represented by Amount in Row (11)
0%
- (14) Type of Reporting Person

CO

Page 3 of 7

ITEM 1. SECURITY AND ISSUER

This constitutes Amendment No. 4 (this "Amendment") to the Statement on Schedule 13D (the "Statement"), dated December 2, 1999, as amended by Amendment No. 1, dated June 26, 2000, Amendment No. 2, dated October 23, 2000, and Amendment No. 3, dated November 21, 2000, with respect to shares of Class B common stock, par value \$.01 per share (the "Class B Common Stock"), of Ticketmaster, formerly known as Ticketmaster Online-Citysearch, Inc., ("TMCS"). TMCS changed its name to "Ticketmaster" effective January 31, 2001. All capitalized terms used and not otherwise defined herein shall have the meanings assigned to these terms in the Statement. The principal executive offices of TMCS are located at 3701 Wilshire Boulevard, Los Angeles, CA 90010.

ITEM 2. IDENTITY AND BACKGROUND

The first sentence of the first paragraph of Item 2 of the Statement is hereby amended and restated in its entirety as follows:

This Statement is filed by USA Networks, Inc., a Delaware corporation ("USAi"), and Ticketmaster Corporation, an Illinois corporation and, as of January 31, 2001, a wholly owned subsidiary of TMCS ("Ticketmaster Corp.," and together with USAi, the "Reporting Persons"). As described in Item 5 below, on January 31, 2001, TMCS acquired Ticketmaster Corp. and, accordingly, this Amendment constitutes the final Amendment to the Statement by Ticketmaster Corp.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The information contained in Item 3 of the Statement is hereby amended and supplemented by adding the following information:

On January 31, 2001, USAi and TMCS issued a joint press release announcing that USAi and TMCS had consummated the combination contemplated by the Contribution Agreement between USAi and TMCS, dated as of November 20, 2000 (the "Contribution Agreement"). Pursuant to the Contribution Agreement, USAi contributed the businesses and operations of Ticketmaster Corp. to TMCS in exchange for the issuance by TMCS to USAi of 52 million shares of TMCS Class B Common Stock in addition to the shares of TMCS stock that USAi previously beneficially owned (the "Issuance"). A copy of the press release is attached as an exhibit hereto and incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The information contained in Item 5 of the Statement is hereby amended and supplemented by adding the following information:

As of January 31, 2001 (after giving effect to the Issuance), USAi

Page 4 of 7

may be deemed to be a beneficial owner of 95,782,544 shares of the Class B Common Stock, of which (i) 42,480,143 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, and (ii) 53,302,401 shares are shares of Class B Common Stock. Assuming conversion of the shares of Class A Common Stock owned by USAi into shares of Class B Common Stock, USAi may be deemed to beneficially own approximately 70.8% of the outstanding Class B Common Stock. Because each share of Class A Common Stock generally is entitled to fifteen votes per share and each share of Class B Common Stock is entitled to one vote per share, USAi may be deemed to beneficially own equity securities of TMCS representing approximately 85.1% of the voting power of TMCS based upon 47,923,463 shares of Class A Common Stock and 92,775,416 shares of Class B Common Stock outstanding as of November 30, 2000 (after giving effect to the Issuance).

As of January 31, 2001, TMCS acquired Ticketmaster Corp., and with it the shares of Class A Common Stock and Class B Common Stock owned by Ticketmaster Corp. TMCS is now the beneficial owner of such shares. As a result, Ticketmaster Corp.'s obligations to report its ownership of Class B Common Stock have ceased, and this Amendment is the final amendment to the Statement that will be filed by Ticketmaster Corp.

The following exhibits are filed as part of this Amendment:

4. Press Release of USA Networks, Inc. and Ticketmaster, dated January 31, 2001.

Page 5 of 7

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: February 2, 2001

USA NETWORKS, INC.

By: /s/ Julius Genachowski

Name: Julius Genachowski
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

4. Press Release of USA Networks, Inc. and Ticketmaster, dated January 31, 2001

[TICKETMASTER.COM LOGO]

[CITYSEARCH.COM LOGO]

FOR IMMEDIATE RELEASE

TICKETMASTER ONLINE-CITYSEARCH AND
TICKETMASTER CORPORATION CLOSE TRANSACTION
COMBINED COMPANIES ARE RENAMED TICKETMASTER

January 31, 2001 - New York, NY and Pasadena, CA - USA Networks, Inc. (NASDAQ: USAI) and Ticketmaster Online-Citysearch, Inc. (NASDAQ: TMCS) announced today that TMCS has completed the transaction which combines Ticketmaster Corporation, a wholly owned subsidiary of USAi, with TMCS. The combined company has been renamed "Ticketmaster" and will continue to trade under the symbol "TMCS".

The combination creates an unparalleled group of global businesses all focused on reserved access and local information and services for consumers. Ticketmaster unites the world's leading ticketing company with Citysearch, a leading online local information and services network and Match.com, the leader in subscription online personals and reunites Ticketmaster Corporation with ticketmaster.com.

Under the terms of the transaction, USAi contributed Ticketmaster Corporation to TMCS and received 52 million TMCS Class B shares. USAi's equity in TMCS increased from 49 percent to 68 percent.

Barry Diller, Chairman and CEO, USAi, and Terry Barnes serve as co-chairmen of the Company. John Pleasants is president and chief executive officer and will continue to serve on the Board. Continuing Ticketmaster Board members include Victor Kaufman, Vice Chairman, USAi; Bryan Lourd, managing partner, Creative Arts Agency; Jon Miller, President and CEO USA Information and Services, USAi; Alan Spoon general partner, Polaris Venture Partners and Allen Grubman, senior partner, Grubman, Indursky & Schindler. Additionally, Charles Conn, the current Chairman and co-founder of TMCS, will remain with the Company in a strategic advisory capacity.

The Company's corporate headquarters is now located at 3701 Wilshire

Boulevard, Los Angeles, CA 90010.

ABOUT TICKETMASTER

Ticketmaster (TMCS) operates the world's leading ticketing service; selling 83 million tickets valued at more than 3.3 billion dollars, through approximately 3,500 retail Ticket Center outlets; 18 worldwide telephone call centers; and ticketmaster.com. Ticketmaster serves more than 6,200 clients

1

worldwide and acts as the exclusive ticketing service for hundreds of leading arenas, stadiums, performing arts venues, and theaters. The Company also operates Citysearch, a leading online local network enabling people to get the most out of their city, and Match.com, the premier online matchmaking service. Located in Los Angeles, California, Ticketmaster is majority owned by USA Networks, Inc. (USAI) and is a division of its Information and Services unit. Ticketmaster was formed through the combination of the operations of Ticketmaster Online-Citysearch and Ticketmaster Corporation in January 2001 and renamed Ticketmaster.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This press release contains forward-looking statements about Ticketmaster (the "Company"), including statements concerning its future product plans. These forward-looking statements involve risks and uncertainties. The Company's actual results could differ materially from these statements. These forward looking statements are based on the Company's expectations as of the date of this release and the Company undertakes no obligation to update these statements. Among the risks and uncertainties that could adversely affect the Company's actual results are: that the Company may not realize the synergies and other intended benefits of the combination; that the Company may have difficulty overcoming problems associated with rapid expansion and growth; the dependence of the Company's business on entertainment, sporting and leisure events; quarterly fluctuations in the Company's revenues which could adversely affect the market price of the Company's stock; the risks of operating internationally; the dependence of the Company on its relationships with clients; the Company's future capital needs and the uncertainty of additional financing; the Company's dependence on key personnel and need to hire additional qualified personnel; control of the Company by USA Networks, Inc.; the potential for conflicts of interest between the Company and USA Networks, Inc.; the Company's need to continue to

promote its brands; risks associated with competition; the Company's reliance on third party technology; network security risks; the Company's need to be able to adapt to rapid technological changes; liability associated with the information displayed or accessed on the Company's web sites; intellectual property infringement risks; risks associated with changing legal requirements on the Company's operations, including privacy concerns; litigation risks; the dilutive effect of future acquisitions; risks associated with the failure to maintain the Company's domain names; and the risk to its stock price associated with the Company's anti-takeover provisions. Investors are encouraged to read the risks and uncertainties detailed in the Company's filings with the Securities and Exchange Commission.

Ticketmaster is the owner or licensee of its name and logo trademarks and service marks. All other trademarks and trade names are the property of their respective owners.

#

FOR MORE INFORMATION:

TMCS MEDIA:

Kandus Kane, Ticketmaster, (626) 660-2544; kkane@citysearch.com

Eric Jaffe, Ticketmaster, (626) 660-3572; ejaffe@citysearch.com

TMCS INVESTORS:

Mary McAboy, Ticketmaster, (626) 660-2858; mmcaboy@citysearch.com