

USA NETWORKS INC
 Form SC 13G/A
 February 20, 2002

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

SCHEDULE 13G
 Under the Securities Exchange Act of 1934
 (Amendment No. 1*)

USA Networks, Inc.
 (Name of Issuer)

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

902984103
 (CUSIP Number)

February 4, 2002
 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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).

 CUSIP No.: 902984103

1 NAME OF REPORTING PERSON
 Microsoft E-Holdings, Inc.
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Nevada

5 SOLE VOTING POWER

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	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	53,318,277	

		6	SHARED VOTING POWER -0-

		7	SOLE DISPOSITIVE POWER 53,318,277

		8	SHARED DISPOSITIVE POWER -0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	53,318,277	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	[]		

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	14.1%	

12	TYPE OF REPORTING PERSON	CO	

2

AMENDMENT NO. 1 TO
SCHEDULE 13G
RELATING TO THE COMMON STOCK OF
USA NETWORKS, INC.

This Amendment No. 1 is being filed to correct a miscalculation in the percentage ownership of common stock of USA Networks, Inc. beneficially owned by Microsoft E-Holdings, Inc.

Item 1.

- (a) Name of Issuer: USA Networks, Inc. (the "Issuer")

- (b) Address of principal executive offices of the Issuer:

152 West 57th Street, New York, New York 10019

Item 2.

- (a) Name of Persons Filing: Microsoft E-Holdings, Inc.

Microsoft E-Holdings, Inc. is a wholly-owned subsidiary of Microsoft Corporation. Microsoft Corporation's beneficial ownership of the shares reported hereunder was reported on a Schedule 13G filed with the Securities and Exchange Commission on February 14, 2002, as amended.
- (b) Address of Principal Business Office: 101 Convention Center

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Drive, Suite 850, Las Vegas, Nevada 89016

- (c) Citizenship: Microsoft E-Holdings, Inc. is a corporation

incorporated under the laws of the State of Nevada
- (d) Title of Class of Securities: Common Stock, \$.01 par value

- (e) CUSIP Number: 902984103

Item 3. Not Applicable

Item 4. Ownership.

- (a) Amount beneficially owned: 53,318,277

- (b) Percent of class: 14.1%

- (c) Number of shares as to which the person has:

 - (i) Sole power to vote or to direct the vote 53,318,277

 - (ii) Shared power to vote or to direct the vote -0-

 - (iii) Sole power to dispose or to direct the disposition of
53,318,277

 - (iv) Shared power to dispose or to direct the disposition
of -0-

Item 5. Ownership of Five Percent or Less of a Class: Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not

Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on By the Parent Holding Company: Not

Applicable

Item 8. Identification and Classification of Members of the Group: Not

Applicable

Item 9. Notice of Dissolution of a Group: Not Applicable

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Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 15, 2002

Date

MICROSOFT E-HOLDINGS, INC.

By /s/ Thomas C. Baumbach

Thomas C. Baumbach, President and
Treasurer