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VIVENDI UNIVERSAL
Form SC 13D/A
February 20, 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)

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
Vivendi Universal
375 Park Avenue
New York, New York
(212) 572-7000

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

February 18, 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. 12 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. 7 of a Report on Schedule 13D of Barry Diller, Amendment No. 12 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Universal Studios, Inc., Amendment

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No. 6 of a Report on Schedule 13D of Vivendi Universal, S.A., Amendment No. 18 of a Report on Schedule 13D of BDTV II INC., Amendment No. 13 of a Report on Schedule 13D of BDTV III INC. and Amendment No. 12 of a Report on Schedule 13D of BDTV IV INC.

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
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 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 Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Item 5
- (8) Shared Voting Power 228,183,004 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 228,183,004 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 228,183,004 shares
- (12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.)
- (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 if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)
or 2(e)
- (6) Citizenship or Place of Organization
Canada

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | |
|---|--------------------|
| (7) Sole Voting Power | None; see Item 5 |
| (8) Shared Voting Power | 228,183,004 shares |
| (9) Sole Dispositive Power | None; see Item 5 |
| (10) Shared Dispositive Power | 89,079,043 shares |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | 228,183,004 shares |

- (12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
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 if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- (6) Citizenship or Place of Organization
France

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Item 5
- (8) Shared Voting Power 228,183,004 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 89,079,043 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 228,183,004 shares
- (12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
Universal Studios, Inc.
- (2) Check the Appropriate Box if a Member of a Group
 - (a)

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(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 Beneficially Owned by Each Reporting Person With:

(7) Sole Voting Power	None; see Item 5
(8) Shared Voting Power	228,183,004 shares
(9) Sole Dispositive Power	None; see Item 5
(10) Shared Dispositive Power	89,079,043 shares
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	228,183,004 shares

(12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the
Company. See Item 5.

(14) Type of Reporting Person (See Instructions)
CO

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(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
Barry Diller

(2) Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]

(3) SEC Use Only

(4) Source of Funds

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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
United States

Number of Shares Beneficially Owned by Each Reporting Person With:

(7) Sole Voting Power	None; see Item 5
(8) Shared Voting Power	228,183,004 shares
(9) Sole Dispositive Power	None; see Item 5
(10) Shared Dispositive Power	228,183,004 shares
(11) Aggregate Amount Beneficially Owned by Each Reporting Person	228,183,004 shares

(12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)
IN

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(1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
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 if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization
Delaware

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Number of Shares Beneficially Owned by Each Reporting Person With:

- | | |
|---|--------------------|
| (7) Sole Voting Power | None; see Item 5 |
| (8) Shared Voting Power | 228,183,004 shares |
| (9) Sole Dispositive Power | None; see Item 5 |
| (10) Shared Dispositive Power | 228,183,004 shares |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | 228,183,004 shares |
- (12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
BDTV II 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 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 Beneficially Owned by Each Reporting Person With:

- | | |
|----------------------------|--------------------|
| (7) Sole Voting Power | None; see Item 5 |
| (8) Shared Voting Power | 228,183,004 shares |
| (9) Sole Dispositive Power | None; see Item 5 |

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- (10) Shared Dispositive Power 228,183,004 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 228,183,004 shares
- (12) Check 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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
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 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 Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power None; see Item 5
- (8) Shared Voting Power 228,183,004 shares
- (9) Sole Dispositive Power None; see Item 5
- (10) Shared Dispositive Power 228,183,004 shares
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 228,183,004 shares
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares .

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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) 39.7%. 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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.
- (14) Type of Reporting Person (See Instructions)
CO

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons
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 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 Beneficially Owned by Each Reporting Person With:

- | | |
|---|--------------------|
| (7) Sole Voting Power | None; see Item 5 |
| (8) Shared Voting Power | 228,183,004 shares |
| (9) Sole Dispositive Power | None; see Item 5 |
| (10) Shared Dispositive Power | 228,183,004 shares |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | 228,183,004 shares |

- (12) Check 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) 39.7%. Assumes

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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 32,467,735 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 68.4% of the voting power of the Company. See Item 5.

(14) Type of Reporting Person (See Instructions)
CO

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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 (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 anonyme 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

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(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. 12 to the Reporting Group Schedule 13D, Amendment No. 7 to the Liberty Schedule 13D, Amendment No. 22 to the Barry Diller Schedule 13D, Amendment No. 12 to the Universal Schedule 13D, Amendment No. 6 to the Vivendi Schedule 13D, Amendment No. 18 to the BDTV Schedule 13D, Amendment No. 16 to the BDTV II Schedule 13D, Amendment No. 13 to the BDTV III Schedule 13D and Amendment No. 12 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.

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ITEM 2. Identity and Background

Schedules 1, 3 and 5 are incorporated herein by reference and amend and restate Schedules 1, 3 and 5 to the Schedule 13D, respectively, in their 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 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

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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 (previously filed as Exhibit 49 to this Schedule 13D), 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", filed as Exhibit 51 to this statement), 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 has also 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 on the same terms. Such option expires on March 14, 2003.

Vivendi Universal understands that in connection with the purchase of Warrants by Deutsche Bank, certain affiliates of Deutsche Bank AG issued and offered (the "Notes Offering") pursuant to Rule 144A under the Securities Act of 1933, as amended, \$577,500,000 aggregate principal amount of Tranche A Floating Rate High Income Premium Exchangeable Notes due 2012 and \$227,500,000 aggregate principal amount of Tranche B

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

In connection with the Notes Offering, Vivendi Universal and Deutsche Bank Securities Inc. ("DBSI", an affiliate of Deutsche Bank) have entered into a Lock-Up Agreement, dated as of February 12, 2003 (filed as Exhibit 52 to this Schedule 13D) pursuant to which Vivendi Universal has agreed that, without the prior written consent of DBSI, it will not (i) directly or indirectly offer, sell, pledge, contract to sell, grant any option to purchase or otherwise dispose of any shares of Common Stock (including, without limitation, shares of Common Stock which may be issued upon exercise of a stock option or warrant) or any other security convertible into or exchangeable for shares of Common Stock or (ii) enter into any hedging transaction relating to the Common Stock, until the earlier of (A) May 13, 2003 and (B) the termination of the Purchase Agreement. The foregoing shall not apply to dispositions of (a) securities that Vivendi Universal acquires in open market transactions that occur after the

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completion of the Notes Offering, (b) securities as part of a restructuring, reorganization, merger, acquisition, recapitalization or similar transaction where such disposition is not the primary purpose of such transaction, (c) Warrants that are sold pursuant to the Purchase Agreement and (d) any securities if the transfer is (i) by gift, will or intestacy or (ii) to partners, members, shareholders or affiliates of Vivendi Universal, or to Vivendi Universal.

As a result of the consummation of the sale of warrants by Vivendi Universal to Deutsche Bank described above, the members of the Reporting Group beneficially own 163,553,008 (assuming 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 32,467,735 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 32.0% 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 39.7% 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 68.4% 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.

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

The information contained in Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The following documents are filed as Exhibits to this Schedule 13D:

Amendment No. 1 dated as of November 25, 2002 to the 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.

Purchase Agreement, dated as of February 12, 2003, between Deutsche Bank AG and Vivendi Universal, S.A.

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Lock-Up Agreement, dated as of February 12, 2003, between Vivendi Universal, S.A. and Deutsche Bank Securities Inc.

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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: February 20, 2003

LIBERTY MEDIA CORPORATION

By:

/s/ Charles Y. Tanabe

Name: Charles Y. Tanabe
Title: Senior Vice President

BARRY DILLER

/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

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

By:

/s/ Barry Diller

Name: Barry Diller

Title: President

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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./*/
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./*/

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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./*/

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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./*/
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./*/

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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./*/

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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./*/
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./*/

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- 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.

/**/ Exhibit 48 which was previously filed is hereby supplemented by Amendment No. 1 to the 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.

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

SCHEDULE 1

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
-----	-----	-----

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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
KEVIN CONWAY	Vice President of Universal	United States
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
SHARON S. GARCIA	Secretary of Universal	United States

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2. Set forth below is the name, business address, principal 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 375 Park Avenue, New York, New York 10152.

Name and Business Address -----	Principal Occupation or Employment and Business Address -----	Citizenship -----
ALAN BELL* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9	Partner, Blake Cassels & Graydon, LLP	Canada
GEORGE E. BUSHNELL III* Vivendi Universal	Vice President, Vivendi Universal	United States

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800 Third Avenue
New York, NY 10022

<p>JEAN-FRANCOIS DUBOS* Vivendi Universal S.A. 42, avenue de Friedland 75380 Paris Cedex 08, FRANCE</p>	<p>Executive Vice President and General Counsel, Vivendi Universal</p>	<p>France</p>
<p>JACQUES ESPINASSE* Vivendi Universal S.A. 42, avenue de Friedland 75380 Paris Cedex 08, FRANCE</p>	<p>Senior Executive Vice President and Chief Financial Officer, Vivendi Universal</p>	<p>France</p>
<p>CRAIG THORBURN* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9</p>	<p>Partner, Blake Cassels & Graydon, LLP</p>	<p>Canada</p>
<p>FREDERIC CREPIN Vivendi Universal S.A. 42, avenue de Friedland 75380 Paris Cedex 08, FRANCE</p>	<p>Vice President, Vivendi Universal</p>	<p>France</p>
<p>DANIEL J. LOSITO Vivendi Universal 800 Third Avenue New York, NY 10022</p>	<p>Vice President, Vivendi Universal</p>	<p>United States</p>
<p>WILLIAM PODURGIEL Vivendi Universal 800 Third Avenue New York, NY 10022</p>	<p>Director Foreign Taxes, Vivendi Universal</p>	<p>United States</p>
<p>PIERRE-HENRY GALAN RONALD REED NICOLE LINDA KELSEY</p>	<p>Assistant Treasurer, Vivendi Universal Assistant Treasurer, Vivendi Universal Assistant Corporate Counsel, Vivendi Universal</p>	<p>France United States United States</p>
<p>DEBRA FORD Vivendi Universal 800 Third Avenue New York, NY 10022</p>	<p>Manager, Corporate Transactions, Vivendi Universal</p>	<p>United States</p>
<p>GRAHAM HENDERSON</p>	<p>Senior Vice President, Business Affairs and e-Commerce of Universal Music Group</p>	<p>Canada</p>

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Schedule 3 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 3

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DIRECTORS AND EXECUTIVE OFFICERS OF LIBERTY MEDIA CORPORATION

The name and present principal occupation of each director and executive officer of Liberty Media Corporation are set forth below. Unless otherwise noted, the business address for each person listed below is c/o Liberty Media Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112. To the knowledge of Liberty Media Corporation, all executive officers and directors listed on this Schedule 3 are United States citizens, except for David J.A. Flowers, who is a Canadian citizen.

Name and Business Address (if applicable) -----	Principal Occupation and Principal Business (if applico -----
JOHN C. MALONE ROBERT R. BENNETT DONNE F. FISHER 9781 Meridian Blvd., #200 Englewood, Colorado 80112	Chairman of the Board and Director of Liberty President, Chief Executive Officer and Director of Lib Director of Liberty; President of Fisher Capital Partn
PAUL A. GOULD 711 5th Avenue, 8th Floor New York, New York 10022	Director of Liberty; Managing Director of Allen & Comp
GARY S. HOWARD JEROME H. KERN 4600 S. Syracuse St. Denver, Colorado 80237	Executive Vice President, Chief Operating Officer and Director of Liberty; Consultant, Kern Consulting LLC
KIM MAGNESS DAVID E. RAPLEY LARRY E. ROMRELL DAVID J.A. FLOWERS ELIZABETH M. MARKOWSKI ALBERT E. ROSENTHALER CHRISTOPHER W. SHEAN CHARLES Y. TANABE	Director of Liberty Director of Liberty Director of Liberty Senior Vice President and Treasurer of Liberty Senior Vice President of Liberty Senior Vice President of Liberty Senior Vice President and Controller of Liberty Senior Vice President, General Counsel and Secretary o

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Schedule 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

SCHEDULE 5

DIRECTORS AND EXECUTIVE OFFICERS OF VIVENDI UNIVERSAL, S.A.

Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Vivendi Universal. The name of each person who is a director of Vivendi Universal, S.A.

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is marked with an asterisk. Unless otherwise indicated, the business address of each person listed below is 42, Avenue de Friedland, 75380 Paris Cedex 08, France.

Name and Business Address -----	Principal Occupation or Employment and Business Address -----	Citizenship -----
JEAN-RENE FOURTOU*	Chairman and CEO of Vivendi Universal	France
CLAUDE BEBEAR*	Chairman of the Supervisory Board of AXA 25, avenue Matignon 75008 Paris, France	France
GERARD BREMOND*	Chairman and CEO of Pierre & Vacances Group L'artois Pont de Flandre 11 rue de Cambrai 75947 Paris Cedex 19 France	France
EDGAR BRONFMAN, JR.*	Vice Chairman of the Board of Vivendi Universal	United States
EDGAR M. BRONFMAN*	Member of the Board of Directors of Vivendi Universal	United States
BERTRAND COLLOMB*	Chairman and CEO of Lafarge 61 rue des Belles Feuilles 75116 Paris France	France
FERNANDO FALCO y FERNANDEZ DE CORDOVA*	President of Real Automovil Club de Espana Fortuny 17-5 A 28020 Madrid Spain	Spain
PAUL FRIBOURG*	Chairman and CEO of ContiGroup Companies 277 Park Avenue - 50th fl. New York, NY 10172	United States
DOMINIQUE HOENN*	Chief Operating Officer of BNP Paribas 3, rue d'Antin 75002 Paris, France	France
GERARD KLEISTERLEE*	Chairman and CEO of Royal Philips Electronics P.O. Box 77900 Building HBT 14 1070 Amsterdam, The Netherlands	The Netherlands
MARIE-JOSEE KRAVIS*	Senior Fellow, Hudson Institute Inc. 625 Park Avenue New York, NY 10021	United States
HENRI LACHMANN*	Chairman and CEO of Schneider Electric 43-45, Bd Franklin Roosevelt 92500 Rueil-Malmaison, France	France
JEAN-BERNARD LEVY	Chief Operating Officer, Vivendi Universal	France
JACQUES ESPINASSE	Senior Executive Vice President and Chief	France

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	Financial Officer, Vivendi Universal	
ANDREW J. KASLOW	Senior Executive Vice President, Human Resources, Vivendi Universal	United Sta
ROBERT DE METZ	Senior Executive Vice President, Divestitures, Mergers and Acquisitions, Vivendi Universal.	France
MICHEL BOURGEOIS	Executive Vice President, Corporate Communications, Vivendi Universal	France
HUBERT JOLY	Executive Vice President, Monitoring of US Assets, Vivendi Universal	France
RENE PENISSON	Adviser Social Relations and Organization, Vivendi Universal	France
JEAN-FRANCOIS DUBOS	Executive Vice President and General Counsel, Vivendi Universal	France

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