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USA INTERACTIVE
Form 8-K
October 10, 2002

UNITED STATES
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 Report (Date of earliest event reported): October 9, 2002

USA INTERACTIVE
(Exact name of Registrant as specified in charter)

| | | |
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| Delaware (State or other jurisdiction of incorporation) | 0-20570 (Commission File Number) | 59-2712887 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 152 West 57th Street, New York, NY (Address of principal executive offices) | 10019 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code:
(212) 314-7300

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

USA Interactive, a Delaware corporation (the "Company"), announced on October 10, 2002 that it had entered into an Agreement and Plan of Merger, dated as of October 9, 2002 (the "Merger Agreement"), by and among the Company, T Merger Corp., a Delaware corporation ("Sub"), and Ticketmaster, a Delaware corporation and majority owned subsidiary of the Company ("Ticketmaster"). Pursuant to the Merger Agreement, (a) Sub will be merged with and into Ticketmaster, with Ticketmaster surviving as a wholly owned subsidiary of the Company (the "Merger"), and (b) each share of Class A common stock, par value \$0.01 per share, of Ticketmaster and share of Class B common stock, par value \$0.01 per share, of Ticketmaster (in each case, other than (i) shares held by the Company or any wholly owned subsidiary of the Company, (ii) shares held by Ticketmaster or any wholly owned subsidiary of Ticketmaster, and (iii) shares of Class A common stock held by Ticketmaster stockholders that validly perfect appraisal rights under Delaware law) will be automatically converted in the Merger into 0.935 of a share of common stock, par value \$0.01 per share, of the

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Company. The foregoing description of the Merger Agreement and the transactions contemplated thereby, including the Merger, is qualified in its entirety by reference to the Merger Agreement, a copy of which is attached as Exhibit 2.1 and hereby incorporated by reference herein. A copy of the joint press release issued by the Company and Ticketmaster is attached as Exhibit 99.1 hereto, and hereby incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

2.1 Agreement and Plan of Merger, dated as of October 9, 2002, by and among USA Interactive, T Merger Corp. and Ticketmaster.

99.1 Joint Press Release issued by USA Interactive and Ticketmaster.

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 thereunto duly authorized.

USA INTERACTIVE

By: /s/ Julius Genachowski

Name: Julius Genachowski
Title: Executive Vice President

Date: October 10, 2002

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
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| 99.1 | Joint Press Release issued by USA Interactive and Ticketmaster. |