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VIVENDI UNIVERSAL
Form SC 13D/A
May 21, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A*
Under the Securities Exchange Act of 1934

INTERACTIVECORP (FORMERLY USA INTERACTIVE)
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

45840Q 10 1
(CUSIP Number)

George E. Bushnell III, Esq.
Senior Vice President and Deputy General Counsel
Vivendi Universal, S.A.
800 Third Avenue
New York, New York 10022
(212) 572-7000
(Name, Address and Telephone Number of Persons Authorized
to receive Notices and Communications)

May 11, 2004
(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. 18 of a Report on Schedule 13D of Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.) and Amendment No. 12 of a Report on Schedule 13D of Vivendi Universal, S.A.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Statement of

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VIVENDI UNIVERSAL CANADA INC. (FORMERLY THE SEAGRAM COMPANY LTD.)

and

VIVENDI UNIVERSAL, S.A.

Pursuant to Section 13(d) of the Securities Exchange Act of 1934
in respect of

INTERACTIVECORP

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CUSIP No. 45840Q 10 1

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

 VIVENDI UNIVERSAL CANADA INC. (FORMERLY THE SEAGRAM COMPANY LTD.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
 NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 CANADA

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0

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8	SHARED VOTING POWER
	0

9	SOLE DISPOSITIVE POWER
	0

10	SHARED DISPOSITIVE POWER
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%

14 TYPE OF REPORTING PERSON

CO

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CUSIP No. 45840Q 10 1

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

VIVENDI UNIVERSAL, S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS
NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

FRANCE

7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY	0

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OWNED BY
EACH
REPORTING
PERSON
WITH

8	SHARED VOTING POWER
0	
9	SOLE DISPOSITIVE POWER
0	
10	SHARED DISPOSITIVE POWER
0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.0%

14 TYPE OF REPORTING PERSON
CO

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This Report on Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock"), of InterActiveCorp, a Delaware corporation (formerly "USA Interactive" and prior thereto, "USA Networks, Inc.") ("IAC"). The Reports on Schedule 13D, as amended and supplemented, originally filed with the Commission by (i) Vivendi Universal Canada Inc. (formerly The Seagram Company Ltd.), a Canadian corporation ("VU Canada"), on February 24, 1998 (the "VU Canada Schedule 13D"), and (ii) Vivendi Universal, S.A., a societe anonyme organized under the laws of the Republic of France ("Vivendi Universal" and, together with VU Canada, each, a "Reporting Person"), on August 2, 2001 (the "Vivendi Universal Schedule 13D"), are each hereby amended and supplemented to include the information set forth herein. This Report on Schedule 13D constitutes Amendment No. 18 to the VU Canada Schedule 13D and Amendment No. 12 to the Vivendi Universal Schedule 13D. The VU Canada Schedule 13D and the Vivendi Universal 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

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accuracy or completeness of information supplied by such other Reporting Person.

The Schedule 13D is hereby amended as follows:

ITEM 2. IDENTITY AND BACKGROUND

The information contained in Item 2 of this Schedule 13-D is hereby amended and supplemented by adding the following information.

The name, business address, principal occupation or employment, and citizenship of each director and executive officer of the Reporting Persons are set forth on Schedules 1 and 5 hereto.

ITEM 4. PURPOSE OF THE TRANSACTION

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On October 8, 2003, General Electric Company ("GE"), National Broadcasting Company Holding, Inc., National Broadcasting Company, Inc. ("NBC"), Universal Studios Holding III Corp. and Vivendi Universal entered into a Business Combination Agreement ("Business Combination Agreement") and related agreements providing for the combination of NBC and Vivendi Universal Entertainment LLLP (the "Partnership") to form a new company to be called NBC Universal, Inc. On May 11, 2004, the parties to the Business Combination Agreement completed the creation of NBC Universal, Inc. by closing the transactions contemplated by the Business Combination Agreement.

In connection with the Business Combination Agreement, Vivendi Universal contributed all the capital stock of Universal Studios, Inc., a Delaware corporation ("Universal"), to a subsidiary of NBC and, by virtue of that contribution, NBC Universal, Inc. became the beneficial owner of all of the securities of IAC held by Universal. Accordingly, the completion of the transactions contemplated by the Business Combination Agreement resulted in a material change in the amount of shares of Common Stock and Class B Common Stock owned by the Reporting Persons, such that the Reporting Persons no longer beneficially own any shares of the Common Stock or Class B Common Stock.

Except as described herein or contained in the agreements 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 would result in any of the actions set forth in clauses (a) through (j) of Item 4.

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ITEM 5. INTEREST IN SECURITIES OF ISSUER

The information contained in Item 5(a)-(c) and 5(e) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(c)

The Reporting Persons no longer beneficially own any shares of the Common Stock or Class B Common Stock by virtue of the completion of the transactions contemplated by the Business Combination Agreement.

(e)

As of May 11, 2004, the date of the completion of the transactions contemplated by the Business Combination Agreement, the Reporting Persons ceased

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to be beneficial owners of more than five (5) percent of the Common Stock or the Class B Common Stock.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information in this statement is true, complete and correct.

Dated: May 21, 2004

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: Senior Vice President

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SCHEDULE 1

DIRECTORS AND EXECUTIVE OFFICERS OF

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 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
ALAN BELL* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9	Partner, Blake Cassels & Graydon, LLP
GEORGE E. BUSHNELL III* Vivendi Universal 800 Third Avenue New York, NY 10022	Vice President, Vivendi Universal
JEAN-FRANCOIS DUBOS* Vivendi Universal S.A. 42, avenue de Friedland 75380 Paris Cedex 08, FRANCE	Executive Vice President and General Counsel, Vivendi Universal

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NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS
JACQUES-ESPINASSE* Vivendi Universal S.A. 42, avenue de Friedland 75380 Paris Cedex 08, FRANCE	Senior Executive Vice President and Chief Financial Officer, Vivendi Universal
CRAIG THORBURN* Blake Cassels & Graydon, LLP Commerce Court West-CIBC Building 199 Bay Street Toronto, Ontario M5L 1A9	Partner, Blake Cassels & Graydon, LLP

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FREDERIC CREPIN Vice President, Vivendi Universal
 Vivendi Universal S.A.
 42, avenue de Friedland
 75380 Paris
 Cedex 08, FRANCE

WILLIAM PODURGIEL Director Foreign Taxes, Vivendi Universal
 Vivendi Universal
 800 Third Avenue
 New York, NY 10022

PIERRE-HENRY GALAN Assistant Treasurer, Vivendi Universal

RONALD REED Assistant Treasurer, Vivendi Universal

NICOLE LINDA KELSEY Assistant Corporate Counsel,
 Vivendi Universal

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NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS
DEBRA FORD Vivendi Universal 800 Third Avenue New York, NY 10022	Manager, Corporate Transactions, Vivendi Universal
GRAHAM HENDERSON	Senior Vice President, Business Affairs and e-Commerce of Universal Music Group

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. 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
JEAN-RENE FOURTOU*	Chairman and CEO of Vivendi Universal
CLAUDE BEBEAR*	Chairman of the Supervisory Board of AXA 25, avenue Matignon

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75008 Paris, France

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NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS
GERARD BREMOND*	Chairman and CEO of Pierre & Vacances Group L'artois Pont de Flandre 11 rue de Cambrai 75947 Paris Cedex 19 France
BERTRAND COLLOMB*	Chairman and CEO of Lafarge 61 rue des Belles Feuilles 75116 Paris France
FERNANDO FALCO y FERNANDEZ DE CORDOVA*	President of Real Automovil Club de Espana Fortuny 17-5 A 28020 Madrid Spain
PAUL FRIBOURG*	Chairman and CEO of ContiGroup Companies United States 277 Park Avenue - 50th fl. New York, NY 10172
GABRIEL HAWAWINI*	DEAN - INSEAD Boulevard de Constance 77305 Fontainebleau Cedex, France
GERARD KLEISTERLEE*	Chairman and CEO of Royal Philips Electronics P.O. Box 77900 Building HBT 14 1070 Amsterdam, The Netherlands
MARIE-JOSEE KRAVIS*	Senior Fellow, Hudson Institute Inc. 625 Park Avenue New York, NY 10021
HENRI LACHMANN*	Chairman and CEO of Schneider Electric 43-45, Bd Franklin Roosevelt 92500 Rueil-Malmaison, France

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NAME AND BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS
PIERRE RODOCANACHI*	Chief Operating Officer MP Conseil 40 rue La Perouse 75116 Paris
KAREL VAN MIERT*	Former Vice Chairman of

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The European Commission/
Former President of Nyrenode
University in the Netherlands
Putte Straat no. 10
1650 Beersel
Belgium

JEAN-BERNARD LEVY

Chief Operating Officer, Vivendi Universal

JACQUES ESPINASSE

Senior Executive Vice President and Chief
Financial Officer, Vivendi Universal

ROBERT DE METZ

Senior Executive Vice President,
Divestitures, Mergers and Acquisitions,
Vivendi Universal.

MICHEL BOURGEOIS

Executive Vice President, Corporate
Communications, Vivendi Universal

RENE PENISSON

Adviser Social Relations and Organization,
Vivendi Universal

JEAN-FRANCOIS DUBOS

Executive Vice President and General
Counsel, Vivendi Universal