

Edgar Filing: BLOCKBUSTER INC - Form SC 13G/A

BLOCKBUSTER INC  
Form SC 13G/A  
February 06, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

(Amendment No.3) \*

Blockbuster Inc.

-----  
(Name of Issuer)

Class A Common Stock, \$0.01 Par Value Per Share

-----  
(Title of Class of Securities)

93679108

-----  
(CUSIP Number)

December 31, 2003

-----  
(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 the disclosures provided in a prior cover page.

The information required in 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 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).

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CUSIP No. 93679108

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-----  
1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Viacom International Inc.  
I.R.S. Identification No. 04-2980402

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF 5. SOLE VOTING POWER  
SHARES 0

-----  
BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 145,621,100 (1)

-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 0

-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH 145,621,100 (1)

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

145,621,100 (1)

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

80.5% (1) (2)

-----  
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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- (1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.
- (2) Class B Shares carry five votes per share, which effectively gives the Reporting Persons approximately 95% of the voting power.

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Viacom Inc.  
I.R.S. Identification No. 04-2949533

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- |              |                 |                          |
|--------------|-----------------|--------------------------|
| NUMBER OF    | 5.              | SOLE VOTING POWER        |
| SHARES       | 0               |                          |
| BENEFICIALLY | 6.              | SHARED VOTING POWER      |
| OWNED BY     | 147,452,842 (1) |                          |
| EACH         | 7.              | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0               |                          |
| PERSON       | 8.              | SHARED DISPOSITIVE POWER |
| WITH         | 147,452,842 (1) |                          |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,452,842 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

81.5% (1) (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.

(2) Class B Shares carry five votes per share, which effectively gives the Reporting Persons approximately 95% of the voting power.

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

NAIRI, Inc.

I.R.S. Identification No. 04-3446887

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 147,452,842 (1)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 147,452,842 (1)

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,452,842 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

81.5% (1) (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.

(2) Class B Shares carry five votes per share, which effectively gives the Reporting Persons approximately 95% of the voting power.

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

National Amusements, Inc.  
I.R.S. Identification No. 04-2261332

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER  
147,452,842 (1)  
-----  
7. SOLE DISPOSITIVE POWER  
0  
-----  
8. SHARED DISPOSITIVE POWER  
147,452,842 (1)  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
147,452,842 (1)  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
81.5% (1) (2)  
-----

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO  
-----

- (1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.
- (2) Class B Shares carry five votes per share, which effectively gives the Reporting Persons approximately 95% of the voting power.

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
SUMNER M. REDSTONE  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)   
-----

3. SEC USE ONLY  
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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
NUMBER OF 5. SOLE VOTING POWER

SHARES 0

-----  
BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 147,452,842 (1)

-----  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

-----  
PERSON 8. SHARED DISPOSITIVE POWER

WITH 147,452,842 (1)

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

147,452,842 (1)

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

81.5% (1) (2)

-----  
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
(1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.

(2) Class B Shares carry five votes per share, which effectively gives the Reporting Persons approximately 95% of the voting power.

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Item 1(a). Name of Issuer:

Blockbuster Inc. (the "Issuer" or "Blockbuster").

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Item 1(b). Address of Issuer's Principal Executive Offices:

1201 Elm Street  
Dallas, Texas 75270

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Item 2(a). Name of Person Filing:

This Statement is filed on behalf of Viacom International Inc., ("VII"), Viacom Inc. ("VI" or "Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI"), and Mr. Sumner M. Redstone, (collectively, the "Reporting Persons"). All of VII's voting stock is owned by VI; approximately 70% of VI's voting stock is owned by NAIRI, which in turn is owned 100% by NAI; Mr. Sumner M. Redstone is the controlling shareholder, Chairman and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman and Chief Executive Officer of VI.

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Item 2(b). Address of Principal Business Office, or if None, Residence:

VII's address is 1515 Broadway, New York, New York 10036  
VI's address is 1515 Broadway, New York, New York 10036  
NAIRI's address is 200 Elm Street, Dedham, MA 02026  
NAI's address is 200 Elm Street, Dedham, MA 02026  
Mr. Redstone's address is c/o 1515 Broadway, New York, New York 10036

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Item 2(c). Citizenship:

VII is a Delaware corporation.  
VI is a Delaware corporation.  
NAIRI is a Delaware corporation.  
NAI is a Maryland corporation.  
Mr. Redstone is a citizen of the United States.

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Item 2(d). Title of Class of Securities:

The Issuer's Class A common stock, par value \$.01 per share (the "Class A Shares").

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Item 2(e). CUSIP Number:

93679108

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.



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Item 4. Ownership.

The beneficial ownership of Class A Shares reported in this statement is pursuant to the Reporting Persons' (defined in Item 2 above) ownership of (i) the Issuer's Class B Common Stock, par value \$.01 per share (the "Class B Shares"), which are convertible into Class A Shares on a one-for-one basis under certain circumstances, and (ii) Class A Shares (the Class A Shares together with the Class B Shares, the "Common Shares"). The Class A Shares carry one vote per share and the Class B Shares carry five votes per share.

As of December 31, 2003, VII beneficially owned one hundred forty-five million six hundred twenty-one thousand one hundred (145,621,100) Class A Shares, comprised of (i) one million six hundred twenty-one thousand one hundred (1,621,100) Class A Shares, and (ii) one hundred forty-four million (144,000,000) Class B Shares convertible into Class A Shares on a one-for-one basis; representing approximately 80.5% of the Issuer's issued and outstanding Common Shares and approximately 95% of the voting power (based upon 180,843,259 Common Shares that were reported by the Issuer to be issued and outstanding as of October 31, 2003, and assuming conversion in full of the Class B Shares into Class A Shares).

As of December 31, 2003, each of VI, NAIRI, NAI and Mr. Sumner M. Redstone beneficially owned one hundred forty-seven million four hundred fifty-two thousand eight hundred and forty-two (147,452,842) Class A Shares, comprised of (i) three million, four hundred four hundred fifty-two thousand eight hundred and forty-two (3,452,842) Class A Shares, and (ii) one hundred forty-four million (144,000,000) Class B Shares convertible into Class A Shares on a one-for-one basis; representing approximately 81.5% of the Issuer's issued and outstanding Common Shares and approximately 95% of the voting power (based upon 180,843,259 Common Shares that were reported by the Issuer to be issued and outstanding as of October 31, 2003, and assuming conversion in full of the Class B Shares into Class A Shares).

Due to the relationship among the Reporting Persons as described in Item 2(a) hereof, each of the Reporting Persons may be deemed to share with each of the other Reporting Persons power (i) to vote or direct the vote and (ii) to dispose or to direct the disposition of the Issuer's Common Shares covered by this Statement to the extent of their beneficial ownership as indicated in this Item 4 above.

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Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

See Items 2(a) and 4 hereof.

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

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the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

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Item 8. Identification and Classification of Members of the Group.

Not Applicable.

-----

Item 9. Notice of Dissolution of Group.

Not Applicable.

-----

Item 10. Certifications.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1) we agree that this statement is filed on behalf of each of us.

Date: February 5, 2004

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

-----

Michael D. Fricklas  
Executive Vice President, General Counsel  
and Secretary

VIACOM INC.

By: /s/ Michael D. Fricklas

-----

Michael D. Fricklas  
Executive Vice President, General Counsel  
and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone

-----

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Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and Chief Executive Officer

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Individually

Exhibit to Amendment No. 3  
to Schedule 13G

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JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated April 8, 2002 (the "Schedule 13G"), with respect to the Class A Common Stock, par value \$0.01 per share, of Blockbuster Inc., is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 8th day of April, 2002.

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President, General Counsel  
and Secretary

VIACOM INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President, General Counsel  
and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

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By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and Chief Executive Officer

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Individually