

SPELLING ENTERTAINMENT GROUP INC  
Form SC 13D/A  
March 31, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

(Amendment No. 15)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.  
(Name of Issuer)

Common Stock, Par Value \$.001 Per Share  
(Title of Class of Securities)

847807 10 4  
(CUSIP Number)

Michael D. Fricklas, Esq.  
Viacom Inc.  
1515 Broadway  
New York, New York 10036  
Telephone: (212) 258-6000  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and  
Communications)

April 18, 1997  
(Date of Event which Requires Filing of this Statement)

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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(b)(3) or (4), check the following box \ \. Check the following box if a fee is being paid with this statement \ \.

Page 1 of 16

CUSIP No. 847807 10 4

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
SEGI HOLDING CO.

-----  
I.R.S. Identification No. 65-0418084  
-----

(2) Check the Appropriate Box if a Member of Group (See Instructions)

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\ \ (a)-----  
\ \ (b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions)-----

(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 (7) Sole Voting Power-----  
Shares  
Beneficially (8) Shared Voting Power 69,010,850  
Owned by  
Each (9) Sole Dispositive Power-----  
Reporting  
Person (10) Shared Dispositive Power 69,010,850  
With  
-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,010,850  
-----

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)-----

(13) Percent of Class Represented by Amount in Row (11)  
76.06% (includes shares subject to currently exercisable warrants)  
-----

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

Page 2 of 16

CUSIP No. 847807 10 4

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
VIACOM INC.  
-----

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

(2) Check the Appropriate Box if a Member of Group (See Instructions)

\ \ (a)-----  
\ \ (b)-----

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(3) SEC Use Only-----  
-----

(4) Sources of Funds (See Instructions)-----  
-----

(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 (7) Sole Voting Power-----  
Shares  
Beneficially (8) Shared Voting Power 69,010,850  
Owned by  
Each (9) Sole Dispositive Power-----  
Reporting  
Person (10) Shared Dispositive Power 69,010,850  
With  
-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,010,850  
-----

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)-----  
-----

(13) Percent of Class Represented by Amount in Row (11)  
76.06% (includes shares subject to currently exercisable warrants)  
-----

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

Page 3 of 16

CUSIP No. 947807 10 4

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
SUMNER M. REDSTONE  
-----

S.S. No.  
-----

(2) Check the Appropriate Box if a Member of Group (See Instructions)

\ \ (a)-----  
\ \ (b)-----  
-----

(3) SEC Use Only-----  
-----

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(4) Sources of Funds (See Instructions)-----  
-----

(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	(7)	Sole Voting Power-----	
Beneficially Owned by Each Reporting Person	(8)	Shared Voting Power	69,010,850
	(9)	Sole Dispositive Power-----	
With	(10)	Shared Dispositive Power	69,010,850

-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,010,850  
-----

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)-----  
-----

(13) Percent of Class Represented by Amount in Row (11)  
76.06% (includes shares subject to currently exercisable warrants)  
-----

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

This Amendment No. 15 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on March 7, 1993 by Blockbuster Entertainment Corporation ("BEC"), Blockbuster Pictures Holding Corporation ("Holdings"), SEGI Holding Company ("SEGI") and Repinvesco, Inc. ("REPI"), as amended (the "Statement"). This Amendment No. 15 is filed with respect to the shares of common stock, par value \$.001 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Delaware corporation, with its principal executive offices located at 5700 Wilshire Boulevard, Los Angeles, California 90036. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background.  
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Item 2 is hereby amended and supplemented as follows:

On July 31, 1996, Viacom Inc. ("Viacom") contributed the stock of Holdings to Viacom International Inc. ("Viacom International"), a Delaware corporation and a wholly owned subsidiary of Viacom. Viacom International is a diversified entertainment and publishing company whose executive offices are located at 1515

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Broadway, New York, New York 10036.

National Amusements, Inc., of which Sumner M. Redstone is the controlling shareholder, owns approximately 67% of the voting stock of Viacom. The current list of executive officers and directors of Viacom International and Viacom are reported on Schedules I and II hereto, respectively. Each person listed in Schedules I and II is a United States citizen. During the past five years, none of Reporting Persons nor any person named in Schedules I and II (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or other Consideration.  
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Item 3 is hereby amended and supplemented as follows: Purchases of Common Stock pursuant to the program described in Item 4 will be made using working capital of Viacom International.

Item 4. Purpose of Transaction.  
-----

Item 4 is hereby amended and restated in its entirety as follows:

Page 5 of 16

On April 18, 1997, Viacom announced its intention to pursue a program to purchase, from time to time in the open market, such number of additional shares of Common Stock as may be necessary to increase the Reporting Persons' percentage ownership of the Issuer from approximately 75% to approximately 80%, thereby permitting tax consolidation of the Issuer with Viacom. The Reporting Persons expect that Viacom will complete such purchasing program by the end of 1997. Except as described in this Item 4 and as may be necessary to maintain their percentage ownership in the Issuer at approximately 80%, the Reporting Persons have no present intention of engaging in any of the transactions listed in clauses (a) through (j) of Item 4 to Schedule 13D.

A copy of the press release by Viacom, dated April 18, 1997, relating to the above-described stock purchase program is attached hereto as Exhibit 99.1.

Item 7. Material to Be Filed as Exhibits.  
-----

99.1 Press release by Viacom dated April 18, 1997.

Page 6 of 16

Signature

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- -----

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.

April 18, 1997

SEGI HOLDING CO.

By: /s/ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
Deputy General Counsel

Page 7 of 16

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.

April 18, 1997

VIACOM INC.

By: /s/ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
Deputy General Counsel

Page 8 of 16

Signature

- -----

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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.

April 18, 1997

\*

-----  
Sumner M. Redstone, individually

\*By /s/ Philippe P. Dauman

-----  
Philippe P. Dauman  
Attorney-in-Fact  
under the Limited Power of  
Attorney filed as Exhibit 99.2  
to the Statement, Amendment No. 11

Page 9 of 16

Schedule I  
Viacom International Inc.  
Executive Officers

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Entity in Which Elected
-----	-----	-----	-----
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc. and Chief Executive Officer of Viacom International Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 01919
Vaughn A. Clarke	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Philippe P. Dauman*	Viacom Inc.	Deputy Chairman,	Viacom International Inc.

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	1515 Broadway New York, NY 10016	Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc.	1515 Br New Yor
Thomas E. Dooley	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc.	Viacom 1515 Br New Yor

- - - - -  
\*Also a Director

Page 10 of 16

Schedule II  
(Continued)

Name - - - - -	Business or Residence Address -----	Principal Occupation or Employment -----	Name an of Corp Other O Which E -----
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc.	Viacom I 1515 Bro New York
Michael D. Fricklas*	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary of Viacom International Inc.	Viacom I 1515 Bro New York
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller and Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom I 1515 Bro New York
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Development of Viacom Inc. and Sr. VP of Viacom International Inc.	Viacom 1515 Br New Yor



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William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom 1515 Br New Yor
George S. Smith, Jr.*	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom 1515 Br New Yor
Mark M. Weinstein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom Inc. and Viacom International Inc.	Viacom 1515 Br New Yor

-----  
\*Also a Director

Page 11 of 16

Schedule II  
Viacom Inc.  
Executive Officers

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization Which Employed
-----	-----	-----	-----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National 200 Elm Dedham,
Vaughn A. Clarke	Viacom Inc. 1515 Broadway New York, NY 10016	Sr. VP, Treasurer of Viacom	Viacom 1515 Br New Yor
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom 1515 Br New Yor
Thomas E. Dooley*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom	Viacom 1515 Br New Yor

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Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom I 1515 Bro New York
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom	Viacom I 1515 Bro New York
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller and Chief Accounting Officer of Viacom	Viacom I 1515 Bro New York

-----  
\*Also a Director

Page 12 of 16

Schedule II  
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name an of Corp Other O Which E -----
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Development of Viacom	Viacom 1515 Br New Yor
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom 1515 Br New Yor
George S. Smith, Jr.	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom 1515 Br New Yor
Mark M. Weinstein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom 1515 Br New Yor

Directors

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & 60 Stat Boston,
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Ken Miller	Credit Suisse First Boston Corporation 11 Madison Avenue New York, NY 10010	Vice Chairman of Credit Suisse First Boston Corporation	Credit Boston 11 Madi New Yor
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 (Residence)	Self-Employed	Nationa 200 Elm Dedham,
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	Nationa 200 Elm Dedham,

Page 13 of 16

Schedule II  
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and of Corp Other O Which E -----
Directors			
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10033	Vice Chairman and Chief Financial Officer of NYNEX	NYNEX C 335 Mad New Yor
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva 2495 Am New Yor
Ivan Seidenberg	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Board and Chief Executive Officer of NYNEX	NYNEX C 335 Mad New Yor

Page 14 of 16

Exhibit Index

Exhibit No.	Description	Page No.
99.1	Press release by Viacom dated April 18, 1997.	

Page 15 of 16