

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)

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-----

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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

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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.

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.

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:

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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.

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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

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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.

April 18, 1997

VIACOM INC.

By: /s/ Michael D. Fricklas

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

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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

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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 01917 |
| 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

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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

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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

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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, |

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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 |

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Exhibit Index

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

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