

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 20)

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, NY 10036
Telephone: (212) 258-6000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 19, 1999
(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 .

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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 INTERNATIONAL INC.

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I.R.S. Identification No. 13-3844753

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

(a) -----

(b) -----

(3) SEC Use Only -----

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

(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 75,041,881 -----
Owned by
Each (9) Sole Dispositive Power -----
Reporting
Person With (10) Shared Dispositive Power 75,041,881 -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
75,041,881

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

(13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%

(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)

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 |_ | (b) _____

(3) SEC Use Only _____

(4) Sources of Funds (See Instructions) WC _____

(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	75,041,881	
Owned by			
Each	(9) Sole Dispositive Power		
Reporting			
Person With	(10) Shared Dispositive Power	75,041,881	

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 75,041,881

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

(13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%

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

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

I.R.S. Identification No.

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

|_ | (a) _____

|_ | (b) _____

(3) SEC Use Only _____

(4) Sources of Funds (See Instructions) WC

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(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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	75,041,881
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	75,041,881

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
75,041,881

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

(13) Percent of Class Represented by Amount in Row (11) Approximately 80.72%

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

This Amendment No. 20 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 ("Blockbuster"), SEGI Holding Company ("Holding") and Repinvesco, Inc. ("REPI"), as amended (the "Statement"). This Amendment No. 20 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 3. Source and Amount of Funds or other Consideration.

Item 3 is hereby amended and supplemented as follows:

The potential purchases of Common Stock reported in this Amendment No. 20 and described in Item 4 would be made using working capital of Viacom International Inc.

Item 4 Purpose of Transaction.

On March 19, 1999, Viacom Inc. ("Viacom") delivered to the Board of Directors of the Issuer (the "Board") a letter dated March 19, 1999 (the "Proposal Letter") in which Viacom offered to acquire through a cash merger transaction (the "Proposed Transaction") all the issued and outstanding shares of Common Stock not currently owned by Viacom and its subsidiaries for a purchase price of \$9.00 per share. Viacom anticipates that upon completion of

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the Proposed Transaction, Viacom will seek to cause the Common Stock to be delisted from trading on the New York Stock Exchange and to cause the termination of registration of the Common Stock pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"). The Proposal Letter is attached hereto as Exhibit 99.3 and is incorporated herein by reference in its entirety.

On March 19, 1999, Viacom issued a press release relating to the events described above. Such press release is attached hereto as Exhibit 99.4 and is incorporated herein by reference in its entirety.

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Item 5. Interest in Securities of the Issue

Item 5 is amended and supplemented as follows:

- (a) VIACOM INTERNATIONAL INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer. Viacom International Inc. ("International") became the beneficial owner of such shares on March 31, 1998 pursuant to the merger of Holding with and into its parent, Blockbuster, and the subsequent merger of Blockbuster with and into its parent, International, and certain private purchases.
- (b) VIACOM INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer.
- (c) MR. SUMNER M. REDSTONE is currently the beneficial owner, with shared dispositive and voting power, of 75,041,881 shares, or approximately 80.72% of the issued and outstanding Common Stock of the Issuer.

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Item 7. Material to be filed as Exhibits.

- 99.1 Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).
- 99.3 Proposal Letter, dated March 19, 1999, from Viacom to the Board of the Issuer.

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99.4 Press Release issued by Viacom on March 19, 1999.

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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.

March 19, 1999

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

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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.

March 19, 1999

VIACOM INC.

By: /s/ Michael D. Fricklas

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

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

March 19, 1999

By: _____
*
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

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f) (1) (iii).
99.3	Proposal Letter, dated March 19, 1999, from Viacom to the Board of the Issuer.
99.4	Press Release issued by Viacom on March 19, 1999.

