

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 13)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.
(Name of Issuer)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

847807 10 4
(CUSIP Number)

Philippe P. Dauman, 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)

Copy to:

Stephen R. Volk, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022
Telephone: (212) 848-4000

August 10, 1995
(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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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)

\ \ (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	69,010,580
Owned by		
Each	(9) Sole Dispositive Power-----	
Reporting		
Person	(10) Shared Dispositive Power	69,010,580
With		

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
78% (includes share subject to currently exercisable warrants)

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

CUSIP No. 847807 10 4

(1) Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person
BLOCKBUSTER PICTURES HOLDING CORPORATION

I.R.S. Identification No. 65-0418087

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

\ \ (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 Shares	(7) Sole Voting Power-----	
Beneficially	(8) Shared Voting Power	69,010,580
Owned by	(9) Sole Dispositive Power-----	
Each	(10) Shared Dispositive Power	69,010,580
Reporting		
Person		
With		

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
78% (includes shares subject to currently exercisable warrants)

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

CUSIP No. 847807 10 4

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

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VIACOM INC.

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

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

\ \ (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 69,010,580
Owned by
Each (9) Sole Dispositive Power-----
Reporting
Person (10) Shared Dispositive Power 69,010,580
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
78% (includes shares subject to currently exercisable warrants)

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

CUSIP No.947807 10 4

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

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SUMNER M. REDSTONE

S.S. 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)-----

(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 (7) Sole Voting Power-----
Shares
Beneficially (8) Shared Voting Power 69,010,580
Owned by
Each (9) Sole Dispositive Power-----
Reporting
Person (10) Shared Dispositive Power 69,010,580
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
78% (includes shares subject to currently exercisable warrants)

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

This Amendment No. 13 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. 13 is filed with respect to the shares of

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common stock, par value \$.10 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Florida 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 to reflect changes in the directors and executive officers of Viacom Inc. Schedule I attached hereto sets forth the following information with respect to each such person:

- (i) name;
- (ii) business address (or residence address where indicated); and
- (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

All of the directors and executive officers of Viacom are citizens of the United States.

During the last five years, neither Viacom nor any person named in Schedule I attached hereto (including Mr. Redstone) has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding 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 4. Purpose of the Transaction.

Item 4 is hereby amended and supplemented as follows:

On August 10, 1995, Viacom Inc. ("Viacom") announced that it will sell the Issuer. Viacom also announced it will acquire the Issuer's interest in Virgin Interactive Entertainment Limited ("Virgin"). Viacom anticipates that an independent committee of the Issuer's Board of Directors will be formed to negotiate the terms of the Virgin transaction. A copy of the press release issued by Viacom, dated August 10, 1995, relating to the above-described transactions is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

6

Item 7. Material to Be Filed as Exhibits.

- 99.1 Press release issued by Viacom Inc. on August 10, 1995.
- 99.2 Limited Power of Attorney (previously filed).

Schedule I

Executive Officers

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corp Other Org Which E -----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National 200 Elm Dedham,
Frank J. Biondi, Jr.*	Viacom Inc. 1515 Broadway New York, NY 10036	President, Chief Executive Officer of Viacom	Viacom 1515 Br New York
Vaughn A. Clarke	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer of Viacom	Viacom 1515 Br New York
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10036	Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom 1515 Br New York
Thomas E. Dooley	Viacom Inc. 1515 Broadway New York, NY 10036	Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom 1515 Br New York
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom 1515 Br New York
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel of Viacom	Viacom 1515 Br New York
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller and Chief Accounting Officer of Viacom	Viacom 1515 Br New York
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom 1515 Br New York

*also a Director

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8

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corp Other O Which E -----
Edward D. Horowitz	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom 1515 Br New Yor
Henry Leingang	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer 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 One Court Street Boston, MA 02108	Attorney	Winer One Cou Boston,
Steven R. Berrard	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of the Blockbuster Entertainment Group	Blockbu Enterta Group One Blo Fort La 33301
H. Wayne Huizenga	Blockbuster Entertainment Group One Blockbuster Plaza	Vice Chairman of Viacom Inc.; Chairman of the Board and Chief	Blockbu Enterta Group

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	Fort Lauderdale, FL 33301	Executive Officer of Blockbuster Entertainment Group; Chairman of the Board of Huizenga Holdings, Inc.; Chairman of the Board of Spelling Entertainment Group Inc.	One Blo Fort La 33301
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of the Blockbuster Entertainment Group	Blockbu Enterta Group One Blo Fort La 33301
Ken Miller	C.S. First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of C.S. First Boston	C.S. Fi Park Av 55 East New Yor
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 [Residence]	Self-Employed	
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	Nationa Inc. 200 Elm Dedham,

9

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name an of Corp Other C Which E -----
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Vice Chairman--Finance and Business Development 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

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.

August 10, 1995

SEGI HOLDING CO.

By /s/ Michael D. Fricklas

Name: Michael D. Fricklas

Title: Senior Vice President

PAGE>

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.

August 10, 1995

BLOCKBUSTER PICTURES
HOLDING CORPORATION

By /s/ Michael D. Fricklas

Name: Michael D. Fricklas

Title: Senior Vice President

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.

August 10, 1995

VIACOM INC.

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By /s/ Michael D. Fricklas

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

13

Signature

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.

August 10, 1995

*

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.

14

Exhibit Index

Exhibit No.	Description	Page No.
99.1	Press release issued by Viacom Inc. on August 10, 1995.	
99.2	Limited Power of Attorney (previously filed)	