

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. 16)

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)

September 24, 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 .

CUSIP No. 847807 10 4

(1) Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

SEGI HOLDING COMPANY

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

(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) WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

(6) Citizenship or Place of Organization Delaware

|   |      |                          |            |
|---|------|--------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7)  | Sole Voting Power        |            |
|   | (8)  | Shared Voting Power      | 69,922,650 |
|   | (9)  | Sole Dispositive Power   |            |
|   | (10) | Shared Dispositive Power | 69,922,650 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,922,650

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

(13) Percent of Class Represented by Amount in Row (11)  
77.05% (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  
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) WC

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(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).  
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(6) Citizenship or Place of Organization                      Delaware  
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Number of                      (7)              Sole Voting Power  
Shares  
Beneficially                      (8)              Shared Voting Power                      69,922,650  
Owned by  
Each                      (9)              Sole Dispositive Power  
Reporting  
Person With                      (10)              Shared Dispositive Power                      69,922,650  
-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,922,650  
-----

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

(13) Percent of Class Represented by Amount in Row (11)  
77.05% (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  
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)                      WC  
-----

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).  
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(6) Citizenship or Place of Organization United States

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|   |      |                          |            |
|---|------|--------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7)  | Sole Voting Power        | -----      |
|   | (8)  | Shared Voting Power      | 69,922,650 |
|   | (9)  | Sole Dispositive Power   | -----      |
|   | (10) | Shared Dispositive Power | 69,922,650 |

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,922,650

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

---

(13) Percent of Class Represented by Amount in Row (11)  
77.05% (includes shares subject to currently exercisable warrants)

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

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This Amendment No. 16 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. 16 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:

The current list of executive officers and directors of Viacom International Inc. ("Viacom International") and Viacom Inc. ("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 reported were made using working capital of Viacom International Inc.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended and supplemented as follows:

- (a) SEGI HOLDING COMPANY is currently the beneficial owner, with shared dispositive and voting power, of 69,922,650 shares, or approximately 77.05%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 14, 1997).
- (b) VIACOM INC. is currently the beneficial owner, with shared dispositive and voting power, of 69,922,650 shares, or approximately 77.05%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 14, 1997).
- (c) MR. SUMNER M. REDSTONE is currently the beneficial owner, with shared dispositive and voting power, of 69,922,650 shares, or approximately 77.05%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 14, 1997).

Transactions during the sixty days preceeding this Amendment No. 16

| DATE    | NO. OF SHARES | PRICE*   | WHEN AND HOW EXECUTED                |
|---------|---------------|----------|--------------------------------------|
| ----    | -----         | -----    | -----                                |
| 8/7/97  | 46,100        | \$7.7177 | Bear, Stearns,<br>New York, New York |
| 8/8/97  | 32,000        | \$8.0430 | "                                    |
| 8/11/97 | 52,800        | \$8.1238 | "                                    |
| 8/12/97 | 194,900       | \$8.3947 | "                                    |
| 8/13/97 | 71,300        | \$8.4435 | "                                    |
| 8/14/97 | 57,500        | \$8.7063 | "                                    |
| 9/9/97  | 34,000        | \$8.0996 | "                                    |
| 9/10/97 | 17,000        | \$8.1875 | "                                    |
| 9/12/97 | 26,000        | \$8.3750 | "                                    |
| 9/15/97 | 20,300        | \$8.5625 | "                                    |
| 9/16/97 | 76,000        | \$8.7056 | "                                    |
| 9/17/97 | 76,200        | \$8.8406 | "                                    |
| 9/22/97 | 1,000         | \$8.5000 | "                                    |
| 9/23/97 | 7,000         | \$8.5134 | "                                    |
| 9/24/97 | 9,000         | \$8.6667 | "                                    |

\*Price indicated is weighted average price of each day's aggregated purchases.

All of the above transactions were purchases.

Item 7. Material to be filed as Exhibits.

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99.1 Agreement among SEGI Holding Company, Viacom Inc. and  
Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

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.

September 25, 1997

SEGI HOLDING COMPANY

By: \S\ Michael D. Fricklas  
-----

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

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.

September 25, 1997

VIACOM INC.

By: \S\ Michael D. Fricklas  
-----

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

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.

September 25, 1997

By: \*

-----  
Sumner M. Redstone,  
Individually

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\*By: \S\ Philippe P. Dauman

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

Schedule I  
 Viacom International Inc.  
 Executive Officers

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

Schedule I - Continued

|                      |  |  |  |
|----------------------|--|--|--|
| Carl D. Folta        | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc.<br>1515 Broadway<br>New York, NY |
| Michael D. Fricklas* | Viacom Inc.<br>1515 Broadway                       | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom         | Viacom International Inc.<br>1515 Broadway                 |

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|                       |  |  |  |
|-----------------------|--|--|--|
|                       | New York, NY 10036                                 | Inc. and Sr. VP and Assistant Secretary of Viacom International Inc.                                 | New York, NY                                 |
| Susan C. Gordon       | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Vice President, Controller and Chief Accounting Officer of Viacom Inc. and Viacom International Inc. | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Rudolph L. Hertlein   | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Corporate Development of Viacom Inc. and Sr. VP of Viacom International Inc.                 | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Carol Melton          | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Government Affairs of Viacom Inc. and Viacom International Inc.                              | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| William A. Roskin     | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.              | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| George S. Smith, Jr.* | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.                         | Viacom Inter<br>1515 Broadwa<br>New York, NY |

Schedule II  
Viacom Inc.  
Executive Officers

| Name                | Business or Residence Address                      | Principal Occupation or Employment   | Name and Address or Other in Which           |
|---------------------|--|--|--|
| Sumner M. Redstone* | Viacom Inc.<br>1515 Broadway<br>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 Amu<br>200 Elm Stre<br>Dedham, MA 0 |
| Vaughn A. Clarke    | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Treasurer of Viacom  | Viacom Inter<br>1515 Broadwa<br>New York 100 |
| Philippe P. Dauman* | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom   | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Thomas E. Dooley*   | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom  | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Carl D. Folta       | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Corporate Relations of Viacom  | Viacom Inter<br>1515 Broadwa<br>New York, NY |



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|                     |  |  |  |
|---------------------|--|--|--|
| Michael D. Fricklas | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Deputy General Counsel<br>and Assistant Secretary of Viacom  | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Susan C. Gordon     | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Vice President, Controller and<br>Chief Accounting Officer of Viacom | Viacom Inter<br>1515 Broadwa<br>New York, NY |

### Schedule II - Continued

|                         |  |   |  |
|-------------------------|--|---|--|
| Rudolph L. Hertlein     | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Corporate Development of<br>Viacom              | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| Carol Melton            | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Government Affairs of Viacom                    | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| William A. Roskin       | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Human Resources and<br>Administration of Viacom | Viacom Inter<br>1515 Broadwa<br>New York, NY |
| George S. Smith,<br>Jr. | Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. VP, Chief Financial Officer of<br>Viacom            | Viacom Inter<br>1515 Broadwa<br>New York, NY |

### DIRECTORS

|                     |  |   |   |
|---------------------|--|---|---|
| George S. Abrams    | Winer & Abrams<br>60 State Street<br>Boston, MA 02109                                | Attorney  | Winer & Abra<br>60 State Str<br>Boston, MA                  |
| Ken Miller          | Credit Suisse First<br>Boston Corporation<br>11 Madison Avenue<br>New York, NY 10010 | Vice Chairman of Credit Suisse<br>First Boston Corporation              | Credit Suiss<br>Corporation<br>11 Madison A<br>New York, NY |
| Brent D. Redstone   | 31270 Eagle Crest Lane<br>Evergreen, CO 80439<br>[Residence]                         | Self-Employed   | National Amu<br>200 Elm Stre<br>Dedham, MA 0                |
| Shari Redstone      | National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                      | Executive Vice President of<br>National Amusements, Inc.                | National Amu<br>200 Elm Stre<br>Dedham, MA                  |
| Frederic V. Salerno | Bell Atlantic<br>1095 Avenue of Americas<br>New York, NY 10036                       | Senior EVP&CFO/Strategy and<br>Business Development of Bell<br>Atlantic | Bell Atlanti<br>1095 Avenue<br>New York, NY                 |
| William Schwartz    | Yeshiva University<br>2495 Amsterdam Avenue  | VP for Academic Affairs (chief<br>academic officer) of Yeshiva          | Yeshiva Univ<br>2495 Amsterd                                |

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|                 |  |   |  |
|-----------------|--|---|--|
| -----           | New York, NY 10033   | University  | New York, NY                                 |
| Ivan Seidenberg | Bell Atlantic<br>1095 Avenue of Americas<br>New York, NY 10036 | Vice Chairman, President and<br>Chief Operating Officer of Bell<br>Atlantic | Bell Atlantic<br>1095 Avenue<br>New York, NY |
| -----           | -----  | -----   | -----  |

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Agreement among SEGI Holding Company,<br>Viacom Inc. and Sumner M. Redstone<br>pursuant to Rule 13d-1(f)(1)(iii). |