

ASIACONTENT COM LTD  
Form SC 13G/A  
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

ASIACONTENT.COM, LTD.

-----  
(Name of Issuer)

Class A Common Stock, \$0.01 Par Value Per Share

-----  
(Title of Class of Securities)

G05354108

-----  
(CUSIP Number)

April 11, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

/ / Rule 13d-1(b)  
/X/ Rule 13d-1(c)  
/X/ Rule 13d-1(d)

-----  
\*The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to  
the subject class of securities, and for any subsequent amendment  
containing information which would alter the disclosures provided  
in a prior cover page.

The information required in the remainder of this cover page

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shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Pages

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- (1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
-----  
Viacom International Inc.  
-----  
I.R.S. Identification No. 04-2980402  
-----
- (2) Check the Appropriate Box if a Member of Group (See Instructions)
- / / (a)  
-----  
/ / (b)  
-----
- (3) SEC Use Only  
-----
- (4) Citizenship or Place of Organization                      Delaware  
-----
- |              |     |                          |         |
|--------------|-----|--------------------------|---------|
| Number of    | (5) | Sole Voting Power        | 0       |
| Shares       |     | -----                    |         |
| Beneficially | (6) | Shared Voting Power      | 111,344 |
| Owned by     |     | -----                    |         |
| Each         | (7) | Sole Dispositive Power   | 0       |
| Reporting    |     | -----                    |         |
| Person With  | (8) | Shared Dispositive Power | 111,344 |
- 
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
111,344  
-----
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----
- (11) Percent of Class Represented by Amount in Row (9)  
1.7%  
-----
- (12) 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  
Viacom Inc.

-----  
IRS Identification No. 04-2949533  
-----

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

/ / (a)  
-----

/ / (b)  
-----

(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization Delaware  
-----

Number of Shares	(5)	Sole Voting Power	0
Beneficially Owned by Each Reporting Person With	(6)	Shared Voting Power	111,344
	(7)	Sole Dispositive Power	0
	(8)	Shared Dispositive Power	111,344

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
111,344  
-----

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  
-----

(11) Percent of Class Represented by Amount in Row (9)  
1.7%  
-----

(12) 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  
NAIRI, Inc.

-----  
IRS Identification No. 04-3446887  
-----

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0
------------------	-----	-------------------	---

Beneficially Owned by	(6)	Shared Voting Power	111,344
-----------------------	-----	---------------------	---------

Each Reporting Person With	(7)	Sole Dispositive Power	0
----------------------------	-----	------------------------	---

	(8)	Shared Dispositive Power	111,344
--	-----	--------------------------	---------

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
111,344

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)  
1.7%

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

CUSIP NO. G05354108

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(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
National Amusements, Inc.

IRS Identification No. 04-2261332

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Maryland

Number of Shares	(5)	Sole Voting Power	0
------------------	-----	-------------------	---

Beneficially Owned by	(6)	Shared Voting Power	111,344
-----------------------	-----	---------------------	---------

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Owned by		-----	
Each	(7)	Sole Dispositive Power	0
Reporting		-----	
Person With	(8)	Shared Dispositive Power	111,344
-----			
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 111,344		
-----			
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
-----			
(11)	Percent of Class Represented by Amount in Row (9) 1.7%		
-----			
(12)	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  
-----  
S.S. No. 026-24-2929  
-----

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

(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization      United States  
-----

Number of	(5)	Sole Voting Power	0
Shares		-----	
Beneficially	(6)	Shared Voting Power	111,344
Owned by		-----	
Each	(7)	Sole Dispositive Power	0
Reporting		-----	
Person With	(8)	Shared Dispositive Power	111,344
-----			
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 111,344		
-----			
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
-----			
(11)	Percent of Class Represented by Amount in Row (9) 1.7%		
-----			
(12)	Type of Reporting Person (See Instructions)		IN
-----			

Item 1(a). Name of Issuer:  
-----

Asiacontent.com, Ltd. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:  
-----

18/F MLC Life Tower, 248 Queen's Road East, Wanchai,  
Hong Kong.

Item 2(a). Name of Person Filing:  
-----

This Statement is filed on behalf of Viacom International Inc. ("VII"), Viacom Inc., ("VI"), NAIRI, Inc., ("NAIRI"), National Amusements, Inc. ("NAI"), and Mr. Sumner M. Redstone, (collectively, the "Reporting Persons").

All of VII's voting stock is owned by VI; approximately 68% of VI's voting stock is owned by NAIRI, which in turn is owned 100% by NAI; Mr. Sumner M. Redstone is the controlling shareholder, Chairman and Chief Executive Officer of NAI, Chairman and President of NAIRI, Chairman and Chief Executive Officer of VI, and Chairman and Chief Executive Officer of VII.

Item 2(b). Address of Principal Business Office  
or, if None, Residence:  
-----

VII's address is 1515 Broadway, New York, New York 10036  
VI's address is 1515 Broadway, New York, New York 10036  
NAIRI's address is 200 Elm Street, Dedham, MA 02026  
NAI's address is 200 Elm Street, Dedham, MA 02026  
Mr. Redstone's address is 200 Elm Street, Dedham, MA 02026.

Item 2(c). Citizenship:  
-----

VII is a Delaware corporation.  
VI is a Delaware corporation.  
NAIRI is a Delaware corporation.  
NAI is a Maryland corporation.  
Mr. Redstone is a citizen of the United States.

Item 2(d). Title of Class of Securities:  
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Class A Common Stock, \$0.01 Par Value Per Share (the  
"Class A Common Stock").

Item 2(e). CUSIP Number:  
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G05354108

Item 3. If This Statement is Filed Pursuant to Rule 13D-1(b),  
or 13D-2(b) or (c), Check Whether the Person  
Filing is a:

-----  
Not applicable.

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Item 4. Ownership.  
-----

Each of VII, VI, NAIRI, NAI and Mr. Sumner M. Redstone  
beneficially owns the one hundred eleven thousand three hundred  
forty four (111,344) shares of Class A Common Stock reported  
hereunder, representing approximately 1.7% of the outstanding  
shares of Class A Common Stock (based upon 6,608,553 shares of  
Class A Common Stock being issued and outstanding at September  
30, 2001).

Due to the relationship among the Reporting Persons as  
described in Item 2(a) hereof, each of the Reporting Persons may  
be deemed to share with each of the other Reporting Persons power  
(i) to vote or direct the vote and (ii) to dispose or to direct  
the disposition of the shares of Common Stock covered by this  
Statement.

Item 5. Ownership of Five Percent or Less of a Class.  
-----

If this statement is being filed to report the fact  
that as of the date hereof the reporting person has ceased to be  
the beneficial owner of more than five percent of the class of  
securities, check the following [X].

Item 6. Ownership of More than Five Percent  
on Behalf of Another Person.  
-----

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company or Control Person.  
-----

Not Applicable

Item 8. Identification and Classification of Members of the Group.  
-----

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Not Applicable

Item 9. Notice of Dissolution of Group.

-----  
Not Applicable

Item 10 Certifications.

-----  
By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signatures

-----  
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. Pursuant to Rule 13d-1(k)(1), we agree that this statement is filed on behalf of each of us.

Date: February 12, 2002

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President  
General Counsel and Secretary

VIACOM INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone



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Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and  
Chief Executive Officer

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone,  
Individually

Exhibit to Schedule 13G

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JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated February 13, 2001 (the "Schedule 13G"), with respect to the Class A Common Stock, par value \$0.01 per share, of Asiacontent.com, Ltd. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 13th day of February, 2001.

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas  
-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and Secretary

VIACOM INC.

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By: /s/ Michael D. Fricklas  
-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and President

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NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and  
Chief Executive Officer

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Individually