

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 14)

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)

January 17, 1996
(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 12

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

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(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)
approximately 76.6% (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
S.S. or I.R.S. Identification No. of Above Person
VIACOM INC.

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

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(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
Reporting (9) Sole Dispositive Power-----
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)
approximately 76.6% (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.

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(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)-----
 approximately 76.6% (includes shares subject to currently

 exercisable warrants)

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

The Schedule 13D, previously filed by the undersigned with respect to the Common Stock, par value \$.10 per share, of Spelling Entertainment Group Inc., is hereby amended as follows:

Item 2 Identity and Background

Item 2 is amended and supplemented to report the current list

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of officers and directors of Viacom Inc. on Schedule I hereto, which became effective on January 17, 1996.

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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.

January 24, 1996

SEGI HOLDING CO.

By /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

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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.

January 24, 1996

VIACOM INC.

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 my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

January 23, 1996

*

Sumner M. Redstone, Individually

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*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
 Executive Officers

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Other Corporation Which Elected or Appointed |
|---------------------|--|--|--|
| ----- | ----- | ----- | ----- |
| 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 Amusements, Inc. 200 Elm Street Dedham, MA 01919 |
| Vaughn A. Clarke | Viacom Inc. 1515 Broadway New York, NY 10016 | Sr. VP, Treasurer of Viacom | Viacom Inc. 1515 Broadway New York, NY 10016 |
| 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 Inc. 1515 Broadway New York, NY 10016 |
| Thomas E. Dooley* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom | Viacom Inc. 1515 Broadway New York, NY 10016 |

 *Also a Director

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Schedule I
 (Continued)

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| 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 | Viacom 1515 Br New Yor |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom | Viacom 1515 Br New Yor |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller, Chief Accounting Officer of Viacom | Viacom 1515 Br New Yor |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP of Viacom | Viacom 1515 Br New Yor |
| 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 |

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Schedule I
(Continued)

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name an of Corp Other O Which E ----- |
|----------------------|--|--|---|
| 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 |

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| | | | |
|-------------------|--|---|------------------------------|
| 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 Viacom's Blockbuster Entertainment Group | Blockbu One Blo Fort La |

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Schedule I
(Continued)

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name an of Corp Other O Which E ----- |
|------------------------|--|--|---|
| George D. Johnson, Jr. | Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301 | President -- Domestic Consumer Division of Viacom's Blockbuster Entertainment Group | Blockbu One Blo Fort La |
| 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 | 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, |
| Frederic V. Salerno | NYNEX Corporation 335 Madison Avenue New York, NY 10033 | 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 |

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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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