

Edgar Filing: WHG RESORTS & CASINOS INC - Form SC 13D

WHG RESORTS & CASINOS INC  
Form SC 13D  
March 21, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

WHG RESORTS & CASINOS INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

929-24B-105  
(CUSIP Number)

Sumner M. Redstone  
200 Elm Street  
Dedham, Massachusetts 02026  
Telephone: (617) 461-1600  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and Communications)

April 21, 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 / /.

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CUSIP No. 929-24B-105

(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)-----  
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/ / (b)-----  
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(3) SEC Use Only-----  
-----

(4) Sources of Funds (See Instructions) N/A  
-----

(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  
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Number of Shares	(7)	Sole Voting Power	1,729,425
Beneficially Owned by Each Reporting Person With	(8)	Shared Voting Power	-----
	(9)	Sole Dispositive Power	1,729,425*
	(10)	Shared Dispositive Power	0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,729,425  
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(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)-----  
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(13) Percent of Class Represented by Amount in Row (11) 28.58%  
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(14) Type of Reporting Person (See Instructions) IN  
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\*Includes shares owned by National Amusements, Inc.

CUSIP No. 929-24B-105

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

NATIONAL AMUSEMENTS, INC.  
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I.R.S. Identification No. 04-2261332  
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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) N/A  
 -----  
 -----

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

(6) Citizenship or Place of Organization Maryland  
 -----  
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Number of	(7)	Sole Voting Power	870,975
Shares			-----
Beneficially	(8)	Shared Voting Power	0
Owned by			-----
Each	(9)	Sole Dispositive Power	870,975
Reporting			-----
Person	(10)	Shared Dispositive Power	0
With			-----
-----			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
 870,975  
 -----  
 -----

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

(13) Percent of Class Represented by Amount in Row (11) 14.4%  
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(14) Type of Reporting Person (See Instructions) CO  
 -----  
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Item 1. Security and Issuer.  
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The class of equity securities to which this Statement on Schedule 13D relates is the voting common stock, \$.01 par value per share (the "Common Shares"), of WHG Resorts & Casinos Inc. (the "Issuer"), a Delaware corporation, with its principal executive office located at 6063 East Isla Verde Avenue, Caroline, Puerto Rico 00979.

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Item 2. Identity and Background.  
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This Statement is being filed by Mr. Sumner M. Redstone, and National Amusements, Inc. ("NAI").

NAI has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America and holding the common stock of Viacom. 75% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of various trusts.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board, President and Chief Executive Officer of NAI and Chairman of the Board, Chief Executive Officer of Viacom Inc.

The executive officers and directors of NAI are set forth on Schedule I attached hereto. Schedules I and II sets forth the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in Schedules I, II and III attached hereto 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.

All of the directors of NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

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Item 3. Source and Amount of Funds or Other Consideration.  
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The Common Shares were acquired by the Reporting Persons as a tax free dividend to holders of record of Common Stock, par value \$.50 per share ("WMS Common Stock"), of WMS Industries Inc. ("WMS") as of March 31, 1997 (the "Record Date").

Item 4. Purpose of Transaction.  
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The Common Shares were acquired by the Reporting Persons as a tax free

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dividend on the basis of one Common Share of the Issuer for each four shares of WMS Common Stock owned as of the Record Date. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. Notwithstanding the foregoing, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

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- (a) NAI is currently the beneficial owner, with sole dispositive and shared voting power, of 870,975 shares, or approximately 14.4%, of the issued and outstanding Common Shares of the Issuer (based on the number of shares of WMS Common Stock that were reported by WMS to be issued and outstanding as of the Record Date).
- (b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and voting power, of 858,450 shares, or approximately 14.18%, of the issued and outstanding Common Shares of the Issuer (based on the number of common shares of WMS that were reported by the Issuer to be issued and outstanding as of the Record Date). As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 870,975 shares of the issued and outstanding Common Shares of the Issuer, for a total of 1,729,425 Common Shares, or approximately 28.58% of the issued and outstanding Common Shares of the Issuer (based on the number of shares of WMS Common Stock that were reported by WMS to be issued and outstanding as of the Record Date).
- (c) Ms. Shari Redstone is currently the beneficial owner, with sole dispositive and voting power of 2,000 shares, or approximately .03% of the issued and outstanding Common Shares of the Issuer (based on the number of shares of WMS Common Stock that were reported by WMS to be issued and outstanding as of the Record Date).

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- (d) Mr. Philippe P. Dauman is currently the beneficial owner, with sole dispositive and voting power of 1,250 shares, or .02% of the issued and outstanding Common Shares of the Issuer (based on the number of shares of WMS Common Stock that were reported by WMS to be issued and outstanding as of the Record Date).
- (e) Mr. George Abrams is currently the beneficial owner, with sole dispositive and voting power of 500 shares, or .01% of the issued and outstanding Common Shares of the Issuer (based on the number of shares of WMS Common Stock that were reported by the Issuer to be issued and outstanding as of the Record Date).

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Signatures  
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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. Pursuant to Rule 13d-1(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

April 30, 1997

/s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Individually

National Amusements, Inc.

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

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Schedule I  
National Amusements, Inc.  
Executive Officers

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corp Other O Which E -----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board, Chief Executive Officer of Viacom Inc., Chairman of the Board, President President, and Chief Executive Officer of National Amusements, Inc.	Nationa 200 Elm Dedham,

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Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	National Inc. 200 Elm Dedham,
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc.	National 200 Elm Dedham,

DIRECTORS

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & 60 Stat Boston,
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie 60 Stat Boston,
Philippe P. Dauman	Viacom International Inc. 1515 Broadway New York, NY 10036	Deputy Chairman, Executive Vice President, General Counsel and Chief Administrative Officer of Viacom Inc.	Viacom 1515 Br New Yor
Martin Davis	Wellspring Associates Inc. 620 Fifth Avenue New York, NY 10020	President of Wellspring Associates Inc.	Wellspr 620 Fif New Yor
Brent D. Redstone	c/o Showtime Networks Inc. 8101 E. Prentice Avenue Suite 704 Engelwood, CO 80111	Director of National Amusements, Inc.	Nationa 200 Elm Dedham,
Phyllis Redstone	98 Baldpate Hill Road Newton Centre, MA 02159 (Residence)	None	N/A

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\*Also a Director