

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

(Amendment No. 12)

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

November 11, 1994  
(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 \_\_\_\_ Pages

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  
-----

(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  
-----

(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

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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

(13) Percent of Class Represented by Amount in Row (11)  
79.23% (includes shares subject to currently exercisable warrants)

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

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CUSIP No. 847807 10 4

(1) Name of Reporting Person  
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

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-----  
(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  
-----

(13) Percent of Class Represented by Amount in Row (11)  
79.23% (includes shares subject to currently exercisable warrants)  
-----

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

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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)

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(a) \_\_\_\_\_  
\_\_\_\_\_  
(b) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(3) SEC Use Only \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(4) Sources of Funds (See Instructions) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(5) Check if Disclosure of Legal Proceedings is Required Pursuant to \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(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 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(13) Percent of Class Represented by Amount in Row (11)  
79.23% (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) -----  
-----

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to -----  
-----

(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

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(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	-----
	69,010,580	
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	-----
(13)	Percent of Class Represented by Amount in Row (11)	-----
	79.23% (includes shares subject to currently exercisable warrants)	
(14)	Type of Reporting Person (See Instructions)	IN

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This Amendment No. 12 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on September 29, 1994 by Sumner M. Redstone, Viacom Inc. ("Viacom"), Blockbuster Pictures Holding Corporation ("Holdings") and SEGI Holding Co. ("SEGI"), as amended (the "Statement"). This Amendment No. 12 is filed with respect to the shares of 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. ("Viacom") as set forth on Schedule I attached hereto. Schedule I 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.

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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 November 11, 1994, Issuer increased the size of its Board of Directors (the "Issuer Board") by two directors by electing Sumner M. Redstone, Frank J. Biondi, Jr., Philippe P. Dauman and J. Brian McGrath, and accepting the resignations of John T. Lawrence III and Alfred W. Martinelli

The addition of Messrs. Redstone, Biondi and Dauman, all of whom are directors of Viacom, to the Issuer Board, whose members include Chairman H. Wayne Huizenga and Steven R. Berrard, who are also Viacom directors, constitutes a majority of the Issuer Board being affiliated with Viacom.

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Item 7. Material to Be Filed as Exhibits.

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99.1 Press release issued by Spelling Entertainment Group Inc. on November 14, 1994.

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Signature

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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.



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November 14, 1994

SEGI HOLDING CO.

By /s/ Thomas W. Hawkins

-----  
Name: Thomas W. Hawkins  
Title: Sr. Vice President,  
General Counsel and  
Secretary

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Signature

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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.

November 14, 1994

BLOCKBUSTER PICTURES  
HOLDING CORPORATION

By /s/ Thomas W. Hawkins

-----  
Name: Thomas W. Hawkins  
Title: Sr. Vice President,  
General Counsel and  
Secretary

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Signature

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set

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forth in this Statement is true, complete and correct.

November 14, 1994

VIACOM INC.

By /s/ Philippe P. Dauman

-----  
Name: Philippe P. Dauman  
Title: Executive Vice  
President, General  
Counsel, Chief  
Administrative  
Officer and  
Secretary

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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.

November 14, 1994

\*

-----  
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.

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Schedule I  
Executive Officers

Name -----	Business or Residence Address -----	Principal Occupati or Employment -----
Sumner M. Redstone*	Viacom Inc. 200 Elm Street Dedham, MA 02026	Chairman of the Board of Viacom; Chairman of the Board and President, Chief Executive Officer of NAI
Frank J. Biondi, Jr.*	Viacom International Inc. 1515 Broadway New York, NY 10036	President, Chief Executive Officer of Viacom
Vaughn A. Clarke	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer of Viacom
Philippe P. Dauman*	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, General Counsel, Chief Administrative Officer and Secretary of Vi
Thomas E. Dooley	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, Finance Corporate Development and Communications Viacom
Carl Folta	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom
Michael D. Fricklas	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel of Viacom
Rudolph L. Hertlein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom
Edward D. Horowitz	Viacom International Inc.	Sr. VP, Technology Viacom; Chairman, C

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1515 Broadway  
New York, NY 10036

Executive Officer of  
New Media and  
Interactive Televis

\_\_\_\_\_  
\*Director

Page 1

Name -----	Business or Residence Address -----	Principal Occupati or Employment -----
Kevin C. Lavan	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Controller Chief Accounting Officer of Viacom
Henry Leingang	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer Viacom
William A. Roskin	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resou and Administration Viacom
George S. Smith, Jr.	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Finan Officer of Viacom
Mark M. Weinstein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom

Directors

Steven R. Berrard	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of the Blockbuster Entertainment Group
William C. Ferguson	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Bo and Chief Executive Officer of NYNEX

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H. Wayne Huizenga	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	Vice Chairman of the Board of Viacom; Chairman of the Board of Huizenga Holding Inc.; Chairman of the Board of the Issuer
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of the Blockbuster Entertainment Group
Ken Miller	CS First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of CS First Boston

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Name -----	Business or Residence Address -----	Principal Occupation or Employment -----
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 - National Amusements, Inc.
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Vice Chairman--Financial and Business Development of NYNE
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University

Exhibit Index

Exhibit No. -----	Description -----	Page No. -----
99.1	Press release issued by Spelling Entertainment Group Inc. on November 14, 1994	