

GEMSTAR TV GUIDE INTERNATIONAL INC
Form SC 13D
March 20, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

GEMSTAR INTERNATIONAL GROUP LTD.
(Name of Issuer)

Ordinary Shares, par value \$.01 per share
(Title of Class of Securities)

G-3788-V106
(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)

May 8, 1997
(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 / /.

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CUSIP No. G-3788-V106

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

I.R.S. Identification No. 13-3844753

(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 3,454,827 |
| Owned by | ----- |
| Each | (9) Sole Dispositive Power----- |
| Reporting | |
| Person | (10) Shared Dispositive Power 3,454,827 |
| With | ----- |
| ----- | |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,454,827

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

(13) Percent of Class Represented by Amount in Row (11)
7.37%

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

CUSIP No. G-3788-V106

(1) Name of Reporting Person

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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
Items 2(d) or 2(e).-----

(6) Citizenship or Place of Organization United States

Number of (7) Sole Voting Power 22,126
Shares
Beneficially (8) Shared Voting Power 3,454,827
Owned by
Each (9) Sole Dispositive Power 22,126
Reporting (10) Shared Dispositive Power 3,454,827
Person
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,476,953

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

(13) Percent of Class Represented by Amount in Row (11)
7.42%

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

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D
relates is the voting Ordinary Shares, \$.01 par value per share (the "Ordinary

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Shares"), of Gemstar International Group Limited, a British Virgin Islands corporation (the "Issuer"), with its principal executive office located at 135 North Los Robles Avenue, Suite 800, Pasadena, California 91101

Item 2. Identity and Background.

This Statement is being filed by Mr. Sumner M. Redstone and Viacom International Inc. (the "Company").

The Company has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. All of its common stock is held by Viacom Inc., a Delaware corporation ("Viacom"), which also has its principal executive offices at 1515 Broadway, New York, New York 10036. As of April 30, 1997, approximately 67.4% of the Class A Common Stock, par value \$.01 per share, of Viacom and approximately 18.43% of the Class B Common Stock, par value \$.01 per share, of Viacom was owned by National Amusements, Inc., a Maryland corporation ("NAI").

NAI has its principal offices 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. Mr. Sumner M. Redstone may be deemed to be a beneficial owner of 75% of the issued and outstanding shares of capital stock of NAI.

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, President and Chief Executive Officer of NAI; Chairman and Chief Executive Officer of Viacom; and President and Chief Executive Officer of the Company.

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

- (i) name;
- (ii) business address (or residence address)
- (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 the Company, Viacom and NAI are citizens of the United States.

During the last five years, neither of the Reporting Persons nor any person listed on Schedules I, II and III have been convicted in a criminal proceeding or were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in 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.

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Item 3. Source and Amount of Funds or Other Consideration.

The Ordinary Shares were acquired by the Reporting Persons as a result of the merger (the "Merger") on May 8, 1997 of StarSight Telecast, Inc., a California corporation ("StarSight"), with a subsidiary of the Issuer, on the basis of .6062 Ordinary Shares for each share of Common Stock of StarSight owned as of April 8, 1997 (the "Record Date").

Item 4. Purpose of Transaction.

Pursuant to the Merger, the Reporting Persons received .6062 Ordinary Shares for each share of Common Stock of StarSight beneficially owned by the Reporting Persons as of the Record Date. In connection with the Merger, certain predecessors-in-interest of the Reporting Persons executed the affiliate letters described in Item 6 hereof. The Company also has beneficial ownership of 60,114 Ordinary Shares underlying options held by former Directors of StarSight representing the Company, which options are currently exercisable and expire 90 days after the Merger. Although the Reporting Persons may, subject to the provisions of the affiliate letters referred to above, at any time and from time to time, purchase or sell Ordinary Shares in public or private transactions, including exercise of the options described in this Item 4, 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 Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The Company beneficially owns 3,454,827 Ordinary Shares, which represent approximately 7.37% of the issued and outstanding Ordinary Shares (based on the number of shares of Common Stock of StarSight that were reported by StarSight to be issued and outstanding as of the Record Date and the number of Ordinary Shares of the Issuer that were reported by the Issuer to issued and outstanding as of the Record Date). Such shares consist of:

- (i) 2,713,238 Ordinary Shares held directly by the Company over which the Company has voting and dispositive power;
- (ii) 681,475 shares of Common Stock held by Virgin Interactive Entertainment Inc., a Delaware corporation ("Virgin"). All of the issued and outstanding shares of Virgin Interactive Entertainment Inc. are owned by Virgin Interactive Entertainment (Investment) Ltd., a United Kingdom corporation, which in turn is wholly owned by Virgin Interactive Entertainment (Holdings) Ltd., a United Kingdom corporation. The issued and outstanding shares of Virgin Interactive Entertainment (Holdings) Ltd. are owned approximately 90% by Virgin Interactive Entertainment Ltd., a United Kingdom corporation, and approximately 10% by the Company. Virgin Interactive Entertainment Ltd. is wholly owned by Spelling Entertainment Group Inc., a Delaware corporation. SEGI Holding Corp., a Delaware corporation, beneficially owns approximately

76% of Spelling Entertainment Group Inc. and is a wholly owned subsidiary of Blockbuster Pictures Holding Corporation, a Delaware corporation, which in turn is a wholly owned subsidiary of the Company.

- (iii) 60,114 shares of Common Stock subject to options exercisable within 60 days of the date of this Amendment to the 13D Statement which are held by former directors of StarSight for the benefit of the Company. These options do not entitle the Company to vote on any matter submitted to a vote of Issuer's shareholders.

Viacom, as the sole shareholder of the Company, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iii) of this Item 5.

NAI, as the controlling shareholder of Viacom, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iv) of this Item 5.

Sumner M. Redstone, as the controlling stockholder of NAI, may be deemed the beneficial owner of all of the shares of Common Stock described in clauses (i) through (iv) of this Item 5. Sumner M. Redstone also owns 22,126 shares of Common Stock directly. The aggregate beneficial ownership of Sumner M. Redstone is approximately 7.42%.

Ordinary Shares owned by executive officers and directors of the persons described in Item 2 (other than Sumner M. Redstone) are disclosed on Schedule IV attached hereto.

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

In connection with the Merger, certain predecessors-in-interest of the Reporting Persons executed the affiliate letters filed as Exhibits 99.1 and 99.2 hereto.

Item 7. Material to Be Filed as Exhibits.

- 99.1 Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and PVI Transmission Inc. (predecessor-in-interest to Viacom International Inc.)
- 99.2 Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and Spelling Entertainment Inc. (predecessor-in-interest to Virgin Interactive Entertainment Inc.)

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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.

May 19, 1997

Viacom International Inc.

By: /s/ Michael D. Fricklas

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

/s/ Sumner M. Redstone

Sumner M. Redstone, Individually

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Schedule I
Viacom International 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 and Chief Executive Officer of Viacom Inc.; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc. and Chief Executive Officer of Viacom International Inc. | National 200 Elm Dedham, |

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| | | | |
|---------------------|--|--|------------------------------|
| Vaughn A. Clarke | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Treasurer of Viacom Inc. and Viacom International Inc. | Viacom 1515 Br New Yor |
| Philippe P. Dauman* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc. | Viacom 1515 Br New Yor |
| Thomas E. Dooley | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc. | Viacom 1515 Br New Yor |

- -----
*Also a Director

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Schedule II
(Continued)

| 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 Inc. and Viacom International Inc. | Viacom I 1515 Bro New York |
| Michael D. Fricklas* | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary of Viacom International Inc. | Viacom I 1515 Bro New York |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller and Chief Accounting Officer of Viacom Inc. and Viacom International Inc. | Viacom I 1515 Bro New York |

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| | | | |
|-----------------------|--|---|------------------------------|
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Development of Viacom Inc. and Sr. VP of Viacom International Inc. | Viacom 1515 Br New Yor |
| William A. Roskin | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc. | Viacom 1515 Br New Yor |
| George S. Smith, Jr.* | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc. | Viacom 1515 Br New Yor |
| Mark M. Weinstein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs of Viacom Inc. and Viacom International Inc. | Viacom 1515 Br New Yor |

- - - - -
*Also a Director

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Schedule II
Viacom Inc.
Executive Officers

| Name | Business or Residence Address | Principal Occupation or Employment | Name and of Corp Other O Which E |
|---------------------|--|--|---|
| - - - - - | - - - - - | - - - - - | - - - - - |
| 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. | Nationa 200 Elm Dedham, |
| Vaughn A. Clarke | Viacom Inc. 1515 Broadway New York, NY 10016 | Sr. VP, Treasurer of Viacom | Viacom 1515 Br New Yor |
| 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 1515 Br New Yor |

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| | | | |
|-------------------|--|---|------------------------------|
| Thomas E. Dooley* | Viacom Inc. 1515 Broadway New York, NY 10016 | Deputy Chairman, Executive VP-Finance, Corporate Development and Communications of Viacom | Viacom 1515 Br New Yor |
|-------------------|--|---|------------------------------|

*Also a Director

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Schedule II
(Continued)

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name and of Corp Other O Which E ----- |
|----------------------|--|--|--|
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Relations of Viacom | Viacom I 1515 Bro New York |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom | Viacom I 1515 Bro New York |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller and Chief Accounting Officer of Viacom | Viacom I 1515 Bro New York |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Development 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 |
| Mark M. Weinstein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs of Viacom | Viacom 1515 Br New Yor |

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Schedule II
(Continued)

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Entity in Which Elected |
|---------------------|--|---|--|
| Directors | | | |
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & 60 Stat Boston, |
| Ken Miller | Credit Suisse First Boston Corporation 11 Madison Avenue New York, NY 10010 | Vice Chairman of Credit Suisse First Boston Corporation | Credit Boston 11 Madi 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 and Chief Financial Officer 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 |
| 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 |

Schedule III
National Amusements, Inc.
Executive Officers

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name and Address of Corp Other Org 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. | National 200 Elm Dedham, |
| 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 |
| ----- | | | |

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*Also a Director

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Schedule III
Continued

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

*Also a Director

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Schedule IV

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Ordinary Shares of the Issuer
held by Executive Officers and
Directors of the Reporting Person

| | |
|-----------------------|-------|
| George S. Abrams | 1,030 |
| Thomas E. Dooley | 4,384 |
| William A. Roskin | 2,828 |
| *George S. Smith, Jr. | 4,748 |

*Also a Director of the Issuer

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EXHIBIT INDEX

| Exhibit No. ----- | Description ----- | Page No. ----- |
|----------------------|--|-------------------|
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| 99.2 | Affiliate Letter dated as of December 23, 1996 among StarSight Telecast, Inc. and Spelling Entertainment Inc. (predecessor-in-interest to Virgin Interactive Entertainment Inc.) | |

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