

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 21)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.  
(Name of Issuer)

Common Stock, Par Value \$.001 Per Share  
(Title of Class of Securities)

847807 10 4  
(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 17, 1999  
(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 .

CUSIP No. 847807 10 4

(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)

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- (3) SEC Use Only -----
- (4) Sources of Funds (See Instructions) WC -----
- (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 Shares Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power         | -----      |
|   | (8) Shared Voting Power       | 75,216,103 |
|   | (9) Sole Dispositive Power    | -----      |
|   | (10) Shared Dispositive Power | 75,216,103 |
- 
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
75,216,103  
-----
- (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 80.6%  
-----
- (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  
-----
- (2) Check the Appropriate Box if a Member of Group (See Instructions)  
 (a) -----  
 (b) -----
- (3) SEC Use Only -----
- (4) Sources of Funds (See Instructions) WC -----
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

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(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

(7) Sole Voting Power	
(8) Shared Voting Power	75,216,103
(9) Sole Dispositive Power	
(10) Shared Dispositive Power	75,216,103

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
75,216,103

(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 80.6%

(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  
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

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Shares			-----
Beneficially	(8)	Shared Voting Power	75,216,103
Owned by			-----
Each	(9)	Sole Dispositive Power	
Reporting			-----
Person With	(10)	Shared Dispositive Power	75,216,103
			-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
75,216,103

(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 80.6%

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

This Amendment No. 21 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on March 7, 1993 by Blockbuster Entertainment Corporation ("BEC"), Blockbuster Pictures Holding Corporation ("Holdings"), SEGI Holding Company ("SEGI") and Repinvesco, Inc. ("REPI"), as amended (the "Statement"). This Amendment No. 21 is filed with respect to the shares of common stock, par value \$.001 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Delaware 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 3. Source and Amount of Funds or other Consideration.

Item 3 is hereby amended and supplemented as follows:

Purchases of Common Stock reported in this Amendment No. 21 were, and any purchases of Common Stock hereafter as described in Item 4 shall be, made using working capital of Viacom International Inc.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On May 17, 1999, Viacom International Inc. ("Viacom") and the Issuer entered into a definitive merger agreement (the "Merger Agreement") pursuant to which Viacom will commence a tender offer (the "Tender Offer") to purchase all of the issued and outstanding shares of Common Stock not currently owned by Viacom for a cash price of \$9.75 per share. The Merger Agreement provides that, as soon as practical after the Tender Offer, the Issuer will merge with a subsidiary of Viacom and each share of Common Stock that is not purchased in the Tender Offer will be acquired for \$9.75 per share.

A copy of the Merger Agreement is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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A copy of a press release issued by Viacom on May 17, 1999 is attached hereto as Exhibit 99.2.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended and supplemented as follows:

- (a) VIACOM INTERNATIONAL INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,216,103 shares, or approximately 80.6% of the issued and outstanding Common Stock of the Issuer.
- (b) Viacom INC. is currently the beneficial owner, with shared dispositive and voting power, of 75,216,103 shares, or approximately 80.6% of the issued and outstanding Common Stock of the Issuer.
- (c) MR. SUMNER M. REDSTONE is currently the beneficial owner, with shared dispositive and voting power, of 75,216,103 shares, or approximately 80.6% of the issued and outstanding Common Stock of the Issuer.

Transactions effected since the filing of Amendment No. 20 on March 19, 1999.

DATE	NO. OF SHARES	PRICE	WHERE AND HOW EXECUTED
3/20/99	6,750	\$9.0000	Private Purchase, New York, New York
3/22/99	27,000	\$9.0000	"
3/23/99	8,125	\$9.0000	"
4/13/99	44,847	\$9.0000	"
4/23/99	87,500	\$9.0000	"

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.  
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Item 6 of the Schedule 13D is hereby amended and supplemented by reference to the amendment to Item 4 of the Schedule 13D set forth above.

Item 7. Material to be filed as Exhibits.  
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- 99.1 Agreement and Plan of Merger among Viacom International Inc., VSEG Acquisition Inc. and Spelling Entertainment Group Inc., dated as of May 17, 1999.
- 99.2 Press Release issued by Viacom Inc. on May 17, 1999
- 99.3 Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

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.

May 17, 1999

VIACOM INTERNATIONAL INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President

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.

May 17, 1999

VIACOM INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel and Secretary

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.

May 17, 1999

By: \*  
-----  
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

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Agreement and Plan of Merger among Viacom International Inc., VSEG Acquisition Inc. and Spelling Entertainment Group Inc., dated as of May 17, 1999.
99.2	Press Release issued by Viacom Inc. on May 17, 1999
99.3	Agreement among Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).