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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)

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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 / /.

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
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(2) Check the Appropriate Box if a Member of Group (See Instructions)

(a)

(b)

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(3) SEC Use Only

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(4) Sources of Funds (See Instructions)

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(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 With

(10) Shared Dispositive Power 69,010,580

(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 war

(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
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

(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	69,010,580
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	69,010,580

(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 warr

(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)

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

(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	69,010,580
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	69,010,580

(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 warr

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

Page 4 of ___ Pages

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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	69,010,580
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	69,010,580

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

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.

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.

Item 7. Material to Be Filed as Exhibits.

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

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.

November 14, 1994 SEGI HOLDING CO.

By /s/ Thomas W. Hawkins

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

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.

November 14, 1994 BLOCKBUSTER PICTURES HOLDING CORPORATION

By /s/ Thomas W. Hawkins

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

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.

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

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.

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 Boa of Viacom; Chairman the Board and President, Chief Executive Officer o NAI
Frank J. Biondi, Jr.*	Viacom International Inc. 1515 Broadway New York, NY 10036	President, Chief Executive Officer o Viacom
Vaughn A. Clarke	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer o Viacom
Philippe P. Dauman*	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, Gener Counsel, Chief Administrative Offi and Secretary of Vi
Thomas E. Dooley	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, Finan Corporate Developme 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 Gene 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

	1515 Broadway New York, NY 10036	Executive Officer o New Media and Interactive Televis

*Director

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 o the Blockbuster Entertainment Group
William C. Ferguson	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Boa and Chief Executive Officer of NYNEX

H. Wayne Huizenga	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	Vice Chairman of th Board of Viacom; Chairman of the Boa of Huizenga Holding Inc.; Chairman of t Board of the Issuer
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domest Consumer Division o 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 Occupati 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 - Nationa Amusements, Inc.
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Vice Chairman--Fina and Business Development of NYNE
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Aff (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	