

Edgar Filing: HOLLYWOOD MEDIA CORP - Form SC 13D/A

HOLLYWOOD MEDIA CORP
Form SC 13D/A
March 20, 2003

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

SCHEDULE 13D/A

(AMENDMENT No. 1)

Under the Securities Exchange Act of 1934

HOLLYWOOD MEDIA CORP.
(Name of Issuer)

Common Stock, Par Value \$.01 per share
(Title of Class of Securities)

089144109
(CUSIP Number)

Sumner M. Redstone
National Amusements, Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600

with a copy to:

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)

September 18, 2000
(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. 089144109

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

VIACOM INC.
 I.R.S 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) 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 Delaware

| | | |
|---|-------------------------------|------------|
| Number of Shares | (7) Sole Voting Power | |
| Beneficially Owned by Each Reporting Person With | (8) Shared Voting Power | 7,950,923* |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 7,950,923* |

(11) Aggregate Amount Beneficially Owned by Each Reporting
 7,950,923*

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

(13) Percent of Class Represented by Amount in Row (11)
 31.9%**

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

*Includes 100,000 shares underlying currently exercisable
 warrants.

**Based on full exercise of warrants.

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CUSIP No. 089144109

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

NAIRI, INC.
I.R.S No. 04-3446887

(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 Delaware

| | | |
|---|-------------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power | |
| | (8) Shared Voting Power | 7,950,923* |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 7,950,923* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 7,950,923*

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

(13) Percent of Class Represented by Amount in Row (11) 31.9%**

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

*Includes 100,000 shares underlying currently exercisable warrants.

**Based on full exercise of warrants.

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CUSIP No. 089144109

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

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NATIONAL AMUSEMENTS, INC.
I.R.S No. 04-2261332

(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

Number of Shares Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power

(8) Shared Voting Power 7,950,923*

(9) Sole Dispositive Power

(10) Shared Dispositive Power 7,950,923*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 7,950,923*

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

(13) Percent of Class Represented by Amount in Row (11) 31.9%**

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

*Includes 100,000 shares underlying currently exercisable warrants.

**Based on full exercise of warrants.

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CUSIP No. 089144109

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

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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) 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

Number of (7) Sole Voting Power
Shares
Beneficially (8) Shared Voting Power 7,950,923*
Owned by
Each (9) Sole Dispositive Power
Reporting
Person (10) Shared Dispositive Power 7,950,923*
With

(11) Aggregate Amount Beneficially Owned by Each Reporting
7,950,923*

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

(13) Percent of Class Represented by Amount in Row (11)
31.9%**

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

*Includes 100,000 shares underlying currently exercisable warrants.

**Based on full exercise of warrants.

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This Amendment No. 1 hereby amends the Statement on Schedule 13D previously filed by Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone with respect to the Common Stock, \$.01 par value per share (the "Common Shares"), of Hollywood Media Corp. (formerly named Hollywood.com, Inc.) the ("Issuer") as follows:

Item 2. Identity and Background.

Item 2 is amended and supplemented as follows:

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David Andelman, an attorney whose business address is c/o Lourie and Cutler, 60 State Street, Boston, MA 02109, has been elected a Director of Viacom. Thomas E. Dooley is no longer a Director of Viacom.

Mr. Andelman is a citizen of the United States. During the last five years, he has not 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 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended and supplemented as follows:

The Reporting Persons acquired warrants from the Issuer that entitle them to purchase up to 100,000 Common Shares at an exercise price of \$7.819 per share. The warrants, which were issued to Viacom on September 18, 2000 pursuant to an agreement between Viacom and the Issuer, are exercisable from such date through September 18, 2003.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

As indicated in Item 3 above, the Reporting Persons may acquire up to 100,000 additional Common Shares upon exercise of certain warrants issued to Viacom on September 18, 2000. The Reporting Persons acquired these warrants solely for investment purposes.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety to read as follows:

(a) and (b) Viacom is currently the beneficial owner, with shared dispositive and voting power, of 7,950,923 Common Shares, or approximately 31.9%, of the Issuer's issued and outstanding Common Shares, including 100,000 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 9, 2000 and assuming the exercise of all the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 7,950,923 Common Shares, or approximately 31.9%, of the Issuer's issued and outstanding Common Shares, including 100,000 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 9, 2000 and assuming the exercise of all of the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 7,950,923 Common Shares, or approximately 31.9%, of the Issuer's issued and outstanding Common Shares, including 100,000 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 9, 2000 and assuming the exercise of all of the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 7,950,923 Common Shares of the Issuer or approximately 31.9% of the Issuer's issued and outstanding Common Shares, including 100,000 Common Shares underlying currently exercisable warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of November 9, 2000 and assuming the exercise of all of the warrants referred to above and such underlying shares to be issued and outstanding for purposes of this calculation).

(c) None.

(d) None.

(e) N/A

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

Item 6 is amended and restated in its entirety to read as follows:

Except for the issuance of the warrants which are described in Items 3 and 4 above, none of the Reporting Persons has entered into, or amended any existing, agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D, or any amendment thereto, that was filed by certain of the Reporting Persons or any predecessor thereof. Viacom, as successor by merger to CBS, has assumed all rights and obligations of CBS.

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Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement among Viacom Inc., NAIRI,
Inc., National Amusements, Inc. and Sumner M.
Redstone.

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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.

February 13, 2001

VIACOM INC.

By: /s/Michael D. Fricklas

Michael D. Fricklas
Executive Vice President,
General Counsel and Secretary

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Chairman and Chief
Executive Officer

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

Exhibit 99.1 to Schedule 13D

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JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$.01 per share, of Hollywood Media Corp. (formerly named Hollywood.com, Inc.) is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 13TH day of February, 2001.

VIACOM INC.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and
Chief Executive Officer

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Individually