

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 18)

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)

October 24, 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 .

CUSIP No. 847807 10 4

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

I.R.S. Identification No. 65-0418084

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

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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).

(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	73,678,350
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	73,678,350

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
73,678,350

(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 80.01%(including shares underlying currently exercisable warrants; Reporting Person beneficially owns approximately 79.7% excluding such shares underlying 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) 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	73,678,350
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	73,678,350

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
73,678,350

(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 80.01%(including shares underlying currently exercisable warrants; Reporting Person beneficially owns approximately 79.7% excluding such shares underlying currently exercisable warrants).

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

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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) _____

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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	United States

Number of	(7) Sole Voting Power	
Shares		
Beneficially	(8) Shared Voting Power	73,678,350
Owned by		
Each	(9) Sole Dispositive Power	
Reporting		
Person With	(10) Shared Dispositive Power	73,678,350

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person	73,678,350

(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 80.01%(including shares underlying currently	
	exercisable warrants; Reporting Person beneficially owns	
	approximately 79.7% excluding such shares underlying currently	
	exercisable warrants).	

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

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This Amendment No. 18 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. 18 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:

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Purchases of Common Stock reported in this Amendment No. 18 were made using working capital of Viacom International Inc.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and supplemented as follows:

- (a) SEGI HOLDING COMPANY is currently the beneficial owner, with shared dispositive and voting power, of 73,678,350 shares, or approximately 80.01%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 11, 1997).*
- (b) VIACOM INC. is currently the beneficial owner, with shared dispositive and voting power, of 73,678,350 shares, or approximately 80.01%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 11, 1997).*
- (c) MR. SUMNER M. REDSTONE is currently the beneficial owner, with shared dispositive and voting power, of 73,678,350 shares, or approximately 80.01%, of the issued and outstanding Common Stock of the Issuer (based on the number of shares of Common Stock that were reported by the Issuer to be issued and outstanding as of August 11, 1997).*

* The Reporting Persons beneficially own approximately 79.7% of the issued and outstanding Common Stock of the Issuer excluding the shares underlying the currently exercisable warrants.

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Transactions effected since the filing of Amendment No. 17 on October 17, 1997.

DATE	NO. OF SHARES	PRICE*	WHEN AND HOW EXECUTED
-----	-----	-----	-----
10/17/97	15,300	\$8.8693	Bear, Stearns, New York, New York
10/20/97	79,100	\$8.9935	"
10/21/97	91,200	\$9.0000	"
10/22/97	51,500	\$8.9990	"

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10/23/97	96,800	\$8.9554	"
10/24/97	2,496,500	\$9.0000	"

All of the above transactions were purchases.

Item 7. Material to be filed as Exhibits.

99.1 Agreement among SEGI Holding Company, Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

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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.

October 27, 1997

SEGI HOLDING COMPANY

By: \S\ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

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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.

October 27, 1997

VIACOM INC.

By: \S\ Michael D. Fricklas

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

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Signature

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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.

October 27, 1997

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

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EXHIBIT INDEX

- - - - -

Exhibit No. Description
- - - - -

99.1 Agreement among SEGI Holding Company, Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

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