

INFINITY BROADCASTING CORP /DE/
Form SC 13D/A
February 22, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 4)

Infinity Broadcasting Corporation

(Name of Issuer)

Class A Common Stock, Par Value \$.01 per share

(Title of Class of Securities)

456-62S-10-2
(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)

February 21, 2001

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), ss. 240.13d-1(f) or ss. 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D/A

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

SUMNER M. REDSTONE
 S.S. NO. 026-24-2929

 2 Check the Appropriate Box if a Member of a Group:

(a)
 (b)

 3 SEC Use Only

 4 Source of Funds (See Instructions): 00(1)

 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 SHARES	7	Sole Voting Power: 0
BENEFICIALLY OWNED BY	8	Shared Voting Power: 0(2)
EACH REPORTING PERSON	9	Sole Dispositive Power: 0
WITH	10	Shared Dispositive Power: 0

 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
 0(2)

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

 13 Percent of Class Represented by Amount in Row (11):
 0.0%(2)

 14 Type of Reporting Person (See Instructions): IN

 1 Pursuant to the Merger (as defined in Item 4), Viacom Inc. acquired all of
 the previously outstanding Class A Shares (as defined in Item 1), in
 exchange for shares of Class B Common Stock, par value \$.01 per share, of
 Viacom Inc.

2 No Class A Shares (as defined in Item 1) remain outstanding.

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SCHEDULE 13D/A

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

 CBS Broadcasting Inc.
 I.R.S. No. 13-0590730

2 Check the Appropriate Box if a Member of a Group:

 (a)
 (b)

3 SEC Use Only

4 Source of Funds (See Instructions): 00(1)

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items
 2(d) or 2(e):

6 Citizenship or Place of Organization: New York

NUMBER OF SHARES	7	Sole Voting Power: 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	Shared Voting Power: 0(2)
	9	Sole Dispositive Power: 0
	10	Shared Dispositive Power: 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
 0(2)

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

13 Percent of Class Represented by Amount in Row (11):
 0.0%(2)

14 Type of Reporting Person (See Instructions): CO

1 Pursuant to the Merger (as defined in Item 4), Viacom Inc. acquired all of
 the previously outstanding Class A Shares (as defined in Item 1), in
 exchange for shares of Class B Common Stock, par value \$.01 per share, of
 Viacom Inc.

2 No Class A Shares (as defined in Item 1) remain outstanding.

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This Amendment No. 4 (this "Amendment") amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on May 15, 2000, as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3 thereto (as so amended, the "Schedule 13D"), by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons"). This Amendment is filed with respect to the Class A Common Stock, \$.01 par value per share (the "Class A Shares"), of Infinity Broadcasting Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety to read as follows:

"The class of equity securities to which this Statement on Schedule 13D relates is the Class A Common Stock, par value \$.01 per share (the "Class A Shares"), of Infinity Broadcasting Corporation, a Delaware corporation (the "Issuer"), with its principal executive office located at 40 West 57th Street, New York, NY 10019."

Item 3. Source and Amount of Funds or other Consideration

Item 3 is hereby amended and restated in its entirety to read as follows:

"Pursuant to the Merger (as defined in item 4), Viacom issued 0.592 of a share of Class B Common Stock, par value \$.01 per share, of Viacom ("Viacom Class B Shares"), in exchange for each outstanding Class A Share."

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety to read as follows:

"On February 21, 2001, pursuant to the agreement and plan of merger dated as of October 30, 2000 (the "Merger Agreement") among Viacom, IBC Merger Corp., a Delaware corporation and a direct wholly owned subsidiary of Viacom ("Merger Sub"), and the Issuer, the Issuer merged with and into Merger Sub (the "Merger"). In the Merger, each outstanding Class A Share was converted into the right to receive 0.592 of a Viacom Class B Share. As a result of the Merger, the Issuer is a wholly owned subsidiary of Viacom.

The Class A Shares have been delisted from trading on the New York Stock Exchange and Viacom has caused the termination of registration of the Class A Shares pursuant to Section 12 of the Securities and Exchange Act of 1934, as amended (the "Act").

A copy of the Merger Agreement is attached hereto as Exhibit 99.1 and is incorporated by reference herein. A copy of the press release issued by Viacom on February 21, 2001 is attached hereto as Exhibit 99.5.

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Other than as set forth herein, 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 of Schedule 13D."

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Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

"(a) and (b) The Merger was consummated on February 21, 2001. As a result of the Merger, each issued and outstanding Class A Share (other than Class A Shares held in the treasury of the Issuer, which were cancelled) was converted into 0.592 of a Viacom Class B Share, and no Class A Shares remain outstanding."

Item 7. Material to be filed as Exhibits

99.5 Press Release issued by Viacom Inc. on February 21, 2001.

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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. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: February 22, 2001

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and Chief
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

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Westinghouse/CBS Holding
Company, Inc.

By: /s/ Angeline C. Straka

Name: Angeline C. Straka
Title: Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

Name: Angeline C. Straka
Title: Vice President and Secretary

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Exhibit Index

Exhibit No. -----	Description -----
99.5	Press Release issued by Viacom Inc. on February 21, 2001.