

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
SCHEDULE 13D

(Amendment No. 14)

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)

January 17, 1996  
(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 / /.

Page 1 of 12

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)-----

(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 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	(10)	Shared Dispositive Power	69,010,580
With			-----
-----			

(11) Aggregate Amount Beneficially Owned by Each Reporting  
Person 69,010,580  
-----

(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 76.6% (includes share subject to currently  
exercisable warrants)  
-----

(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  
-----

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(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      Delaware  
-----  
-----

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

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
69,010,580  
-----

(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 76.6% (includes shares subject to currently  
-----  
exercisable warrants)  
-----

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

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.

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

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
 69,010,580  
 -----

(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 76.6% (includes shares subject to currently  
 -----  
 exercisable warrants)  
 -----

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

The Schedule 13D, previously filed by the undersigned with respect to the Common Stock, par value \$.10 per share, of Spelling Entertainment Group Inc., is hereby amended as follows:

Item 2 Identity and Background  
 -----

Item 2 is amended and supplemented to report the current list

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of officers and directors of Viacom Inc. on Schedule I hereto, which became effective on January 17, 1996.

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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.

January 24, 1996

SEGI HOLDING CO.

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.

January 24, 1996

VIACOM INC.

By /s/ Michael D. Fricklas

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

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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.

January 23, 1996

\*

-----  
Sumner M. Redstone, Individually

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\*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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Schedule I  
 Executive Officers

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Entity in Which He or She is a Director, Officer, or Key Employee
-----	-----	-----	-----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 01919
Vaughn A. Clarke	Viacom Inc. 1515 Broadway New York, NY 10016	Sr. VP, Treasurer of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016
Thomas E. Dooley*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016

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 \*Also a Director

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Schedule I  
 (Continued)

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Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and of Corp Other O Which E -----
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom 1515 Br New Yor
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom	Viacom 1515 Br New Yor
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom	Viacom 1515 Br New Yor
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom 1515 Br New Yor
Edward D. Horowitz	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom 1515 Br New Yor

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Schedule I  
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and of Corp Other O Which E -----
Henry Leingang	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer of Viacom	Viacom 1515 Br New Yor
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom 1515 Br New Yor
George S. Smith, Jr.	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom 1515 Br New Yor

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Mark M. Weinstein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom 1515 Br New Yor
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Directors

George S. Abrams	Winer & Abrams One Court Street Boston, MA 02108	Attorney	Winer & One Cou Boston,
Steven R. Berrard	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of Viacom's Blockbuster Entertainment Group	Blockbu One Blo Fort La

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Schedule I  
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name an of Corp Other O Which E -----
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of Viacom's Blockbuster Entertainment Group	Blockbu One Blo Fort La
Ken Miller	C.S. First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of C.S. First Boston	C.S. Fi Park Av 55 East New Yor
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 (Residence)	Self-Employed	Nationa 200 Elm Dedham,
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	Nationa 200 Elm Dedham,
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10033	Vice Chairman -- Finance and Business Development of NYNEX	NYNEX C 335 Mad New Yor
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva 2495 Am New Yor



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Ivan Seidenberg

NYNEX Corporation  
335 Madison Avenue  
New York, NY 10017

Chairman of the Board  
and Chief Executive  
Officer of NYNEX

NYNEX C  
335 Mad  
New Yor

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