

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

(Amendment No. 17)

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 16, 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 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 Delaware -----

-----  
Number of Shares Beneficially Owned by Each Reporting Person With  
(7) Sole Voting Power -----  
(8) Shared Voting Power 70,847,950 -----  
(9) Sole Dispositive Power -----  
(10) Shared Dispositive Power 70,847,950 -----  
-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
70,847,950 -----

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

(13) Percent of Class Represented by Amount in Row (11)  
78.07% (includes shares 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) 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	(7) Sole Voting Power		-----
Shares			
Beneficially	(8) Shared Voting Power	70,847,950	-----
Owned by			
Each	(9) Sole Dispositive Power		-----
Reporting			
Person With	(10) Shared Dispositive Power	70,847,950	-----
-----			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
70,847,950

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

(13) Percent of Class Represented by Amount in Row (11)  
78.07% (includes shares subject to currently exercisable warrants)

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

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(1) Name of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 SUMNER M. REDSTONE  
 -----  
 I.R.S. Identification 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) 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	70,847,950
Owned by			-----
Each	(9)	Sole Dispositive Power	-----
Reporting			
Person With	(10)	Shared Dispositive Power	70,847,950
			-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
 70,847,950  
 -----

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

(13) Percent of Class Represented by Amount in Row (11)  
 78.07% (includes shares subject to currently exercisable warrants)  
 -----

(14) Type of Reporting Person (See Instructions) IN  
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This Amendment No. 17 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. 17 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.  
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Item 3 is hereby amended and supplemented as follows:

Purchases of Common Stock reported in this Amendment No. 17 were made using working capital of Viacom International Inc.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended and supplemented as follows:

- (a) SEGI HOLDING COMPANY is currently the beneficial owner, with shared dispositive and voting power, of 70,847,950 shares, or approximately 78.07%, 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 70,847,950 shares, or approximately 78.07%, 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 70,847,950 shares, or approximately 78.07%, 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).

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DATE	NO. OF SHARE	PRICE*	WHEN AND HOW EXECUTED
-----	-----	-----	-----
09/25/97	114,000	\$8.8840	Bear, Stearns, New York, New York
09/26/97	5,500	\$8.7898	"
09/29/97	12,000	\$8.8750	"
09/30/97	82,000	\$8.9965	"
10/01/97	94,500	\$9.0000	"
10/02/97	24,500	\$8.9694	"
10/03/97	13,800	\$8.9366	"
10/06/97	57,500	\$8.9951	"
10/07/97	17,800	\$8.9867	"
10/08/97	18,900	\$8.8519	"
10/09/97	145,900	\$8.9994	"
10/10/97	18,100	\$8.8750	"
10/13/97	8,300	\$8.8562	"
10/14/97	138,200	\$9.0000	"
10/15/97	14,300	\$8.8750	"
10/16/97	160,000	\$8.9973	"

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).

Page 6 of 11

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 17, 1997

SEGI HOLDING COMPANY

By: \S\ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Senior Vice President

Signature

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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 17, 1997

VIACOM INC.

By: \S\ Michael D. Fricklas

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

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.

October 17, 1997

By: \_\_\_\_\_ \*

-----  
Sumner M. Redstone,  
Individually

\*By: \S\ Philippe P. Dauman

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Philippe P. Dauman  
Attorney-in-Fact under the  
Limited Power of Attorney  
filed as Exhibit 99.2 to the  
Statement, Amendment No. 11

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).