

Edgar Filing: BLOCKBUSTER INC - Form SC 13D/A

BLOCKBUSTER INC
Form SC 13D/A
March 31, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Blockbuster Inc.
(Name of Issuer)

Class A Common Stock
Class B Common Stock
(Title of Class of Securities)

Class A: 093679108
Class B: 093679207
(CUSIP Number)

Marc Weitzen, Esq.
General Counsel
Icahn Enterprises L.P. & affiliated companies
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4388

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 29, 2010
(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 240.13d-1(e), 240.13d-1(f) or 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 Rule 13d-7 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 to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("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).

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

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1 NAME OF REPORTING PERSON
High River Limited Partnership

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
Class A 1,475,728 (see Item 5); Class B 530,738

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
Class A 1,475,728 (see Item 5); Class B 530,738

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 1,475,728 (see Item 5); Class B 530,738

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 1.02 % (see Item 5); Class B .74%

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Hopper Investments LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
0

8 SHARED VOTING POWER
Class A 1,475,728 (see Item 5); Class B 530,738

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 1,475,728 (see Item 5); Class B 530,738

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 1,475,728 (see Item 5); Class B 530,738

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 1.02 % (see Item 5); Class B .74%

14 TYPE OF REPORTING PERSON*
OO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Barberry Corp.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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:

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7 SOLE VOTING POWER
Class A 0; Class B 340,906

8 SHARED VOTING POWER
Class A 1,475,728 (see Item 5); Class B 530,738

9 SOLE DISPOSITIVE POWER
Class A 0; Class B 340,906

10 SHARED DISPOSITIVE POWER
Class A 1,475,728 (see Item 5); Class B 530,738

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 1,475,728 (see Item 5); Class B 871,644

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 1.02% (see Item 5); Class B 1.21%

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Icahn Partners Master Fund L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
Class A 3,305,631(see Item 5); Class B 1,846,149

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
Class A 3,305,631(see Item 5); Class B 1,846,149

10 SHARED DISPOSITIVE POWER
0

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- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 3,305,631 (see Item 5); Class B 1,846,149
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 2.28% (see Item 5); Class B 2.56%
- 14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund II L.P.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%
- 14 TYPE OF REPORTING PERSON*
PN

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SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund III L.P.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%
- 14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON
Icahn Offshore L.P.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

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3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
0

8 SHARED VOTING POWER
Class A 3,305,631 (see Item 5); Class B 1,846,149

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 3,305,631 (see Item 5); Class B 1,846,149

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 3,305,631 (see Item 5); Class B 1,846,149

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 2.28% (see Item 5); Class B 2.56%

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Icahn Partners L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
Class A 2,597,282 (see Item 5); Class B 1,640,430
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
Class A 2,597,282 (see Item 5); Class B 1,640,430
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 2,597,282 (see Item 5); Class B 1,640,430
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 1.79% (see Item 5); Class B 2.28%
- 14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON
Icahn Onshore L.P.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
OO
- 5 CHECK BOX 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
0
- 8 SHARED VOTING POWER
Class A 2,597,282 (see Item 5); Class B 1,640,430
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER

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Class A 2,597,282 (see Item 5); Class B 1,640,430

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 2,597,282 (see Item 5); Class B 1,640,430
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 1.79% (see Item 5); Class B 2.28%
- 14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON
Icahn Capital LP
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
OO
- 5 CHECK BOX 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
0
- 8 SHARED VOTING POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 5,902,913 (see Item 5); Class B 3,486,579
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 4.07% (see Item 5); Class B 4.84%
- 14 TYPE OF REPORTING PERSON*
PN

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SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
IPH GP LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
0

8 SHARED VOTING POWER
Class A 5,902,913(see Item 5); Class B 3,486,579

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 5,902,913(see Item 5); Class B 3,486,579

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 5,902,913(see Item 5); Class B 3,486,579

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 4.07% (see Item 5); Class B 4.84%

14 TYPE OF REPORTING PERSON*
OO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings LP

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
0

8 SHARED VOTING POWER
Class A 5,902,913(see Item 5); Class B 3,486,579

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 5,902,913(see Item 5); Class B 3,486,579

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 5,902,913(see Item 5); Class B 3,486,579

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 4.07% (see Item 5); Class B 4.84%

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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5 CHECK BOX 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
0

8 SHARED VOTING POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 5,902,913 (see Item 5); Class B 3,486,579

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 4.07% (see Item 5); Class B 4.84%

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Beckton Corp.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX 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
0

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8 SHARED VOTING POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
Class A 5,902,913 (see Item 5); Class B 3,486,579

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 5,902,913 (see Item 5); Class B 3,486,579

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 4.07% (see Item 5); Class B 4.84%

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON
Carl C. Icahn

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
Class A 71,749

8 SHARED VOTING POWER
Class A 7,378,641 (see Item 5); Class B 4,358,223

9 SOLE DISPOSITIVE POWER
Class A 71,749

10 SHARED DISPOSITIVE POWER
Class A 7,378,641 (see Item 5); Class B 4,358,223

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class A 7,450,390 (see Item 5); Class B 4,358,223

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class A 5.14% (see Item 5); Class B 6.05%

14 TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

Item 1. Security and Issuer

This Statement constitutes Amendment No. 11 to the Schedule 13D previously filed on December 14, 2004 and amended on February 17, 2005, April 7, 2005, April 8, 2005, April 19, 2005, April 28, 2005, November 10, 2005, November 16, 2005, November 19, 2007, May 9, 2008 and January 29, 2010. All capitalized terms not otherwise defined shall have the meaning ascribed to such terms in the previously filed statement on Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended as follows:

On December 10, 2007, Icahn Partners Holding filed a Certificate of Amendment to change its name to "Icahn Capital LP." Icahn Capital LP, (hereinafter, "Icahn Capital") shall now be substituted for Icahn Partners Holding in the definition of "Registrants."

Item 4. Purpose of Transaction

Registrants are selling shares of each class of Issuer's equity securities which they own.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to add the following:

(a) As of March 30, 2010, Registrants may be deemed to beneficially own, in the aggregate, 7,450,390 Class A Shares (composed of 71,749 Class A Shares which the Registrants own and approximately additional 7,378,641 Class A Shares which the Registrants would hold if the approximately \$38,000,000 of the face amount of the Preferred Shares held by the Registrants were fully converted into Class A Shares) and 4,358,223 Class B Shares, representing approximately 5.14% of the Issuer's outstanding Class A Shares and approximately 6.05% of the Issuer's outstanding Class B Shares (based upon 137,656,687 Class A Shares and 72,000,000 Class B Shares stated to be outstanding as of March 5, 2010 by the Issuer in the Issuer's Form 10K, filed with the Securities and Exchange Commission on March 16, 2010).

(b) High River has sole voting power and sole dispositive power with regard to 1,475,728 Class A Shares and 530,738 Class B Shares. Each of Hopper, Barberry and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Barberry has sole voting power and sole dispositive power with regard to 340,906 Class B Shares. Carl C. Icahn has shared voting power and

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shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 3,305,631 Class A Shares and 1,846,149 Class B Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 2,597,282 Class A Shares and 1,640,430 Class B Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. References to the number of Class A Shares in this paragraph assume the conversion into Class A Shares of the Preferred Shares held by all of the applicable Registrants.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Mr. Icahn, by virtue of his relationship to Barberry (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Barberry directly beneficially owns. Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

Mr. Icahn has sole voting power and sole dispositive power with regard to 71,749 Class A Shares. Each of Registrants (other than Mr. Icahn) disclaims beneficial ownership of such Shares for all purposes.

(c) The following tables set forth all transactions with respect to Class A Shares and Class B Shares, respectively, effected during the past sixty (60) days by any of the Registrants and not previously reported, inclusive of the transactions effected through the close of business on March 30, 2010. All such transactions were effected in the open market, and the tables include commissions in per share prices.

CLASS A

Name of Reporting Person	Date of Transaction	No. of Shares Purchased/ (Sold)	Sale Price per Share (U.S. \$)
-----	-----	-----	-----
Barberry	3/30/2010	(698,000)	0.25
Barberry	3/30/2010	(200,000)	0.24
High River	3/26/2010	(140,000)	0.30
High River	3/29/2010	(696,600)	0.29
High River	3/30/2010	(300,000)	0.24
High River	3/30/2010	(596,360)	0.25

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Icahn Partners	3/26/2010	(560,000)	0.30
Icahn Partners	3/29/2010	(1,803,247)	0.29
Icahn Partners	3/30/2010	(1,127,209)	0.25
Icahn Partners	3/30/2010	(739,227)	0.24
Icahn Partners	3/30/2010	(881,688)	0.25
Icahn Master	3/29/2010	(983,153)	0.29
Icahn Master	3/30/2010	(1,268,570)	0.25
Icahn Master	3/30/2010	(831,927)	0.24
Icahn Master	3/30/2010	(992,259)	0.25
Icahn Master II	3/30/2010	(287,385)	0.25
Icahn Master II	3/30/2010	(311,131)	0.24
Icahn Master II	3/30/2010	(371,091)	0.25
Icahn Master III	3/30/2010	(108,836)	0.25
Icahn Master III	3/30/2010	(117,715)	0.24
Icahn Master III	3/30/2010	(140,402)	0.25

CLASS B

Name of Reporting Person	Date of Transaction	No. of Shares Purchased/ (Sold)	Sale Price per Share (U.S. \$)
High River	3/26/2010	(53,579)	0.22
High River	3/29/2010	(63,423)	0.21
High River	3/30/2010	(60,000)	0.18
High River	3/30/2010	(64,580)	0.19
Icahn Partners	3/26/2010	(214,316)	0.22
Icahn Partners	3/29/2010	(253,690)	0.21
Icahn Partners	3/30/2010	(240,000)	0.18
Icahn Partners	3/30/2010	(171,484)	0.19
Icahn Master	3/30/2010	(86,836)	0.19

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2010

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

HOPPER INVESTMENTS LLC

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

BARBERRY CORP.

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By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND II LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND III LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN OFFSHORE LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN PARTNERS LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN ONSHORE LP

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, general partner
By: Icahn Enterprises Holdings L.P., general partner
By: Icahn Enterprises G.P. Inc., general partner

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

IPH GP LLC

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By: Icahn Enterprises Holdings L.P., general partner
By: Icahn Enterprises G.P. Inc., general partner

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.
By: Icahn Enterprises G.P. Inc., general partner

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

BECKTON CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page to Schedule 13D Amendment No. 11 Re: Blockbuster dated March 30,
2010]