

BLOCKBUSTER INC  
Form SC 13G/A  
February 12, 2003

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

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2) \*

Blockbuster Inc.

-----

(Name of Issuer)

Class A Common Stock, \$0.01 Par Value Per Share

-----

(Title of Class of Securities)

93679108

-----

(CUSIP Number)

December 31, 2002

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- / / Rule 13d-1(b)
- / / Rule 13d-1(c)
- /X/ Rule 13d-1(d)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP NO. 93679108

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(1) Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)  
Viacom International Inc.

-----  
I.R.S. Identification No. 04-2980402  
-----

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

/ / (a)  
/ / (b)

-----  
(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization Delaware

-----  
Number of (5) Sole Voting Power 0  
Shares  
Beneficially (6) Shared Voting Power 144,466,800 (1)  
Owned by  
Each (7) Sole Dispositive Power 0  
Reporting  
Person With (8) Shared Dispositive Power 144,466,800 (1)  
-----

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
144,466,800 (1)

-----  
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

-----  
(11) Percent of Class Represented by Amount in Row (9)  
80.4% (1)  
-----

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

(1) Includes 144,000,000 Class B Shares (as defined in Item 4)  
beneficially owned by the Reporting Persons.

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(1) Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)  
Viacom Inc.

-----  
I.R.S. Identification No. 04-2949533  
-----

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

/ / (a)  
/ / (b)

-----  
(3) SEC Use Only  
-----

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(4) Citizenship or Place of Organization		Delaware
Number of Shares	(5) Sole Voting Power	0
Beneficially Owned by Each Reporting Person With	(6) Shared Voting Power	144,466,800 (1)
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	144,466,800 (1)
(9) Aggregate Amount Beneficially Owned by Each Reporting Person 144,466,800 (1)		
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
(11) Percent of Class Represented by Amount in Row (9) 80.4% (1)		
(12) Type of Reporting Person (See Instructions) CO		

(1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.

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(1) Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)  
NAIRI, Inc.

I.R.S. Identification No. 04-3446887

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization		Delaware
Number of Shares	(5) Sole Voting Power	0
Beneficially Owned by Each Reporting Person With	(6) Shared Voting Power	144,466,800 (1)
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	144,466,800 (1)
(9) Aggregate Amount Beneficially Owned by Each Reporting Person 144,466,800 (1)		

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(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)  
80.4% (1)

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

(1) Includes 144,000,000 Class B Shares (as defined in Item 4)  
beneficially owned by the Reporting Persons.

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(1) Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)  
National Amusements, Inc.

I.R.S. Identification No. 04-2261332

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization Maryland

Number of Shares	(5) Sole Voting Power	0
Beneficially Owned by	(6) Shared Voting Power	144,466,800 (1)
Each Reporting Person With	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	144,466,800 (1)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
144,466,800 (1)

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)  
80.4% (1)

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

(1) Includes 144,000,000 Class B Shares (as defined in Item 4)  
beneficially owned by the Reporting Persons.

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(1) Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)  
SUMNER M. REDSTONE

-----

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

-----

(3) SEC Use Only

-----

(4) Citizenship or Place of Organization                      United States

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Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	144,466,800 (1)
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	144,466,800 (1)

-----

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
144,466,800 (1)

-----

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

-----

(11) Percent of Class Represented by Amount in Row (9)  
80.4% (1)

-----

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

-----

(1) Includes 144,000,000 Class B Shares (as defined in Item 4) beneficially owned by the Reporting Persons.

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Item 1(a). Name of Issuer:  
-----  
Blockbuster Inc. (the "Issuer" or "Blockbuster").

Item 1(b). Address of Issuer's Principal Executive Offices:  
-----  
1201 Elm Street  
Dallas, Texas 75270

Item 2(a). Name of Person Filing:

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-----  
This Statement is filed on behalf of Viacom International Inc., ("VII"), Viacom Inc., ("VI" or "Viacom"), NAIRI, Inc., ("NAIRI"), National Amusements, Inc. ("NAI"), and Mr. Sumner M. Redstone, (collectively, the "Reporting Persons").

All of VII's voting stock is owned by VI; approximately 69% of VI's voting stock is owned by NAIRI, which in turn is owned 100% by NAI; Mr. Sumner M. Redstone is the controlling shareholder, Chairman and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman and Chief Executive Officer of VI.

Item 2(b). Address of Principal Business Office or,  
if None, Residence:

-----  
VII's address is 1515 Broadway, New York, New York 10036  
VI's address is 1515 Broadway, New York, New York 10036  
NAIRI's address is 200 Elm Street, Dedham, MA 02026  
NAI's address is 200 Elm Street, Dedham, MA 02026  
Mr. Redstone's address is 200 Elm Street, Dedham, MA 02026.

Item 2(c). Citizenship:

-----  
VII is a Delaware corporation.  
VI is a Delaware corporation.  
NAIRI is a Delaware corporation.  
NAI is a Maryland corporation.  
Mr. Redstone is a citizen of the United States.

Item 2(d). Title of Class of Securities

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The Issuer's Class A common stock, par value \$.01 per share (the "Class A Shares").

Item 2(e). CUSIP Number

-----  
93679108

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b),  
or 13d-2(b) or (c), Check Whether the Person Filing is a:

-----  
Not applicable.

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Item 4. Ownership.

-----  
The beneficial ownership of Class A Shares reported in this statement is pursuant to the Reporting Persons' (defined in Item 2 above) ownership of (i) the Issuer's Class B Common Stock, par

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value \$.01 per share (the "Class B Shares") which are convertible into Class A Shares on a one-for-one basis under certain circumstances, and (ii) Class A Shares (the Class A Shares together with the Class B Shares, the "Common Shares"). The Class A Shares carry one vote per share and the Class B Shares carry five votes per share.

As of December 31, 2002, each of VII, VI, NAIRI, NAI and Mr. Sumner M. Redstone beneficially owned one hundred forty-four million four hundred sixty-six thousand eight hundred (144,466,800) Class A Shares, comprised of (i) four hundred sixty-six thousand eight hundred (466,800) Class A Shares, and (ii) one hundred forty-four million (144,000,000) Class B Shares convertible into Class A Shares on a one-for-one basis; representing approximately 80.4% of the Issuer's Class A Shares (based upon 179,596,116 Common Shares that were reported by the Issuer to be issued and outstanding as of November 1, 2002, and assuming conversion in full of the Class B Shares into Class A Shares).

Due to the relationship among the Reporting Persons as described in Item 2(a) hereof, each of the Reporting Persons may be deemed to share with each of the other Reporting Persons power (i) to vote or direct the vote and (ii) to dispose or to direct the disposition of the Issuer's Common Shares covered by this Statement.

Item 5. Ownership of Five Percent or Less of a Class.  
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Not Applicable

Item 6. Ownership of More than Five Percent on Behalf  
of Another Person.  
-----

See Items 2(a) and 4 hereof.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company or Control Person.  
-----

Not Applicable

Item 8. Identification and Classification of Members of the Group.  
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Not Applicable

Item 9. Notice of Dissolution of Group.  
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Not Applicable

Item 10. Certifications.  
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Not Applicable

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

Date: February 12, 2003

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President  
General Counsel and Secretary

VIACOM INC.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and  
Chief Executive Officer

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone,  
Individually



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Exhibit to Amendment No. 1  
to Schedule 13G

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JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated April 8, 2002 (the "Schedule 13G"), with respect to the Class A Common Stock, par value \$0.01 per share, of Blockbuster Inc., is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 8th day of April, 2002.

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas  
-----

Michael D. Fricklas  
Executive Vice President  
General Counsel and Secretary

VIACOM INC.

By: /s/ Michael D. Fricklas  
-----

Michael D. Fricklas  
Executive Vice President  
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone  
-----

Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone  
-----

Sumner M. Redstone  
Chairman and  
Chief Executive Officer

/s/ Sumner M. Redstone  
-----

Sumner M. Redstone  
Individually