

Edgar Filing: HOLLYWOOD MEDIA CORP - Form SC 13D

HOLLYWOOD MEDIA CORP  
Form SC 13D  
March 20, 2003

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

HOLLYWOOD.COM, INC.  
(Name of Issuer)

Common Stock, Par Value \$.01 per share  
(Title of Class of Securities)

089144109  
(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)

May 4, 2000  
(Date of Event which Requires Filing of this Statement)

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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. 089144109

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

SUMNER M. REDSTONE  
S.S. 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) N/A

(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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	7,850,923
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	7,850,923

(11) Aggregate Amount Beneficially Owned by Each Reporting  
7,850,923

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

(13) Percent of Class Represented by Amount in Row (11) 34.2%

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

CUSIP No. 089144109

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

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VIACOM INC.  
I.R.S 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) N/A

-----  
(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 7,850,923  
Owned by  
Each (9) Sole Dispositive Power  
Reporting  
Person (10) Shared Dispositive Power 7,850,923  
With

-----  
(11) Aggregate Amount Beneficially Owned by Each Reporting  
7,850,923

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

-----  
(13) Percent of Class Represented by Amount in Row (11) 34.2%

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

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Item 1. Security and Issuer.

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The class of equity securities to which this Statement  
on Schedule 13D relates is the Common Stock, \$.01 par value per  
share (the "Common Shares"), of Hollywood.com, Inc. (the  
"Issuer"), a Florida corporation, with its principal executive  
office located at 2255 Glades Road, Suite 237 West, Boca Raton,  
Florida 33431.

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Item 2. Identity and Background.

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This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), and Viacom Inc. ("Viacom") (collectively, the "Reporting Persons").

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Rhode Island corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of CBSBI, Viacom, NAIRI and NAI are set forth on Schedules I through III attached hereto, containing the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through III attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Except for Jan Leschly, who is a Danish citizen, all of the directors of Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.  
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The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of CBS Corporation ("CBS"), immediate prior owner of the Common Shares, with and into Viacom on May 4, 2000.

Item 4. Purpose of Transaction.  
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The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of CBS with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. Notwithstanding the foregoing, 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.

Item 5. Interest in Securities of the Issuer.  
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(a) and (b) Viacom is currently the beneficial owner, with shared dispositive and voting power, of 14,538,368 Common Shares, or approximately 34.2%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 23, 2000).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 14,538,368 Common Shares, or approximately 34.2%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 23, 2000).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 14,538,368 Common Shares, or approximately 34.2%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 23, 2000).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 14,538,368 Common Shares of the Issuer or approximately 34.2% of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 23, 2000).

(c) The Issuer's Common Shares and Special Preferred Stock were acquired by the Reporting Persons pursuant

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to the merger of CBS immediate prior owner of the Common Shares, with and into Viacom on May 4, 2000.

(d) None.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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None of the Reporting Persons have entered into, or amended any existing, agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D, or amendment thereto, that was filed by certain of the Reporting Persons or any predecessor thereof. Viacom, as successor by merger to CBS, has assumed all rights and obligations of CBS.

Signatures  
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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(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

May 15, 2000

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

Sumner M. Redstone,  
Individually

National Amusements, Inc.

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

Sumner M. Redstone,  
Chairman and Chief  
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone  
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Sumner M. Redstone  
Chairman and President

Viacom Inc.

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By: /s/Michael D. Fricklas

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 Michael D. Fricklas  
 Senior Vice President,  
 General Counsel and Secretary

SCHEDULE I

VIACOM INC.

-----  
 EXECUTIVE OFFICERS  
 -----

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; President and Chief Executive Officer of Viacom International Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036

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International Inc.

-----  
 William A. Roskin      Viacom Inc.  
                          1515 Broadway  
                          New York, NY  
                          10036  
                          Sr. VP, Human  
                          Resources and  
                          Administration of  
                          Viacom Inc. and  
                          Viacom  
                          International Inc.  
                          Viacom  
                          International Inc.  
                          1515 Broadway  
                          New York, NY 10036  
 -----

Fredric Reynolds      Viacom Inc.  
                          1515 Broadway  
                          New York, NY 10  
                          Sr. VP, Chief  
                          Financial Officer  
                          of Viacom Inc. and  
                          Viacom  
                          International Inc.  
                          Viacom  
                          International Inc.  
                          1515 Broadway  
                          New York, NY 10036  
 -----

\*Also a Director

SCHEDULE I  
 (continued)

-----  
 DIRECTORS  
 -----

George S. Abrams      Winer & Abrams  
                          60 State Street  
                          Boston, MA 02109  
                          Attorney  
                          Winer & Abrams  
                          60 State Street  
                          Boston, MA 02109  
 -----

George H. Conrades      AKAMI  
                          Technologies  
                          201 Broadway  
                          Cambridge, MA  
                          02139  
                          Chairman and Chief  
                          Executive Officer  
                          of  
                          AKAMI Technologies  
 -----

Philippe P. Dauman      121 East 65th  
                          Street  
                          New York, NY  
                          10021  
                          Director of Viacom  
                          Inc. and National  
                          Amusements, Inc.  
 -----

Thomas E. Dooley      243 Cleft Road  
                          Mill Neck, NY  
                          11937  
                          Director of Viacom  
                          Inc.  
 -----

William H. Gray III      UNCF  
                          8260 Willow Oaks  
                          Corporate Drive  
                          Fairfax, VA  
                          22031  
                          President and  
                          Chief Executive  
                          Officer of The  
                          College Fund/UNCF  
 -----

Jan Leschly      SmithKline  
                          Beecham  
                          Chief Executive  
                          (Retired) of  
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P.O. Box 7929      SmithKline Beecham  
 Philadelphia, PA  
 19101

-----  
 David T.      Orion Safety      Chairman and Chief  
 McLaughlin      Products      Executive Officer  
                  P.O. Box 2047      of  
                  Easton, MD 21601      Orion Safety  
                       Products

-----  
 Ken Miller      Credit Suisse      Vice Chairman of      Credit Suisse  
                  First Boston      C.S. First Boston      First Boston  
                  Corporation      Corporation  
                  11 Madison      11 Madison Avenue  
                  Avenue - 22nd      22nd Floor  
                  Floor      New York, NY  
                  New York, NY      10010  
                  10010

-----  
 Leslie      Viacom Inc.      President and      CBS Television  
 Moonves      1515 Broadway      Chief Executive      7800 Beverly Blvd.  
                  New York, NY      Officer of CBS      Los Angeles, CA  
                  10036      Television      90036

-----  
 Brent D.      c/o Showtime      Director of      National  
 Redstone      Networks Inc.      National      Amusements, Inc.  
                  1633 Broadway      Amusements, Inc.      200 Elm Street  
                  New York, NY      Dedham, MA 02026  
                  10019

-----  
 Shari      National      President of      National  
 Redstone      Amusements, Inc.      National      Amusements, Inc.  
                  200 Elm Street      Amusements, Inc.      200 Elm Street  
                  Dedham, MA 02026      Dedham, MA 02026

-----  
 Fredric V.      Bell Atlantic      Vice Chairman--      Bell Atlantic  
 Salerno      Corporation      Finance and      Corporation  
                  1095 Avenue of      Business      1095 Avenue of the  
                  the Americas      Development of      Americas  
                  New York, NY      Bell Atlantic      New York, NY  
                  10036      10036

-----  
 William      Yeshiva      VP for Academic      Yeshiva University  
 Schwartz      University      Affairs (chief      2495 Amsterdam  
                  2495 Amsterdam      academic officer)      Avenue  
                  Avenue      of Yeshiva      New York, NY  
                  New York, NY      University      10033  
                  10033

-----  
 Ivan      Bell Atlantic      Chairman of the      Bell Atlantic  
 Seidenberg      Corporation      Board and Chief      Corporation  
                  1095 Avenue of      Executive Officer      1095 Avenue of the  
                  the Americas      of Bell Atlantic      Americas  
                  New York, NY      New York, NY  
                  10036      10036

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Patty Bill and Melinda Co-Chair and  
 Stonesifer Gates President of  
 Foundation Bill and Melinda  
 1551 Eastlake Gates Foundation  
 Ave. East  
 Seattle, WA  
 98102

Robert D. Cardinal Health, Chairman and Chief  
 Walter Inc. Executive Officer  
 7000 Cardinal of Cardinal  
 Place Health, Inc.  
 Dublin, OH 43017

SCHEDULE II

NAIRI, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street	Vice President of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street

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Dedham, MA 02026 and NAIRI, Inc. Dedham, MA 02026

\*Also a Director

SCHEDULE III

NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

\*Also a Director

DIRECTORS

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George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
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David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
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Philippe P. Dauman	Residence: 121 East 65th Street New York, NY 10021	Director of National Amusements, Inc. and Viacom Inc.	
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Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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