

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1995-07-28**  
SEC Accession No. **0000895345-95-000074**

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### SUBJECT COMPANY

#### SHOWBIZ PIZZA TIME INC

CIK: **813920** | IRS No.: **480905805** | State of Incorporation: **KS** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-39153** | Film No.: **95556861**  
SIC: **5812** Eating places

Mailing Address  
*PO BOX 152077  
IRVING TX 75015*

Business Address  
*PO BOX 152077  
4441 W AIRPORT FREEWAY  
IRVING TX 75015  
2142588507*

### FILED BY

#### NEW VALLEY CORP

CIK: **106374** | IRS No.: **510255124** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13D/A**  
SIC: **6099** Functions related to depository banking, nec

Mailing Address  
*INTERNATIONAL PLACE  
100 SE SECOND STREET  
MIAMI FL 33131*

Business Address  
*INTERNATIONAL PLACE  
100 SOUTHEAST SECOND  
STREET  
MIAMI FL 33131  
3055798000*

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 7 )\*

SHOWBIZ PIZZA TIME, INC.

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(Name of Issuer)

COMMON STOCK, \$0.10 PAR VALUE

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(Title of Class of Securities)

0008253881309

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(CUSIP Number)

ROBERT C. SCHWENKEL  
FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON  
ONE NEW YORK PLAZA  
NEW YORK, NY 10004  
212-859-8167

GARY J. COHEN  
SIDLEY & AUSTIN  
555 WEST FIFTH STREET  
SUITE 4000  
LOS ANGELES, CA 90013-1010  
213-896-6000

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

JULY 26, 1995

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(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 the statement / /.  
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than

five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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).

Page 1 of 6

The Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on April 26, 1995 (the "Schedule 13D") as amended by Amendments No. 1, 2, 3, 4, 5 and 6 filed with the SEC on behalf of New Valley Corporation, BGLS Inc., Brooke Group Ltd., Bennett S. LeBow, Canyon Partners Incorporated, CPI Securities, L.P., Canpartners Incorporated, Mitchell R. Julis, R. Christian B. Evensen and Joshua S. Friedman in connection with the common stock, par value \$0.10 per share of Showbiz Pizza Time, Inc., a Kansas corporation is hereby amended as follows (unless otherwise defined, all capitalized terms used herein shall have the meanings set forth in the Schedule 13D).

Item 4 is hereby amended to add the following:

ITEM 4. PURPOSE OF TRANSACTION

On July 26, 1995, Joshua S. Friedman sent a letter addressed to Richard M. Frank, Chairman and Chief Executive Office of the Company stating the following:

"Dear Dick,

This letter constitutes my formal acceptance of my election as a member of the Company's board of directors. Please place this letter in the Company's minute book as required by paragraph 15 of the Company's By-Laws.

I was personally disappointed to read the Showbiz Pizza Time, Inc. (The "Company") press release last week. It is, to say the

least, unusual for a company to claim voting irregularities when management generally won an election contest supervised by management's own choice of election judges. As a new Company director, I urge you and former director Magusiak to stop wasting corporate assets in continuing challenges to the expressed will of our shareholders. (I assume, but hope it is not true, that the Company is paying for Mr. Magusiak's Challenge). As a Company director, I am entitled to indemnification, with the result that the Company will pay everyone's expenses in the Kansas lawsuit.

I noted with surprise that new financing was announced this week. I do not see how this was accomplished without a board meeting, and I hereby request copies of the relevant documents pertaining to such financing. I trust that the financings have not been finalized pending the Company's next board meeting (which I plan to attend).

I strongly urge you to call that board meeting as soon as possible. The Company may be operating without a properly constituted board or committees and therefore lacks governance at a time when significant corporate actions are being contemplated. (I trust that you are not holding "informal" board meetings in an attempt to exclude me from my proper position on the board, and if you are such action is both improper and contrary to applicable law.)

Page 2 of 6 Pages

In order to properly carry out my responsibilities as a director, and to prepare myself for the next board meeting, I would like to be provided with copies of all of the financing proposals, presentation packages, term sheets, and other material that has been provided to board members in connection with what I understand to be the Company's ongoing financing discussions and purported financing agreement, including the last three board packages. The Company can only be served by a well prepared and informed board, and I believe it would help enable me to discharge my responsibilities as a board member if I were provided immediately with copies of such information.

I look forward to receiving this information from you this week. I also look forward to working with you and the other board members to enhance the Company's market position and profitability.

Finally, I am advised that this letter should be filed as a part of the Independent Stockholders Committee's Form 13-D, and we will be doing so this week."

Page 3 of 6 Pages

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.

Dated: JULY 27, 1995

NEW VALLEY CORPORATION

By: /s/ Gerald E. Sauter  
Name: Gerald E. Sauter  
Title: Chief Financial Officer

NEW VALLEY HOLDINGS, INC.

By: /s/ Gerald E. Sauter  
Name: Gerald E. Sauter  
Title: Chief Financial Officer

BGLS INC.

By: /s/ Gerald E. Sauter  
Name: Gerald E. Sauter  
Title: Chief Financial Officer

BROOKE GROUP LTD.

By: /s/ Gerald E. Sauter  
Name: Gerald E. Sauter  
Title: Chief Financial Officer

Page 4 of 6 Pages

BENNETT S. LEBOW

By: /s/ Bennett S. Lebow

CANYON PARTNERS INCORPORATED

By: /s/ R. Christian B. Evensen  
Name: R. Christian B. Evensen  
Title: President

C.P.I. SECURITIES, L.P.

By: Canpartners Incorporated,  
its General Partner

By: /s/ R. Christian B. Evensen  
Name: R. Christian B. Evensen  
Title: President

CANPARTNERS INCORPORATED

By: /s/ R. Christian B. Evensen  
Name: R. Christian B. Evensen  
Title: President

MITCHELL R. JULIS

/s/ Mitchell R. Julis

R. CHRISTIAN B. EVENSEN

/s/ R Christian B. Evensen

Page 5 of 6 Pages

JOSHUA S. FRIEDMAN

/s/ Joshua S. Friedman

K. ROBERT TURNER

/s/ K. Robert Turner

Page 6 of 6 Pages