

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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SUBJECT COMPANY

PARAMOUNT COMMUNICATIONS INC /DE/

CIK:**44482** | IRS No.: **741330475** | State of Incorporation: **DE** | Fiscal Year End: **0430**
Type: **SC 13D/A** | Act: **34** | File No.: **005-10760** | Film No.: **94500885**
SIC: **7812** Motion picture & video tape production

Business Address
*15 COLUMBUS CIRCLE
NEW YORK NY 10023-7780
2123738000*

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2123738000*

FILED BY

VIACOM INC

CIK:**813828** | IRS No.: **042949533** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **4841** Cable & other pay television services

Mailing Address
*200 ELM STREET
DEDHAM MA 02026*

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*200 ELM ST
DEDHAM MA 02026
6174611600*

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT
(AMENDMENT NO. 21)
PURSUANT TO SECTION 14(D)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934 AND
SCHEDULE 13D
(AMENDMENT NO. 22)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

PARAMOUNT COMMUNICATIONS INC.
(Name of Subject Company)

VIACOM INC.
NATIONAL AMUSEMENTS, INC.
SUMNER M. REDSTONE
BLOCKBUSTER ENTERTAINMENT CORPORATION
(Bidder)

COMMON STOCK, \$1.00 PAR VALUE
(Title of Class of Securities)

699216 10 7
(CUSIP Number of Class of Securities)

PHILIPPE P. DAUMAN, 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 on Behalf of Bidder)

COPIES TO:

STEPHEN R. VOLK, ESQ.
SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
TEL.: (212) 848-4000

ROGER S. AARON, ESQ.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM
919 THIRD AVENUE
NEW YORK, NEW YORK 10022

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Exhibit Index on Page

This Amendment No. 21 to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 22 to Schedule 13D (the "Statement") relates to the offer by Viacom Inc., a Delaware corporation ("Purchaser"), to purchase shares of Common Stock, par value \$1.00 per share (the "Shares"), of Paramount Communications Inc., a Delaware corporation (the "Company"), at a price of \$105 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated October 25, 1993 (the "Offer to Purchase"), a copy of which was attached as Exhibit (a)(1) to Amendment No. 1, filed with the Securities and Exchange Commission (the "Commission") on October 26, 1993, to the Tender Offer Statement on Schedule 14D-1 filed with the Commission on October 25, 1993 (the "Schedule 14D-1"), as supplemented by the Supplement thereto dated November 8, 1993 (the "First Supplement") and the Second Supplement thereto dated January 7, 1994 (the "Second Supplement") and in the related Letters of Transmittal.

Capitalized terms used but not defined herein have the meanings assigned to such terms in the Offer to Purchase, the First Supplement, the Second Supplement and the Schedule 14D-1.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS
WITH THE SUBJECT COMPANY:

Item 3(b) is hereby amended and supplemented as follows:

On January 7, 1994, Purchaser delivered to the Company a letter regarding the revised terms of the Offer. A copy of such letter is filed as Exhibit (a)(48) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented as follows:

On January 9, 1994, Purchaser issued a press release regarding the revised terms of the Offer. A copy of such letter is filed as Exhibit (a) (49) to the Schedule 14D-1 and is incorporated herein by reference.

Filed as Exhibit (c) (10) to the Schedule 14D-1 is a corrected page 11 of the Agreement and Plan of Merger between Purchaser and Blockbuster Entertainment Corporation, dated as of January 7, 1994.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following Exhibits:

- 99(a) (48) Letter delivered by Purchaser to the Company on January 7, 1994
- 99(a) (49) Press Release issued by Purchaser on January 9, 1994
- 99(c) (10) Corrected page 11 of the Agreement and Plan of Merger between Purchaser and Blockbuster Entertainment Corporation, dated as of January 7, 1994.

SIGNATURE

After due 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.

January 10, 1994

VIACOM INC.

By /s/ PHILIPPE P. DAUMAN

.....

Philippe P. Dauman
Senior Vice President, General
Counsel and Secretary

*

.....

Sumner M. Redstone,
Individually

NATIONAL AMUSEMENTS, INC.

By

*

.....
Sumner M. Redstone
Chairman, Chief Executive
Officer and President

*By /s/ PHILIPPE P. DAUMAN
.....

Philippe P. Dauman
Attorney-in-Fact under Powers
of Attorney filed as Exhibit (a) (36)
to the Schedule 14D-1

SIGNATURE

After due 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.

January 10, 1994

BLOCKBUSTER ENTERTAINMENT CORPORATION

By /s/ STEVEN R. BERRARD
.....

Steven R. Berrard
President and
Chief Operating Officer

EXHIBIT INDEX

EXHIBIT NO. -----		PAGE IN SEQUENTIAL NUMBERING SYSTEM -----
99(a) (48)	Letter delivered by Purchaser to the Company on January 7, 1994	
99(a) (49)	Press Release issued by Purchaser on January 9, 1994	
99(c) (10)	Corrected page 11 of the Agreement and Plan of Merger	

between Purchaser and Blockbuster Entertainment Corporation, dated as of January 7, 1994.

Viacom International Inc.
1515 Broadway
New York, N.Y. 10036
212-258-6000

Viacom Broadcasting
Viacom Cable
Viacom Entertainment
Viacom Networks
Viacom Pictures

January 7, 1994

Paramount Communications Inc.
15 Columbus Circle
New York, N.Y. 10023-7780

Attention: Donald Oresman

Dear Sirs:

We are pleased to inform you that Viacom has today announced that it has agreed to merge with Blockbuster Entertainment Corporation. Further, Blockbuster has agreed to invest \$1.25 billion in Viacom, in addition to its previous investment of \$600 million. A copy of the press release announcing these events is attached to this letter.

With this strong support from Blockbuster, we have amended our tender offer to, among other things:

1. Increase our existing tender offer for Paramount common stock to \$105 per share for 50.1% of the outstanding shares.
2. Make the consideration payable to Paramount's stockholders in the second-step merger consist of .93065 shares of Viacom Class B Common Stock and .30408 shares of Viacom Merger Preferred Stock.
3. Extend the offer, as required by law, until 12:00 midnight, New York City time, on January 21, 1994.

To assist the Paramount Board in evaluating our revised offer, we will provide later this afternoon the following additional materials:

1. A copy of the Agreement and Plan of Merger, dated as of January 7, 1994, between Viacom and Blockbuster.

2. A copy of the Subscription Agreement, dated as of January 7, 1994, between Viacom and Blockbuster, pursuant to which Blockbuster will purchase shares of Viacom Class B Common Stock for an aggregate purchase price of \$1.25 billion.

3. A copy of our amended Tender Offer Statement on Form 14D-1.

We assume that QVC Network Inc. will comply with its obligations and extend its tender offer so that its expiration date is no earlier than 12:00 midnight on Friday, January 21, 1994. We are available to meet with you or your representatives at your earliest convenience to discuss our revised offer. Please contact any of the persons listed in Annex I to this letter.

Very truly yours,

VIACOM INC.

By /s/ Philippe P. Dauman

Name: Philippe P. Dauman
Title: Senior Vice President,
General Counsel and
Secretary

cc: Peter Ezersky
Lazard Freres & Co.

Joel S. Hoffman
Simpson Thacher & Bartlett

Martin Lipton
Wachtell, Lipton, Rosen & Katz

VIACOM STATES ITS SUPERIOR TENDER OFFER FOR PARAMOUNT COMPLIES
WITH ALL BIDDING PROCEDURES AND IS NOT COERCIVE

NEW YORK -- In response to certain unfounded statements by QVC Network Inc., Viacom Inc., stated Sunday that Viacom's revised offer for Paramount Communications Inc. fully complies with the bidding procedures agreed to among Paramount, Viacom and QVC and that under those procedures QVC is required to extend its tender offer until 12 midnight on Jan. 21, 1994.

Viacom also has stated that it believes that its offer is superior to QVC's current offer. Viacom's revised offer increases the cash consideration to Paramount stockholders by more than \$1.1 billion over its previous offer and by more than \$800 million over QVC's current offer.

Viacom also stated that it believes the securities offered in the second step merger should be compared to those of QVC in light of the value that would be created by the larger, more diversified and financially strengthened combination of Viacom, Paramount and Blockbuster.

Viacom stated that Paramount stockholders should be given the opportunity to make an informed choice between the Viacom and QVC offers, as required by the bidding procedures.

Furthermore, Viacom fully intends to comply with the requirement of the bidding procedures to extend its offer for 10 business days after satisfaction of its minimum condition of 50.1%, the same minimum condition as QVC.

Because shares tendered into the Viacom tender offer would be prorated, this means that all Paramount stockholders would be given the opportunity to participate in the blended value of Viacom's tender offer and the consideration to be offered in the second-step merger between Viacom and Paramount. Accordingly, Viacom's offer is not coercive and offers all Paramount stockholders the same consideration for their shares.

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CONTACT: Viacom Inc., New York
Raymond A. Boyce, 212/258-6530
or
Edelman
Elliot Sloane, 212/704-8126

individually or in the aggregate, have a Blockbuster Material Adverse Effect. The term "Blockbuster Material Adverse Effect" means any change or effect that is or would be materially adverse to the business, results of operations or financial condition of Blockbuster and the Blockbuster Subsidiaries, taken as a whole; provided that from and after the date on which the issuance and sale of shares of Viacom Class B Common Stock contemplated by the Subscription Agreement (the "Subscription Agreement") dated as of the date of this Agreement between Viacom and Blockbuster is consummated (the "Subscription Date"), the term "Blockbuster Material Adverse Effect", for purposes of Article III and Section 7.02(a) only, shall be changed to mean any change or effect that is or would be materially adverse to the financial condition of Blockbuster and the Blockbuster Subsidiaries, taken as a whole, excluding any changes or effects caused by changes in general economic conditions or changes generally affecting Blockbuster's industry.

(b) Each subsidiary of Blockbuster (a "Blockbuster Subsidiary") that constitutes a Significant Subsidiary of Blockbuster within the meaning of Rule 1-02 of Regulation S-X of the Securities and Exchange Commission (the "SEC") is referred to herein as a "Material Blockbuster Subsidiary".

SECTION 3.02. Certificate of Incorporation and By-Laws. Blockbuster has heretofore made available to Viacom a complete and correct copy of the Certificate of Incorporation and the By-Laws or equivalent organizational documents, each as amended to date, of Blockbuster and each Material Blockbuster Subsidiary. Such Certificates of Incorporation, By-Laws and equivalent organizational documents are in full force and effect. Neither Blockbuster nor any Material Blockbuster Subsidiary is in violation of any provision of its Certificate of Incorporation, By-Laws or equivalent organizational documents, except for such violations that would not, individually or in the aggregate, have a Blockbuster Material Adverse Effect.

SECTION 3.03. Capitalization. The authorized capital stock of Blockbuster consists of 300,000,000 shares of Blockbuster Common Stock and 500,000 shares of Preferred Stock, par value \$1.00 per share ("Blockbuster Preferred Stock"). As of December 31, 1993, (i) 247,487,375 shares of Blockbuster Common Stock were issued and outstanding, all of which were validly issued, fully paid and nonassessable, (ii) no shares were held in the treasury of Blockbuster, (iii) 11,425,584 shares were reserved for future issuance pursuant to

outstanding employee stock options granted pursuant to Blockbuster's 1987 Stock Option Plan, as amended, 1989