

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-01-26**  
SEC Accession No. **0000950112-94-000174**

([HTML Version](#) on [secdatabase.com](#))

### 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.: **94502847**  
SIC: **7812** Motion picture & video tape production

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

#### PARAMOUNT COMMUNICATIONS INC /DE/

CIK:**44482** | IRS No.: **741330475** | State of Incorporation: **DE** | Fiscal Year End: **0430**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-10760** | Film No.: **94502848**  
SIC: **7812** Motion picture & video tape production

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

Business Address  
*200 ELM ST  
DEDHAM MA 02026  
6174611600*

#### 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*

Business Address  
*200 ELM ST  
DEDHAM MA 02026  
6174611600*

-----  
-----  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

SCHEDULE 14D-1  
TENDER OFFER STATEMENT  
(AMENDMENT NO. 31)  
PURSUANT TO SECTION 14(D) (1) OF THE  
SECURITIES EXCHANGE ACT OF 1934 AND  
SCHEDULE 13D  
(AMENDMENT NO. 32)  
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

-----  
-----  
Page 1 of        Pages  
Exhibit Index on Page

This Amendment No. 31 to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 32 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 \$107 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"), the Second Supplement thereto dated January 7, 1994 (the "Second Supplement") and the Third Supplement thereto dated January 18, 1994 (the "Third 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, the Third 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:

By letter dated January 25, 1994, Purchaser's legal advisor requested that the Company deliver a copy of the written presentation of Lazard Freres & Co. ("Lazard") delivered to the Company's Board of Directors on January 21, 1994 (the "Lazard Presentation") along with a copy of the opinion of Lazard delivered in connection therewith. A copy of such letter is filed as Exhibit (a)(68) to the Schedule 14D-1. Copies of the Lazard Presentation were provided by the Company under cover of a letter dated January 25, 1994 and subject to confidentiality agreements between Lazard and Purchaser and between Lazard and Blockbuster. A copy of the Company's cover

letter is filed as Exhibit (a)(69) to the Schedule 14D-1.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented to add the following Exhibits:

- 99(a)(68) Letter dated January 25, 1994 from Purchaser's legal advisor to the Company.
- 99(a)(69) Letter dated January 25, 1994 from the Company to Purchaser's legal advisor.

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 26, 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

\*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 26, 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) (68) Letter dated January 25, 1994 from Purchaser's

legal advisor to the Company.

99(a)(69) Letter dated January 25, 1994 from the Company  
to Purchaser's legal advisor.

SHEARMAN & STERLING

January 25, 1994

VIA FACSIMILE

- - - - -

Donald Oresman, Esq.  
Paramount Communcations Inc.  
15 Columbus Circle  
New York, New York 10023-7780

Request for Information

-----

Dear Donald:

We understand that yesterday QVC Network, Inc. requested certain written information from Paramount Communications Inc. and that Paramount has delivered such information to QVC, subject to a confidentiality agreement.

On behalf of our client, Viacom Inc., we hereby request that Paramount deliver the same information to Viacom. Viacom is prepared to negotiate and enter into a confidentiality agreement regarding such information.

Please do not hesitate to call me should you have any questions.

Very truly yours,

/s/ Creighton O'M. Condon

Creighton O'M. Condon

cc: Joel S. Hoffman  
Philippe P. Dauman  
Thomas Hawkins  
Richard Easton





PARAMOUNT COMMUNICATIONS INC.

BY HAND

January 25, 1994

Creighton O'M. Condon, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York

Dear Creighton:

Enclosed is a copy of the Lazard Freres January 21 presentation to the Board of Directors (it is in two parts -- one marked Presentation and the other marked Appendix) along with a copy of the Lazard Freres opinion. Also, please note that the appendix contains six loosely inserted summary fact sheets on Time Warner, Walt Disney and Turner Broadcasting. The above material was delivered to QVC. It is being delivered to you (other than the Lazard Freres opinion) pursuant to a confidentiality agreement between Lazard Freres and Viacom which I understand has been executed.

In addition to the enclosed material which was requested by QVC, an inquiry was made by QVC with respect to certain advice delivered by Simpson Thacher & Barlett. That advice was delivered orally at the Board Meeting on January 21 as the merger agreement did not contemplate a written opinion.

Sincerely,

/s/Donald Oresman