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HOLLYWOOD MEDIA CORP
Form SC 13D
March 20, 2003

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

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)

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

(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 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 Person 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

Item 1. Security and Issuer.

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.

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.

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.

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.

(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.

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

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

Sumner M. Redstone
Chairman and President

Viacom Inc.

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By: /s/Michael D. Fricklas

 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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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 |
|------------------|---|----------|---|

| | | | |
|----------------|--|----------|--|
| David Andelman | Lourie and Cutler 60 State Street Boston, MA 02109 | Attorney | Lourie and Cutler 60 State Street Boston, MA 02109 |
|----------------|--|----------|--|

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

| | | | |
|-------------------|---|---|--|
| 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 |
|-------------------|---|---|--|
