

PREISS BYRON MULTIMEDIA CO INC
Form SC 13D/A
March 20, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Byron Preiss Multimedia Company, Inc.
(Name of Issuer)

Common Stock, Par Value \$.001 Per Share
(Title of Class of Securities)

740445 10 1
(CUSIP Number)

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)

January 17, 1996
(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 / /.

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CUSIP No. 740445 10 1

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

I.R.S. Identification No. 04-2980402

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

/ / (a)-----
/ / (b)-----

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(3) SEC Use Only-----

(4) Sources of Funds (See Instructions) WC

(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	1,167,375*
Owned by			
Each	(9)	Sole Dispositive Power-----	
Reporting			
Person	(10)	Shared Dispositive Power	1,167,375*
With			

(11) Aggregate Amount Beneficially Owned by Each
Reporting Person 1,167,375*

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

(13) Percent of Class Represented by Amount in Row (11) 25.5%**

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

*Represents 852,375 shares of Common Stock (the "Shares") and 315,000 shares issuable pursuant to a currently exercisable warrant (the "Warrant"); the Warrant and Shares were acquired pursuant to a Stock Purchase Agreement dated as of March 22, 1995 (the "Stock Purchase Agreement"). Does not include shares potentially issuable pursuant to an additional warrant (the "Additional Warrant") acquired by Viacom International Inc. pursuant to the Stock Purchase Agreement, which may be exercised for an indeterminate number of shares of Common Stock upon certain conditions.

**Represents (i) the Shares plus shares issuable pursuant to the Warrant divided by (ii) the outstanding shares of Common Stock of the Company plus the shares issuable pursuant to the Warrant. None of the Reporting Persons have acquired any additional warrants or shares of Common Stock of the Company since March 22, 1995, the date of the event reported in the initial Statement.

CUSIP No. 740445 10 1

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

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IRS IDENTIFICATION No. 04-2949533

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

/ / (a)-----

/ / (b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions) WC**

(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	1,167,375*
Owned by		
Each	(9) Sole Dispositive Power-----	
Person		
With	(10) Shared Dispositive Power	1,167,375*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,167,375*

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

(13) Percent of Class Represented by Amount in Row (11) 25.5%

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

*Represents 852,375 shares of Common Stock (the "Shares") and 315,000 shares issuable pursuant to a currently exercisable warrant (the "Warrant"); the Warrant and Shares were acquired pursuant to a Stock Purchase Agreement dated as of March 22, 1995 (the "Stock Purchase Agreement"). Does not include shares potentially issuable pursuant to an additional warrant (the "Additional Warrant") acquired by Viacom International Inc. pursuant to the Stock Purchase Agreement, which may be exercised for an indeterminate number of shares of Common Stock upon certain conditions.

**Represents (i) the Shares plus shares issuable pursuant to the Warrant divided by (ii) the outstanding shares of Common Stock of the Company plus the shares issuable pursuant to the Warrant. None of the Reporting Persons have acquired any additional warrants or shares of Common Stock of the Company since March 22, 1995, the date of the event reported in the initial Statement.

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CUSIP No. 740445 10 1

(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 a Group (See Instructions)
 / / (a)-----
 / / (b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions) WC**

(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	(7)	Sole Voting Power-----	
	Shares			
Beneficially	Owned by	(8)	Shared Voting Power	1,167,375*
Each	Person	(9)	Sole Dispositive Power-----	
With		(10)	Shared Dispositive Power	1,167,375*
-----				-----

(11) Aggregate Amount Beneficially Owned by Each
 Reporting Person 1,167,375*

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

(13) Percent of Class Represented by Amount in Row (11) 25.5%

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

*Represents 852,375 shares of Common Stock (the "Shares") and 315,000 shares issuable pursuant to a currently exercisable warrant (the "Warrant"); the Warrant and Shares were acquired pursuant to a Stock Purchase Agreement dated as of March 22, 1995 (the "Stock Purchase Agreement"). Does not include shares potentially issuable pursuant to an additional warrant (the "Additional Warrant") acquired by Viacom International Inc. pursuant to the Stock Purchase Agreement, which may be exercised for an indeterminate number of shares of Common Stock upon certain conditions.

**Represents (i) the Shares plus shares issuable pursuant to the Warrant divided by (ii) the outstanding shares of Common Stock of the Company plus the shares

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issuable pursuant to the Warrant. None of the Reporting Persons have acquired any additional warrants or shares of Common Stock of the Company since March 22, 1995, the date of the event reported in the initial Statement.

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The Schedule 13D, previously filed by the undersigned with respect to the Common Stock, par value \$.001 per share, of Byron Preiss Multimedia Company, Inc., is hereby amended as follows:

Item 2. Identity and Background

Item 2 is amended and supplemented to report the current list of officers and directors of Viacom Inc. on Schedule I hereto, which became effective on January 17, 1996.

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Signature

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.

January 25, 1996

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
Deputy General Counsel

VIACOM INC.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
Deputy General Counsel

*

Sumner M. Redstone, Individually

*By /s/ Michael D. Fricklas

Michael D. Fricklas

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Attorney-in-Fact
 under the Limited Power of
 Attorney filed as Exhibit 99.6
 to the Statement

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Schedule I
 Executive Officers

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization Which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 01919
Vaughn A. Clarke	Viacom Inc. 1515 Broadway New York, NY 10016	Sr. VP, Treasurer of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016
Thomas E. Dooley*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom Inc. 1515 Broadway New York, NY 10016

*Also a Director

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Schedule I
 (Continued)

Name and Address of Corporation

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Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Other O Which E -----
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom 1515 Br New Yor
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom	Viacom 1515 Br New Yor
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom	Viacom 1515 Br New Yor
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom 1515 Br New Yor
Edward D. Horowitz	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom 1515 Br New Yor

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Schedule I
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name an of Corp Other O Which E -----
Henry Leingang	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer of Viacom	Viacom 1515 Br New Yor
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom 1515 Br New Yor
George S. Smith, Jr.	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom 1515 Br New Yor
Mark M. Weinstein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom 1515 Br New Yor

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Directors

George S. Abrams	Winer & Abrams One Court Street Boston, MA 02108	Attorney	Winer & One Cou Boston,
Steven R. Berrard	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of Viacom's Blockbuster Entertainment Group	Blockbu One Blo Fort La

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Schedule I
(Continued)

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and of Corp Other O Which E -----
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of Viacom's Blockbuster Entertainment Group	Blockbu One Blo Fort La
Ken Miller	C.S. First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of C.S. First Boston	C.S. Fi Park Av 55 East New Yor
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 (Residence)	Self-Employed	Nationa 200 Elm Dedham,
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	Nationa 200 Elm Dedham,
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10033	Vice Chairman -- Finance and Business Development of NYNEX	NYNEX C 335 Mad New Yor
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva 2495 Am New Yor
Ivan Seidenberg	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Board and Chief Executive Officer of NYNEX	NYNEX C 335 Mad New Yor

