

Edgar Filing: HOLLYWOOD MEDIA CORP - Form SC 13D/A

HOLLYWOOD MEDIA CORP  
Form SC 13D/A  
August 29, 2002

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

-----  
SCHEDULE 13D/A

(AMENDMENT No. 3)

Under the Securities Exchange Act of 1934

HOLLYWOOD MEDIA CORP.  
(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)

August 28, 2002  
(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

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

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                                 | (7) Sole Voting Power         |    |
| Beneficially Owned by Each Reporting Person With | (8) Shared Voting Power       | 0* |
|  | (9) Sole Dispositive Power    |    |
|  | (10) Shared Dispositive Power | 0* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 0\*

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

(13) Percent of Class Represented by Amount in Row (11) 0%\*

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

\*Pursuant to the events described in Items 4 and 5(e), on August 28, 2002, the Reporting Person ceased to be the beneficial owner of more than 5% of the Issuer's equity securities.

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CUSIP No. 089144109

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

NAIRI, INC.

I.R.S No. 04-3446887

(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       | 0* |
|   | (9) Sole Dispositive Power    |    |
|   | (10) Shared Dispositive Power | 0* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 0\*

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

(13) Percent of Class Represented by Amount in Row (11) 0%\*

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

\*Pursuant to the events described in Items 4 and 5(e), on August 28, 2002, the Reporting Person ceased to be the beneficial owner of more than 5% of the Issuer's equity securities.

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CUSIP No. 089144109

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

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NATIONAL AMUSEMENTS, INC.

I.R.S No. 04-2261332

(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 Maryland

|   |                               |    |
|---|-------------------------------|----|
| Number of Shares                            | (7) Sole Voting Power         |    |
| Beneficially Owned by Each Reporting Person | (8) Shared Voting Power       | 0* |
| With  | (9) Sole Dispositive Power    |    |
|   | (10) Shared Dispositive Power | 0* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 0\*

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

(13) Percent of Class Represented by Amount in Row (11) 0%\*

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

\*Pursuant to the events described in Items 4 and 5(e), on August 28, 2002, the Reporting Person ceased to be the beneficial owner of more than 5% of the Issuer's equity securities.

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CUSIP No. 089144109

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

SUMNER M. REDSTONE

S.S. No. 026-24-2929

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-----  
 (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    | (7) Sole Voting Power         |    |
| Shares       | -----                         |    |
| Beneficially | (8) Shared Voting Power       | 0* |
| Owned by     | -----                         |    |
| Each         | (9) Sole Dispositive Power    |    |
| Reporting    | -----                         |    |
| Person       | (10) Shared Dispositive Power | 0* |
| With         | -----                         |    |

-----  
 (11) Aggregate Amount Beneficially Owned by Each Reporting  
 0\*

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

-----  
 (13) Percent of Class Represented by Amount in Row (11) 0%\*

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

-----  
 \*Pursuant to the events described in Items 4 and 5(e), on August  
 28, 2002, the Reporting Person ceased to be the beneficial owner  
 of more than 5% of the Issuer's equity securities.

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Item 1. Security and Issuer.  
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This Amendment No. 3 is filed by Viacom Inc.  
 ("Viacom"), NAIRI, Inc., National Amusements, Inc. and Mr. Sumner  
 M. Redstone (collectively, the "Reporting Persons") and amends  
 and supplements the Statement on Schedule 13D originally filed  
 with the Securities and Exchange Commission ("SEC") on May 15,  
 2000, as amended by Amendment No. 1 filed with the SEC on  
 February 13, 2001, and Amendment No. 2 filed with the SEC on July  
 29, 2002 with respect to the Common Stock, par value \$.01 per  
 share (the "Common Shares"), of Hollywood Media Corp.  
 ("Hollywood" or the "Issuer") as follows:

Item 4. Purpose of Transaction.  
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Item 4 is amended and restated in its entirety as follows:

On August 28, 2002, Hollywood, hollywood.com, Inc., Broadway.com Inc., and Viacom entered into an Exchange Agreement ("Exchange Agreement") pursuant to which, among other things, Viacom conveyed to Hollywood all Common Shares owned by it and warrants issued to it by Hollywood.

Effective as of August 28, 2002, the following agreements between Viacom and Hollywood were terminated: (i) the Stock Purchase Agreement, dated as of August 26, 1999, as amended, (ii) the Content License Agreement, dated as of January 3, 2000, as amended (iii) the Investor's Rights Agreement, dated January 3, 2000, as amended, (iv) as between Viacom and Hollywood, the Voting Agreement, dated January 3, 2000 (v) the Securities Purchase Agreement, dated as of April 25, 2001, as amended, (vi) the Registration Rights Agreement, dated as of May 1, 2001 (vii) the Advertising and Promotion Agreement, dated as of January 3, 2000, as amended and (viii) the letter agreement dated May 1, 2001.

As a result of the termination of the Voting Agreement, effective as of August 28, 2002, any Viacom-designated members of the Hollywood Board of Directors resigned.

Item 5. Interest in Securities of the Issuer.  
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Item 5 is amended and restated in its entirety to read as follows:

(e) Effective August 28, 2002, pursuant to the events described in Item 4 above, the Reporting Persons ceased to be the beneficial owners of more than 5% of Hollywood's securities.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.  
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Item 6 is amended and restated in its entirety to read as follows:

Effective as of August 28, 2002, the referenced Agreements in Item 4 were terminated.

Item 7. Material to be Filed as Exhibits.  
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Exhibit 1 Joint Filing Agreement among Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

Exhibit 2 Exchange Agreement, dated as of August 28, 2002 among Hollywood Media Corp., hollywood.com, Inc., Broadway.com, Inc. and Viacom Inc. is hereby incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 28, 2002.

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.

August 29, 2002

VIACOM INC.

By: /s/Michael D. Fricklas\_  
-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and  
Secretary

NAIRI, Inc.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone,  
Chairman and Chief  
Executive  
Officer

/s/ Sumner M. Redstone  
-----  
Sumner M. Redstone,  
Individually

Exhibit 1

JOINT FILING AGREEMENT

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The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$.01 per share, of Hollywood Media Corp. (formerly named Hollywood.com, Inc.) is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 13TH day of February, 2001.

VIACOM INC.

By: /s/ Michael D. Fricklas  
-----  
Michael D. Fricklas  
Executive Vice President  
General Counsel and Secretary

NAIRI, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and President

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Chairman and  
Chief Executive Officer

By: /s/ Sumner M. Redstone  
-----  
Sumner M. Redstone  
Individually