

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 5)

Under the Securities Exchange Act of 1934

DISCOVERY ZONE, INC.  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share  
(Title of Class of Securities)

25468B 10 7  
(CUSIP Number)

Philippe P. Dauman, Esq.  
Viacom Inc.  
1515 Broadway  
New York, NY 10036  
Telephone: (212) 258-6139  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and Communications)

Copy to:

Stephen R. Volk, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, NY 10022  
Telephone: (212) 848-4000

November 16, 1994  
(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. 25468B 10 7

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
BLOCKBUSTER DISCOVERY INVESTMENT, INC.

-----  
I.R.S. Identification No. 65-0403677  
-----

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

(a)-----

(b)-----

(3) SEC Use Only-----

(4) Sources of Funds (See Instructions)-----

(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                      26,651,644  
-----

Owned by                      -----

Each                      (9) Sole Dispositive Power-----

Reporting Person -----  
 (10) Shared Dispositive Power 26,651,644 -----  
 -----  
 With  
 (11) Aggregate Amount Beneficially Owned by Each Reporting Person 26,651,664 -----  
 -----  
 (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)-----  
 (13) Percent of Class Represented by Amount in Row (11)-----  
 49.9% -----  
 -----  
 (14) Type of Reporting Person (See Instructions) C0 -----  
 -----

CUSIP No. 25468B 10 7

(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
BLOCKBUSTER AMUSEMENT HOLDING CORPORATION  
-----  
I.R.S. Identification No. 65-0403679  
-----

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

(3) SEC Use Only-----  
-----

(4) Sources of Funds (See Instructions)-----  
-----

(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	(8) Shared Voting Power	26,651,644
	(9) Sole Dispositive Power-----	
Each Reporting Person With	(10) Shared Dispositive Power	26,651,644

(11) Aggregate Amount Beneficially Owned by Each Reporting Person-----  
26,651,644  
-----

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

(13) Percent of Class Represented by Amount in Row (11)  
49.9%  
-----

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

CUSIP No. 25468B 10 7

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

-----  
I.R.S. Identification 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)-----  
-----

(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                      26,651,644  
Owned by

Each                      (9) Sole Dispositive Power-----  
-----

Reporting                      (10) Shared Dispositive Power                      26,651,644  
Person  
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person-----  
26,651,644  
-----

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

(13) Percent of Class Represented by Amount in Row (11)-----  
49.9%  
-----

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

- (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)-----  
-----
- (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         | 26,651,644 |
| Owned by     | -----                           | -----      |
| Each         | (9) Sole Dispositive Power----- |            |
| Reporting    | -----                           |            |
| Person       | (10) Shared Dispositive Power   | 26,651,644 |
| With         | -----                           | -----      |
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person-----  
26,651,644  
-----
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)-----
- (13) Percent of Class Represented by Amount in Row (11)-----  
49.9%  
-----
- (14) Type of Reporting Person (See Instructions) IN  
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This Amendment No. 5 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on June 3, 1993, as amended by Sumner M. Redstone, Viacom Inc. ("Viacom"), Blockbuster Amusement Holding Corporation, and Blockbuster Discovery Investment, Inc. (the "Statement"). This Amendment No. 5 is filed with respect to the shares of common stock, par value \$.01 per share (the "Common Stock"), of Discovery Zone, Inc. (the "Issuer"), a Delaware corporation, with its principal offices located at 205 North Michigan Avenue, Chicago, Illinois 60601. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background.  
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Item 2 is hereby amended and supplemented to reflect changes in the directors and executive officers of Viacom Inc. as set forth on Schedule I attached hereto. Schedule I sets forth the following information with respect to each such person:

(i) name;

(ii) business address (or residence address where indicated); and

(iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

All of the directors and executive officers of Viacom are citizens of the United States.

During the last five years, neither Viacom nor any person named in Schedule I attached hereto (including Mr. Redstone) 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.

Item 4. Purpose of the Transaction.  
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Item 4 is hereby amended and supplemented as follows:

On November 16, 1994, the Issuer increased the size of its Board of Directors (the "Issuer Board") by two directors by electing Steven R. Berrard and George D. Johnson, Jr., each of whom are directors of Viacom. There are currently 9 directors of the Issuer; 3 directors of the Issuer are directors of Viacom.

Item 7. Material to Be Filed as Exhibits.  
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99.1 Press release issued by Discovery Zone, Inc. on November 22, 1994.

Schedule I  
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; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Frank J. Biondi, Jr.*	Viacom International Inc. 1515 Broadway New York, NY 10036	President, Chief Executive Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Vaughn A. Clarke	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Philippe P. Dauman*	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Thomas E. Dooley	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Carl D. Folta	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Rudolph L. Hertlein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Edward D. Horowitz	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom International Inc. 1515 Broadway New York, NY 10036
Kevin C. Lavan	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Controller and Chief Accounting Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036

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\* Also a Director



Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
Henry Leingang	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
William A. Roskin	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
George S. Smith, Jr.	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Mark M. Weinstein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
DIRECTORS			
Steven R. Berrard	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of the Blockbuster Entertainment Group	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
William C. Ferguson	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Board and Chief Executive Officer of NYNEX	NYNEX Corporation 335 Madison Avenue New York, NY 10017
H. Wayne Huizenga	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	Vice Chairman of Viacom Inc.; Chairman of the Board and Chief Executive Officer of Blockbuster Entertainment Group; Chairman of the Board of Huizenga Holdings, Inc.; Chairman of the Board of Spelling Entertainment Group Inc.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
George D. Johnson, Jr.	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of the Blockbuster Entertainment Group	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
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. First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 [Residence]	Self-Employed	
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Vice Chairman--Finance and Business Development of NYNEX	NYNEX Corporation 335 Madison Avenue New York, NY 10017
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033



Signature  
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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.

December 12, 1994

BLOCKBUSTER DISCOVERY  
INVESTMENT, INC.

By /s/ Thomas W. Hawkins

-----  
Name: Thomas W. Hawkins  
Title: Executive Vice President,  
General Counsel and Secretary

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.

December 12, 1994

BLOCKBUSTER AMUSEMENT  
HOLDING CORPORATION

By /s/ Thomas W. Hawkins  
-----  
Name: Thomas W. Hawkins  
Title:Executive Vice President,  
General Counsel and Secretary

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.

December 12, 1994

VIACOM INC.

By /s/ Philippe P. Dauman

-----  
Name: Philippe P. Dauman  
Title: Executive Vice President,  
General Counsel, Chief  
Administrative Officer and  
Secretary

Signature  
-----

After reasonable 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.

December 12, 1994

\*

-----  
Sumner M. Redstone, Individually

\*By /s/ Philippe P. Dauman

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Philippe P. Dauman  
Attorney-in-Fact under the  
Limited Power of Attorney filed  
as Exhibit 99.2 to the Statement,  
Amendment No. 4.

Exhibit Index

Exhibit No. -----	Description -----	Page No. -----
99.1	Press release issued by Discovery Zone, Inc. on November 22, 1994.	

DISCOVERY ZONE NAMES TWO NEW MEMBERS  
TO BOARD OF DIRECTORS

CHICAGO, IL (November 22, 1994) -- Discovery Zone, Inc. (Nasdaq: ZONE) has added two new members to its Board of Directors. Steven R. Berrard, President and Chief Executive Officer of Viacom Inc.'s Blockbuster Entertainment Group, and George D. Johnson, Jr., President and Chief Operating Officer, Retail Operations of Blockbuster Entertainment Group, were elected to the Board on November 16, 1994.

Headquartered in Chicago, Ill., Discovery Zone, Inc. is the nation's largest owner and operator of indoor entertainment and fitness facilities (FunCenters) for children 12 and under. On September 2, 1994, Blockbuster Entertainment Corporation increased its equity interest in Discovery Zone from approximately 20 percent to approximately 50 percent. Blockbuster was then acquired by Viacom Inc. More than 800 Discovery Zone FunCenters are currently open and operating throughout the United States, Mexico, Canada, the United Kingdom and Spain, with a FunCenter scheduled to open in France in early 1995.