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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE 14D-1  
TENDER OFFER STATEMENT  
(AMENDMENT NO. 44)  
PURSUANT TO SECTION 14(D)(1) OF THE  
SECURITIES EXCHANGE ACT OF 1934 AND  
SCHEDULE 13D  
(AMENDMENT NO. 45)  
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:

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SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
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NEW YORK, NEW YORK 10022  
TEL.: (212) 735-3000

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This Amendment No. 44 to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 45 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"), the Third Supplement thereto dated January 18, 1994 (the "Third Supplement") and the Fourth

Supplement thereto dated February 1, 1994 (the "Fourth 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, the Fourth Supplement and the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented as follows:

On February 16, 1994, the Company advised Purchaser that a letter was mailed to participants in the Dividend Reinvestment Plan of the Company regarding the Offer.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

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

99(a)(100) Letter, dated February 16, 1994, to participants in the Dividend Reinvestment Plan of the Company

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.

February 17, 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  
Officer and President

\*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.

February 17, 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)(100)	Letter, dated February 16, 1994, to participants in the Dividend Reinvestment Plan of the Company

February 16, 1994

To Participants in the Dividend Reinvestment Plan of Paramount Communications Inc.:

On February 15, 1994 Viacom Inc. ("Viacom") reported that it had received tenders of approximately 74.6% of the outstanding shares, on a fully diluted basis, of Common Stock, par value \$1.00 per share (the "Shares") of Paramount Communications Inc. ("Paramount") pursuant to Viacom's offer to purchase Shares, as more fully described in our letter of February 1, 1994 and the materials enclosed therewith. As a result of the tender to Viacom of more than 50.1% of the outstanding Shares, Viacom has been declared the winning bidder for Paramount pursuant to bidding procedures established by Paramount.

On February 15, 1994, QVC Network, Inc. ("QVC") announced that it has terminated its tender offer for 50.1% of the Shares.

THE TENDER OFFER BY VIACOM HAS BEEN EXTENDED UNTIL 12:00 MIDNIGHT, NEW YORK CITY TIME ON MARCH 1, 1994. IF YOU HAVE PREVIOUSLY INSTRUCTED US TO TENDER THE SHARES IN YOUR ACCOUNT TO VIACOM YOU NEED TAKE NO FURTHER ACTION. HOWEVER, IF YOU HAVE INSTRUCTED US TO TENDER YOUR SHARES TO QVC OR YOU HAVE GIVEN US NO INSTRUCTIONS, WE CANNOT TENDER YOUR SHARES TO VIACOM UNLESS YOU INSTRUCT US TO DO SO. IF YOU WISH US TO TENDER ANY OR ALL OF THE SHARES HELD IN YOUR PLAN ACCOUNT TO VIACOM, PLEASE SO INSTRUCT US BY COMPLETING, EXECUTING AND RETURNING THE INSTRUCTION FORM ENCLOSED WITH THIS LETTER BY 5:00 P.M., NEW YORK CITY TIME ON FRIDAY, FEBRUARY 25, 1994. AN ENVELOPE IN WHICH TO RETURN YOUR INSTRUCTIONS TO US IS ALSO ENCLOSED.

Very truly yours,

Chemical Bank  
Plan Administrator

INSTRUCTIONS WITH RESPECT TO THE  
OFFER TO PURCHASE FOR CASH  
61,657,432 SHARES OF COMMON STOCK  
OF

PARAMOUNT COMMUNICATIONS INC.

The undersigned acknowledge(s) receipt of your letter dated February 16, 1994 and prior receipt of your letter enclosing the Fourth Supplement dated February 1, 1994 to the Offer to Purchase dated October 25, 1993 as supplemented by the Supplement thereto dated November 8, 1993, the Second Supplement thereto dated January 7, 1994, the Third Supplement thereto dated January 18, 1994 and the revised (Orange) Letter of Transmittal (which together constitute the "Offer"), in connection with the offer by Viacom Inc., a Delaware corporation, to purchase 61,657,432 shares of Common Stock, par value \$1.00 per share (the "Shares"), of Paramount Communications Inc., a Delaware corporation, or such greater number of Shares as equals 50.1% of the Shares outstanding plus the Shares issuable upon the exercise of the then exercisable stock options, as of the expiration of the Offer. The undersigned understand(s) that the Offer applies to Shares allocated to the account of the undersigned in the Company's Dividend Reinvestment Plan (the "Plan").

This will instruct you, as Dividend Reinvestment Agent, to instruct your nominee to tender the number of Shares indicated below (or, if no number is indicated below, all Shares) that are held for the Plan account of the undersigned, upon the terms and subject to the conditions set forth in the Offer.

NUMBER OF SHARES TO BE TENDERED:  
\_\_\_\_\_  
SHARES\*

SIGN HERE

\_\_\_\_\_

Dated: \_\_\_\_\_, 1994

Signature(s)

\_\_\_\_\_

\_\_\_\_\_

Please type or print name(s)

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Please type or print address

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Area Code and Telephone Number

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Taxpayer Identification or  
Social Security Number

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\* Unless otherwise indicated, it will be assumed that all Shares in your Plan account are to be tendered.