

SCHEDULE 13D

(Amendment No. 12)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.
(Name of Issuer)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

847807 10 4
(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)

Copy to:

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

November 11, 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 / /.

Page 1 of ___ Pages

CUSIP No. 847807 10 4

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

I.R.S. Identification No. 65-0418084

(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 69,010,580

Owned by -----

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

Reporting -----

Person (10) Shared Dispositive Power 69,010,580

With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23% (includes shares subject to currently exercisable warrants)

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

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
BLOCKBUSTER PICTURES HOLDING CORPORATION

I.R.S. Identification No. 65-0418087

(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 69,010,580
Owned by -----
Each (9) Sole Dispositive Power -----
Reporting -----
Person (10) Shared Dispositive Power 69,010,580
With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23% (includes shares subject to currently exercisable warrants)

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

(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 69,010,580

Owned by

Each (9) Sole Dispositive Power

Reporting

Person (10) Shared Dispositive Power 69,010,580

With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23% (includes shares subject to currently exercisable warrants)

(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 69,010,580
Owned by
Each (9) Sole Dispositive Power
Reporting
Person (10) Shared Dispositive Power 69,010,580
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23% (includes shares subject to currently exercisable warrants)

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

This Amendment No. 12 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on September 29, 1994 by Sumner M. Redstone, Viacom Inc. ("Viacom"), Blockbuster Pictures Holding Corporation ("Holdings") and SEGI Holding Co. ("SEGI"), as amended (the "Statement"). This Amendment No. 12 is filed with respect to the shares of common stock, par value \$.10 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Florida corporation, with its principal executive offices located at 5700 Wilshire Boulevard, Los Angeles, California 90036. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background

Item 2 is hereby amended and supplemented to reflect changes in the directors and executive officers of Viacom Inc. ("Viacom") 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

Item 4 is hereby amended and supplemented as follows:

On November 11, 1994, Issuer increased the size of its Board of Directors (the "Issuer Board") by two directors by electing Sumner M. Redstone, Frank J. Biondi, Jr., Philippe P. Dauman and J. Brian McGrath, and accepting the resignations of John T. Lawrence III and Alfred W. Martinelli

The addition of Messrs. Redstone, Biondi and Dauman, all of whom are directors of Viacom, to the Issuer Board, whose members include Chairman H. Wayne Huizenga and Steven R. Berrard, who are also Viacom directors, constitutes a majority of the Issuer Board being affiliated with Viacom.

Item 7. Material to Be Filed as Exhibits.

99.1 Press release issued by Spelling Entertainment
Group Inc. on November 14, 1994.

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.

November 14, 1994

SEGI HOLDING CO.

By /s/ Thomas W. Hawkins

Name: Thomas W. Hawkins
Title: Sr. 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.

November 14, 1994

BLOCKBUSTER PICTURES
HOLDING CORPORATION

By /s/ Thomas W. Hawkins

Name: Thomas W. Hawkins
Title: Sr. 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.

November 14, 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.

November 14, 1994

*

Sumner M. Redstone, Individually

*By /s/ Philippe P. Dauman

Philippe P. Dauman
Attorney-in-Fact
under the Limited Power of
Attorney filed as Exhibit 99.2
to the Statement, Amendment No. 11.

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. 200 Elm Street Dedham, MA 02026	Chairman of the Board of Viacom; Chairman of the Board and President, Chief Executive Officer of NAI	National Amusements, Inc. Viacom 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 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

*Director

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corporation or Other Organization in Which Employed -----
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
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 the Board of Viacom; Chairman of the Board of Huizenga Holdings, Inc.; Chairman of the Board of the Issuer	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	CS First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of CS First Boston	CS First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corporation or Other Organization in Which Employed -----
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 - 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

Exhibit Index

Exhibit No. -----	Description -----	Page No. -----
99.1	Press release issued by Spelling Entertainment Group Inc. on November 14, 1994	

SPELLING ELECTS NEW BOARD MEMBERS; REVISES DIVIDEND POLICY

LOS ANGELES, CA, November 14, 1994 - Spelling Entertainment Group Inc. (NYSE:SP) announced today the election to its Board of Directors of Sumner M. Redstone, Frank J. Biondi, Jr., Philippe P. Dauman and J. Brian McGrath.

Mr. Redstone is Chairman of the Board of Viacom Inc., one of the world's largest entertainment and publishing companies. Mr. Biondi is President and Chief Executive Officer, and Mr. Dauman is Executive Vice President, General Counsel and Chief Administrative Officer of Viacom. Mr. McGrath is Commissioner of the Thoroughbred Racing Associations. He has previously served in a number of executive positions in the entertainment industry, including President and Chief Executive Officer of ISL Marketing AG, a premier sports marketing company, various positions with Viacom, Executive Vice President of Columbia Pictures International and Coca-Cola Television and President and Chief Executive Officer of the Entertainment Business Sector International of The Coca-Cola Company.

Steven R. Berrard, President and Chief Executive Officer of the Company, commented, "The election of Messrs. Redstone, Biondi and Dauman reflects our new relationship with Viacom. The addition of all four new directors brings to the Spelling Board talented individuals with an impressive breadth of experience in the entertainment industry. We are very pleased to be adding their considerable talents and expertise to our Board of Directors."

In a separate action, Spelling's Board of Directors elected to discontinue its policy of paying quarterly dividends. Mr. Berrard stated "Viacom, like Blockbuster, has expressed tremendous enthusiasm for Spelling's growth prospects. Given the Company's expansion plans, the Board determined that it was in the best interest of all the Company's shareholders to reinvest available capital in the businesses of the Company."

Spelling's operations encompass a broad range of businesses in the entertainment industry, including the worldwide distribution and production of television series, mini-series, movies for television, feature films and interactive entertainment. The Company holds a library in excess of 20,000 hours of programming. Viacom Inc. (AMEX: VIA, VIA.B) owns approximately 78% of the Company's outstanding common stock.