

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

SWITCHBOARD, INC.  
(Name of Issuer)

Common Stock, Par Value \$.01 per share  
(Title of Class of Securities)

871045-10-0  
(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)

May 4, 2000  
(Date of Event which Requires Filing of this Statement)

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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. 871045-10-0

(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)

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(3) SEC Use Only

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(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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	8,555,497*
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	8,555,497*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
8,555,497

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

(13) Percent of Class Represented by Amount in Row (11)  
36%\*

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

\* Includes 1,066,937 shares underlying currently exercisable warrants.

CUSIP No. 871045-10-0

(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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	8,555,497*
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	8,555,497*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,555,497\*

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

(13) Percent of Class Represented by Amount in Row (11) 36%

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

\* Includes 1,066,937 shares underlying currently exercisable warrants.

Item 1. Security and Issuer.  
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The class of equity securities to which this Statement on Schedule 13D relates is the Common Stock, \$.01 par value per share (the "Common Shares"), of Switchboard, Inc. (the "Issuer"), a Delaware corporation, with its principal executive office located at 115 Flanders Road, Westboro, Massachusetts 01581.

Item 2. Identity and Background.  
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This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), and Viacom Inc. ("Viacom") (collectively, the "Reporting Persons").

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Rhode Island corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of Viacom, NAIRI and NAI are set forth on Schedules I through III attached hereto, containing the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through III attached hereto 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.

Except for Jan Leschly, who is a Danish citizen, all of the directors of Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of CBS Corporation ("CBS"), immediate prior owner of the Common Shares and Special Preferred Stock (as defined in Item 5 below), with and into Viacom on May 4, 2000.

Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of CBS, immediate prior owner of the Common Shares and Special Preferred Stock, with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. Notwithstanding the foregoing, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) and (b) Viacom is currently the beneficial owner, with shared dispositive and voting power, of 8,555,497 Common Shares, including 1,066,937 Common Shares underlying currently exercisable warrants (the "Subject Warrants"), and one share of Series E Special Voting Preferred Stock (the "Special Preferred Stock") or approximately 36%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding and assuming the exercise of all the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 8,555,497 Common Shares, including 1,066,937 Common Shares underlying the Subject Warrants, and the Special Preferred Stock or approximately 36%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding and assuming the exercise of all the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 8,555,497 Common Shares, including 1,066,937 Common Shares underlying the Subject Warrants and the Special Preferred Stock or approximately 36%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding and assuming the exercise of all the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 8,555,497 Common Shares, including 1,066,937 Common Shares underlying the Subject Warrants, and the Special Preferred Stock or approximately 36% of the issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding and assuming the exercise of all the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

(c) The Issuer's Common Shares and Special Preferred Stock were acquired by the Reporting Persons pursuant to the merger of CBS, immediate prior owner of the Common Shares and Special Preferred Stock, with and into Viacom on May 4, 2000.

(d) None.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None of the Reporting Persons have entered into, or amended any existing, agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D, or amendment thereto, that was filed by certain of the Reporting Persons or any predecessor thereof. Viacom, as successor by merger to CBS, has assumed all rights and obligations of CBS.

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. Pursuant to Rule 13d-1(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

May 15, 2000

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

National Amusements, Inc.

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

NAIRI, Inc.

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

Viacom Inc.

By: /s/Michael D. Fricklas  
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Michael D. Fricklas  
Senior Vice President,  
General Counsel and Secretary

SCHEDULE I

VIACOM INC.

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EXECUTIVE OFFICERS  
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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 and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; President and Chief Executive Officer of Viacom International Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. and Viacom International Inc.	Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Fredric Reynolds	Viacom Inc. 1515 Broadway New York, NY 10	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036

\*Also a Director

SCHEDULE I  
(continued)

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DIRECTORS  
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George S. Winer & Abrams Attorney Winer & Abrams  
Abrams 60 State Street 60 State Street  
Boston, MA 02109 Boston, MA  
02109

George H. AKAMI Chairman and Chief  
Conrades Technologies Executive Officer of  
201 Broadway AKAMI Technologies  
Cambridge, MA  
02139

Philippe 121 East 65th Director of Viacom  
P. Dauman Street Inc. and National  
New York, NY Amusements, Inc.  
10021

Thomas E. 243 Cleft Road Director of Viacom  
Dooley Mill Neck, NY Inc.  
11937

William H. UNCF President and Chief  
Gray III 8260 Willow Oaks Executive Officer of  
Corporate Drive The  
Fairfax, VA College Fund/UNCF  
22031

Jan SmithKline Chief Executive  
Leschly Beecham (Retired) of  
P.O. Box 7929 SmithKline Beecham  
Philadelphia, PA  
19101

David T. Orion Safety Chairman and Chief  
McLaughlin Products Executive Officer of  
P.O. Box 2047 Orion Safety Products  
Easton, MD 21601

Ken Miller Credit Suisse Vice Chairman of C.S. Credit Suisse  
First Boston First Boston  
Corporation  
11 Madison  
Avenue - 22nd  
Floor  
New York, NY  
10010

Leslie Viacom Inc. President and Chief CBS Television  
Moonves 1515 Broadway Executive Officer of 7800 Beverly  
New York, NY CBS Television Blvd.  
10036 Los Angeles, CA  
90036

Brent D. c/o Showtime Director of National National  
Redstone Networks Inc. Amusements, Inc. Amusements,  
1633 Broadway Inc.  
New York, NY 200 Elm Street  
10019 Dedham, MA

Shari National President of National 02026  
Redstone Amusements, Inc. Amusements, National  
200 Elm Street Inc.  
Dedham, MA 02026 200 Elm Street  
Dedham, MA  
02026

Fredric V. Bell Atlantic Vice Chairman-- Bell Atlantic  
Salerno Corporation Finance and Business Corporation  
1095 Avenue of Development of Bell 1095 Avenue of  
the Americas Atlantic the Americas  
New York, NY New York, NY  
10036 10036

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
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Ivan Seidenberg	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Chairman of the Board and Chief Executive Officer of Bell Atlantic	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036
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Patty Stonesifer	Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102	Co-Chair and President of Bill and Melinda Gates Foundation	
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Robert D. Walter	Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017	Chairman and Chief Executive Officer of Cardinal Health, Inc.	
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SCHEDULE II

NAIRI, INC.

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EXECUTIVE OFFICERS

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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 Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard	National	Vice President of	National

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Sherman	Amusements, Inc.	National Amusements,	Amusements, Inc.
	200 Elm Street	Inc. and NAIRI, Inc.	200 Elm Street
	Dedham, MA 02026		Dedham, MA
			02026

\*Also a Director

SCHEDULE III

NATIONAL AMUSEMENTS, INC.

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

Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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\*Also a Director

DIRECTORS

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
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David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
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Philippe Residence: Director of National  
P. Dauman 121 East 65th Amusement, Inc. and  
Street Viacom Inc.  
New York, NY  
10021

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Brent D. c/o Showtime Director of National National  
Redstone Networks Inc. Amusements, Inc. Amusements, Inc.  
1633 Broadway 200 Elm Street  
New York, NY Dedham, MA  
10019 02026

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