

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

GEMSTAR INTERNATIONAL GROUP LTD.
(Name of Issuer)

Ordinary Shares, par value \$.01 per share
(Title of Class of Securities)

G-3788-V106
(CUSIP Number)

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)

February 7, 1998
(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. G-3788-V106

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
VIACOM INTERNATIONAL INC.
I.R.S. Identification No. 13-3844753

(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 Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power | |
| | (8) Shared Voting Power | 2,895,743 |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 2,895,743 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

2,895,743

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

(13) Percent of Class Represented by Amount in Row (11)
6.02%

(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

I.R.S. Identification 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 | 22,126 |
| Shares | | | ----- |
| Beneficially | (8) | Shared Voting Power | 2,895,743 |
| Owned by | | | ----- |
| Each | (9) | Sole Dispositive Power | 22,126 |
| Reporting | | | ----- |
| Person | (10) | Shared Dispositive Power | 2,895,743 |
| With | | | ----- |
| ----- | | | |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,917,869

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

(13) Percent of Class Represented by Amount in Row (11)
6.07%

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

This Amendment No. 1 amends the Statement on Schedule 13D filed with The Securities and Exchange Commission on May 19, 1997 by Viacom International Inc. (the "Company") and Mr. Sumner M. Redstone ("Redstone") with respect to the voting Ordinary Shares, \$.01 par value per share (the "Ordinary Shares"), of Gemstar International Group Limited, a British Virgin Islands corporation (the "Issuer"), with its principal executive office located at 135 North Los Robles Avenue, Suite 800, Pasadena, California 91101.

Item 2. Identity and Background.

Item 2 is hereby amended to reflect changes in Schedules I and II attached hereto.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On February 7, 1998, the Company entered into Stock Purchase Agreement with THOMSON multimedia S.A. ("Thomson") pursuant to which Thomson agreed to acquire from the Company and the Company agreed to sell to Thomson 600,000 Ordinary Shares for an aggregate purchase price of \$19.2 million. The Closing of the purchase and sale took place on February 12, 1998. Although the Reporting Persons may, at any time and from time to time, purchase or sell Ordinary Shares in public or private transactions, 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 Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The Company beneficially owns 2,895,743 Ordinary Shares, which represent approximately 6.02% of the issued and outstanding Ordinary Shares (based on the number of Ordinary Shares of the Issuer that were reported by the Issuer to issued and outstanding as of October 31, 1997). Such shares consist of:

- (i) 2,154,154 Ordinary Shares held directly by the Company over which the Company has voting and dispositive power; and
- (ii) 681,475 shares of Common Stock held by Virgin Interactive Entertainment Inc., a Delaware corporation. The issued and outstanding shares of Virgin Interactive Entertainment Inc. are owned by Virgin Interactive Entertainment (Investment) Ltd., a United Kingdom corporation, which in turn is wholly owned by Virgin Interactive Entertainment (Holdings) Ltd., a United Kingdom corporation. The issued and outstanding shares of Virgin Interactive Entertainment (Holdings) Ltd. are owned by Virgin Interactive Entertainment Ltd., a United Kingdom corporation. Virgin Interactive Entertainment Ltd. is owned approximately 91% by Spelling Entertainment Group Inc., a Delaware corporation, and approximately 9% by the Company. SEGI Holding Corp., a Delaware corporation, beneficially owns approximately 80% of Spelling Entertainment Group Inc. and is a wholly owned subsidiary of Blockbuster Pictures Holding Corporation, a Delaware corporation, which in turn is a wholly owned subsidiary of the Company.

Viacom Inc. ("Viacom"), as the sole shareholder of the Company, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5.

National Amusements, Inc. ("NAI"), as the controlling shareholder of Viacom, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5.

Redstone, as the controlling stockholder of NAI, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5. Redstone also owns 22,126 Ordinary Shares of Common Stock directly. The aggregate beneficial ownership of Redstone is approximately 6.07%.

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

On February 7, 1998, the Company entered into a Stock Purchase Agreement with Thomson pursuant to which Thomson agreed to acquire from the Company and the Company agreed to sell to Thomson, 600,000 Ordinary Shares for an aggregate purchase price of \$19.2 million. The Closing of the purchase and sale took place on February 12, 1998.

Item 7. Material to Be Filed as Exhibits.

- 99.1 Stock Purchase Agreement, dated February 7, 1998, between Viacom International Inc. and THOMSON Multimedia S.A.
- 99.2 Agreement between Viacom International Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

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.

February 13, 1998

Viacom International Inc.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

Schedule I
Viacom International 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 and Chief Executive Officer of Viacom Inc.; Chairman of the Board and President, 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 |
| Philippe P. Dauman* | Viacom Inc. 1515 Broadway New York, NY 10036 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Thomas E. Dooley | Viacom Inc. 1515 Broadway New York, NY 10036 | Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Robert M. Bakish | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Planning, Development and Technology of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |

*Also a Director

Schedule I
Continued

| | | | |
|-----------------------|---|---|--|
| Michael D. Fricklas* | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary 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 |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Carol Melton | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs 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 |
| Martin Shea | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Investor Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| George S. Smith, Jr.* | Viacom Inc. 1515 Broadway New York, NY 10036 | 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 II
Viacom Inc.
Executive Officers

| Name | Business of 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 President, 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 |
| Philippe P. Dauman* | Viacom Inc. 1515 Broadway New York, NY 10036 | Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Thomas E. Dooley* | Viacom Inc. 1515 Broadway New York, NY 10036 | Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Robert M. Bakish | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Planning, Development and Technology of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |

*Also a Director

Schedule II
Continue

| | | | |
|-------------------------|---|---|--|
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary 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 |
| Rudolph L. Hertlein | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| Carol Melton | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Government Affairs 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 |
| Martin Shea | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Investor Relations of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
| George S. Smith, Jr. | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |

Directors

| | | | |
|------------------|--|---|--|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
| Ken Miller | Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010 | Vice Chairman of Credit Suisse First Boston Corporation | Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010 |

Schedule II
Continued

| | | | |
|------------------------|---|---|--|
| Brent D. Redstone | c/o Showtime Networks Inc. 8101 E. Prentice Avenue Suite 704 Englewood, CO 80111 | Director of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Shari Redstone | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Executive Vice President and Director of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Frederic V. Salerno | Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036 | Vice Chairman--Finance and Business Development of Bell Atlantic Corporation | Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036 |
| William Schwartz | Yeshiva University 2495 Amsterdam Avenue Yew York, NY 10033 | VP for Academic Affairs (Chief Academic Officer) of Yeshiva University | Yeshiva University 2495 Amsterdam Avenue New York, NY 10033 |
| 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 Corporation | Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036 |

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| ----- | ----- |
| 99.1 | Stock Purchase Agreement, dated February 7, 1998, between Viacom International Inc. and THOMSON multimedia S.A. |
| 99.2 | Agreement between Viacom International Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii). |

Viacom International Inc.
1515 Broadway
New York, New York 10036

THOMSON multimedia S.A.
46 quai A.LE GALLO
92648 BOULOGNE
CEDEX, France

LETTER AGREEMENT

February 7, 1998

Dear Sirs:

We write to confirm the agreement between THOMSON multimedia S.A. ("Thomson") and Viacom International Inc. ("Viacom") regarding the purchase and sale of shares of ordinary shares, \$.01 par value per share (the "Gemstar Ordinary Shares") of Gemstar International Group Limited ("Gemstar") from Viacom to Thomson (referred to herein as the "Letter Agreement") as follows:

WHEREAS, Viacom is the holder of certain shares of Gemstar Ordinary Shares; and

WHEREAS, Thomson desires to purchase the 600,000 shares of Gemstar Ordinary Shares owned by Viacom and Viacom desires to sell such Shares to Thomson.

WHEREAS, NOW, THEREFORE, for good and valuable consideration, Viacom and Thomson agree as follows:

1. Sale of the Gemstar Ordinary Shares from Viacom to Thomson; Purchase Price. Viacom hereby agrees to sell, convey and transfer to Thomson 600,000 Gemstar Ordinary Shares (the "Sale Shares"). As consideration for the 600,000 Gemstar Ordinary Shares, Thomson agrees to pay Viacom \$19,200,000.00 (equal to \$32.00 per share of Gemstar Ordinary Shares).

Viacom will deliver the certificate(s) representing Sale Shares to Thomson in its offices or the offices of its agent or other designee in the United States against payment of the purchase price in immediately available funds by wire transfer to the order of Viacom, to an account specified by Viacom, with such payment to be made on February 12, 1998 at 10:00 a.m., New York City time, or such other time and place as the parties hereto determine.

2. Representations and Warranties.

a. Thomson. Thomson represents and warrants to Viacom that:

- (i) the execution, delivery and performance of this Letter Agreement and the transactions contemplated hereby are within its corporate powers and this Letter Agreement has been duly authorized by all necessary corporate action and duly executed and delivered on its behalf; and
- (ii) Thomson is not acquiring the Sale Shares for resale with a view to or in connection with a distribution of such Sale Shares.

b. Viacom. Viacom represents and warrants to Thomson that:

- (i) the execution, delivery and performance of this Letter Agreement and the transactions contemplated hereby are within its corporate powers and this Letter Agreement has been duly authorized by all necessary corporate action and duly executed and delivered on its behalf. .
- (ii) Viacom has all right, title and interest in, under and to the Sale Shares, and, other than as contemplated by this Letter Agreement, Viacom has not pledged, hypothecated or otherwise encumbered the Sale Shares nor has Viacom contracted or otherwise agreed to sell, transfer, assign or otherwise agreed to dispose of the Sale Shares nor has Viacom contracted to or otherwise agreed to any such pledge, hypothecation, or encumbrance.

3. Securities Laws. Viacom and Thomson hereby acknowledge and agree that the transactions contemplated hereunder have not been registered under the United States Securities Act of 1933, as amended, and the rules and regulations thereunder (the "Securities Act"), or any state or other securities laws and that the transfer of the Sale Shares was conducted pursuant to one or more exemptions under the Securities Act, or state or other securities laws. Thomson

acknowledges that the Sale Shares may not be sold without registration under the Securities Act and state or other securities laws and that the certificate(s) representing the Sale Shares have one or more restrictive legends affixed thereto.

4. Governing Law; Venue. This Letter Agreement shall be governed by the laws of the State of New York, and the sale of the Gemstar Ordinary Shares shall be deemed to have occurred in the State of New York.

IN WITNESS WHEREOF, the parties have entered into this Letter Agreement as of the date first set forth above.

THOMSON multimedia S.A.

By: -----
Name:
Title:

Viacom International Inc.

By: -----
Name:
Title:

Pursuant to Rule 13d-1(f)(1)(iii) of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that the statement to which this Exhibit is attached is filed on its behalf.

February 13, 1998

Viacom International Inc.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually