

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14D-1  
(Amendment No. 2)  
(Final Amendment)  
and  
SCHEDULE 13D  
(Amendment No. 24)

Tender Offer Statement Pursuant to Section 14(d) (1)  
of the Securities Exchange Act of 1934

-----  
SPELLING ENTERTAINMENT GROUP INC.  
(Name of Subject Company)  
-----

VSEG ACQUISITION INC.  
VIACOM INTERNATIONAL INC.  
VIACOM INC.  
(Bidders)

-----  
Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

-----  
847807  
(CUSIP Number of Class of Securities)

-----  
Michael D. Fricklas, Esq.  
VSEG ACQUISITION INC.  
VIACOM INTERNATIONAL INC.  
VIACOM INC.  
(212) 258-6000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of Bidder)

-----  
With Copies to:

Creighton O'M Condon, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

June 21, 1999

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above

Viacom Inc.

-----  
2. Check the appropriate Box if a member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Source of Funds

-----  
5. Check Box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(e) or 2(f)

-----  
6. Citizenship or Place of Incorporation

Delaware

-----  
7. Aggregate Amount Beneficially Owned by Each Reporting Person

90,708,429

-----  
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

-----  
9. Percent of Class Represented by Amount in Row (7)

97.2%

-----  
10. Type of Reporting Person

CO

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above

Viacom International Inc.

-----  
2. Check the appropriate Box if a member of a Group

(a) |\_ |  
(b) |\_ |

-----  
3. SEC Use Only

-----  
4. Source of Funds

WC

-----  
5. Check Box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(e) or 2(f)

|\_ |

-----  
6. Citizenship or Place of Incorporation

Delaware

-----  
7. Aggregate Amount Beneficially Owned by Each Reporting Person

90,708,429

-----  
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

|\_ |

-----  
9. Percent of Class Represented by Amount in Row (7)

97.2%

-----  
10. Type of Reporting Person

CO

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above  
  
VSEG Acquisition Inc.  
-----

2. Check the appropriate Box if a member of a Group  
  

|     |                          |
|-----|--------------------------|
| (a) | <input type="checkbox"/> |
| (b) | <input type="checkbox"/> |

  
-----

3. SEC Use Only  
-----

4. Source of Funds  
  
WC  
-----

5. Check Box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(e) or 2(f)  
  

|                          |
|--------------------------|
| <input type="checkbox"/> |
|--------------------------|

  
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6. Citizenship or Place of Incorporation  
  
Delaware  
-----

7. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
90,708,429  
-----

8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares  
  

|                          |
|--------------------------|
| <input type="checkbox"/> |
|--------------------------|

  
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9. Percent of Class Represented by Amount in Row (7)  
  
97.2%  
-----

10. Type of Reporting Person  
  
CO  
-----

-----  
1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above

Sumner M. Redstone.

-----  
2. Check the appropriate Box if a member of a Group

(a) |\_ |  
(b) |\_ |

-----  
3. SEC Use Only

-----  
4. Source of Funds

OO

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5. Check Box if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(e) or 2(f)

|\_ |

-----  
6. Citizenship or Place of Incorporation

United States

-----  
7. Aggregate Amount Beneficially Owned by Each Reporting Person

90,708,429

-----  
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain Shares

|\_ |

-----  
9. Percent of Class Represented by Amount in Row (7)

97.2%

-----  
10. Type of Reporting Person

IN

This Amendment No. 2 (Final Amendment) to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 24 to Schedule 13D relates to the offer by VSEG Acquisition Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Viacom International Inc., a Delaware corporation ("Parent"), to purchase all outstanding shares (the "Shares") of common stock, par value \$0.001 per share (the "Common Stock"), of Spelling Entertainment Group Inc., a Delaware corporation (the "Company"), at a price of \$9.75 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 May 21, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which together constitute the "Offer").

Item 6. Interest in Securities of the Subject Company.

Item 6 of the Schedule 14D-1 is hereby amended and supplemented as follows:

The Offer expired as scheduled at 12:00 midnight, New York City time, on Friday, June 18, 1999. Based on a preliminary count, 15,492,326 Shares were tendered (of which 423,520 Shares were tendered pursuant to notices of guaranteed delivery) representing approximately 16.6% of the issued and outstanding Shares. On Saturday, June 19, 1999, effective as of 12:01 a.m., all Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. In addition to the Shares acquired pursuant to the Offer, Parent beneficially owns 75,216,103 Shares, representing approximately 80.6% of the issued and outstanding Shares. As a result, Parent and Purchaser own approximately 97.2% of the issued and outstanding Shares. Parent intends to effect the merger of Purchaser with and into the Company as promptly as practicable. Parent and Purchaser own a sufficient number of Shares to enable Purchaser to effect the Merger without a vote or meeting of the Company's shareholders. Pursuant to the Merger, Shares of the Company that were not tendered into the Offer will be canceled and converted automatically into the right to receive \$9.75 per Share in cash, subject to dissenters' rights. Following the Merger, the Company will become a wholly owned subsidiary of Parent. A press release issued by Parent on June 21, 1999 announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibit (a) (10) and is incorporated herein by reference.

Item 11. Material to Be Filed as Exhibits.

Item 11 of the Schedule 14D-1 is hereby amended by adding the following Exhibits:

- (a) (10) Press Release issued by Parent and the Company on June 21, 1999.
- 99.3 Agreement among Viacom International Inc., VSEG Acquisition Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(k) (1) (iii).

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.

June 21, 1999

VSEG ACQUISITION INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel

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.

June 21, 1999

VIACOM INTERNATIONAL INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel



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.

June 21, 1999

VIACOM INC.

By: \S\ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel

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.

June 21, 1999

By: \_\_\_\_\_  
\*  
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  
Amendment No. 11 to the Statement on  
Schedule 13D filed on March 7, 1993 in  
respect of the common stock of Spelling  
Entertainment Group Inc.

EXHIBIT INDEX

Exhibit No.

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- (a) (10) Press Release issued by Parent and the Company on June 21, 1999.
  
- 99.3 Agreement among VSEG Acquisition Inc., Viacom International Inc., Viacom Inc. and Sumner M. Redstone pursuant to Rule 13d-1(k) (1) (iii).

## Viacom Completes Tender Offer for Spelling

NEW YORK, NY, June 21, 1999--Viacom Inc. (NYSE: VIA - news, VIA.B) announced today that it has completed its tender offer for all outstanding shares of common stock of Spelling Entertainment Group Inc. (NYSE: SP, PSE: SP) that it does not already own for \$9.75 per share in cash. The tender offer expired as scheduled at 12:00 midnight, New York City time, on Friday, June 18, 1999. Based on a preliminary count, 15,492,326 shares of Spelling common stock were tendered (of which 423,520 shares were tendered pursuant to notices of guaranteed delivery). The tendered shares along with the shares of common stock already owned by Viacom represent approximately 97.2% of all of the issued and outstanding shares of Spelling. All shares validly tendered and not withdrawn prior to the expiration of the tender offer were accepted for payment.

The tender offer was made under the terms of a merger agreement between Spelling and Viacom. Also under that merger agreement, Viacom will acquire all of the remaining shares of Spelling it does not own in a merger to take place later this week. In the merger, all remaining shares of Spelling not purchased in the offer (other than those held by Viacom) will be converted into the right to receive \$9.75 per share in cash, subject to dissenters' rights.

Spelling Entertainment Group Inc. is a leading producer and distributor of television and film entertainment and comprises Spelling Television, Big Ticket Television, Worldvision Enterprises and Hamilton Projects. The Company is one of the largest producers of television programming and, through its combined libraries, controls approximately 10,000 hours of programming for worldwide distribution.

Viacom Inc. is one of the world's largest entertainment companies and is a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster, MTV Networks, Paramount Pictures, Paramount Television, Paramount Parks, Showtime Networks, Simon & Schuster, 19 television stations, and movie screens in 12 countries. Viacom also owns half-interests in Comedy Central, UPN and UCI. National Amusements, Inc., a closely held corporation which operates approximately 1,300 screens in the U.S., the U.K. and South America, is the parent company of Viacom. More information about Viacom is available at the Company's Web site located at <http://www.viacom.com>.

Contact:

Susan Duffy  
(212) 258-6347

Pursuant to Rule 13d-1(k) (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.

June 21, 1999

VSEG ACQUISITION INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel

VIACOM INTERNATIONAL INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel

VIACOM INC.

By: \S\ Michael D. Fricklas  
-----  
Name: Michael D. Fricklas  
Title: Senior Vice President,  
General Counsel

By: \_\_\_\_\_  
\*  
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  
Amendment No. 11 to the Statement on  
Schedule 13D filed on March 7, 1993 in  
respect of the common stock of Spelling  
Entertainment Group Inc.