

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 21, 1999

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware	1-9553	04-2949533
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

1515 Broadway, New York, New York 10036

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 258-6000

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Item 5. Other Events.

On June 21, 1999, Viacom Inc., a Delaware corporation ("Viacom"), announced that it had completed its tender offer for all outstanding shares of common stock of Spelling Entertainment Group Inc. ("Spelling") that it did not already own for \$9.75 per share in cash.

The tender offer was made under the terms of a merger agreement between Spelling and Viacom.

Under the terms of the merger agreement, Viacom acquired all of the remaining shares of Spelling, not purchased in the offer, through a merger which was completed yesterday, June 23, 1999. As a result of the merger, Viacom owns 100% of Spelling and Spelling's shares have been delisted from the New York and Pacific Stock Exchanges. In the merger, all remaining shares of Spelling not purchased in the offer (other than those held by Viacom) were converted into the right to receive \$9.75 per share in cash, subject to dissenter's rights.

A copy of the press release issued by Viacom dated June 21, 1999, describing the completion of the tender offer, is attached hereto as Exhibit 99.1.

A copy of the press release issued by Viacom dated June 24, 1999, announcing the completion of the merger, is attached hereto as Exhibit 99.2.

Item 7. Financial Statements and Exhibits.

(c) The following exhibit is filed as part of this report on Form 8-K:

99.1 Press Release issued by Viacom dated June 21, 1999.

99.2 Press Release issued by Viacom dated June 24, 1999.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

Date: June 24, 1999

By: /s/ Michael D. Fricklas

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

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EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release issued by Viacom dated June 21, 1999.
99.2	Press Release issued by Viacom dated June 24, 1999.

VIACOM COMPLETES TENDER OFFER FOR SPELLING

New York, NY, June 21, 1999 -- Viacom Inc. (NYSE: VIA, 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 dissenter's 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>.

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Contact:
Susan Duffy
(212)258-6347

VIACOM COMPLETES MERGER OF SPELLING

New York, NY, June 24, 1999 - Viacom Inc. (NYSE: VIA, VIA.B) announced today that it completed the acquisition of Spelling Entertainment Group Inc. (NYSE, PSE: SP) through a merger of Spelling and a wholly owned subsidiary of Viacom on June 23. As a result of the merger, Viacom owns 100% of Spelling and Spelling's shares have been delisted from the New York and Pacific Stock Exchanges.

The merger was previously approved by the Boards of Directors of Viacom and Spelling. As a result of the merger, each share of Spelling common stock was converted into the right to receive \$9.75 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>.

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