

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT
(AMENDMENT NO. 41)
PURSUANT TO SECTION 14(D)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934 AND
SCHEDULE 13D
(AMENDMENT NO. 42)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

PARAMOUNT COMMUNICATIONS INC.
(Name of Subject Company)

VIACOM INC.
NATIONAL AMUSEMENTS, INC.
SUMNER M. REDSTONE
BLOCKBUSTER ENTERTAINMENT CORPORATION
(Bidder)

COMMON STOCK, \$1.00 PAR VALUE
(Title of Class of Securities)

699216 10 7
(CUSIP Number of Class of Securities)

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 on Behalf of Bidder)

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Page 1 of Pages
Exhibit Index on Page

This Amendment No. 41 to the Tender Offer Statement on Schedule 14D-1 and Amendment No. 42 to Schedule 13D (the "Statement") relates to the offer by Viacom Inc., a Delaware corporation ("Purchaser"), to purchase shares of Common Stock, par value \$1.00 per share (the "Shares"), of Paramount Communications Inc., a Delaware corporation (the "Company"), at a price of \$107 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 October 25, 1993 (the "Offer to Purchase"), a copy of which was attached as Exhibit (a)(1) to Amendment No. 1, filed with the Securities and Exchange Commission (the "Commission") on October 26, 1993, to the Tender Offer Statement on Schedule 14D-1 filed with the Commission on October 25, 1993 (the "Schedule 14D-1"), as supplemented by the Supplement thereto dated November 8, 1993 (the "First Supplement"), the Second Supplement thereto dated January 7, 1994 (the "Second Supplement"), the Third Supplement thereto dated January 18, 1994 (the "Third Supplement") and the Fourth

Supplement thereto dated February 1, 1994 (the "Fourth Supplement") and in the related Letters of Transmittal.

Capitalized terms used but not defined herein have the meanings assigned to such terms in the Offer to Purchase, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and the Schedule 14D-1.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS WITH THE SUBJECT COMPANY.

Item 3(b) is hereby amended and supplemented as follows:

On February 10, 1994, Purchaser delivered a letter to the Paramount Board relating to recent press reports with respect to certain QVC statements to investors and analysts. A copy of such letter is filed as Exhibit (a)(95) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented to add the following Exhibit:

99(a)(95) Letter, dated February 10, 1994, from Purchaser to the Paramount Board

SIGNATURE

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.

February 10, 1994

VIACOM INC.

By /s/ PHILIPPE P. DAUMAN
.....

Philippe P. Dauman
Senior Vice President, General
Counsel and Secretary

*

.....

Sumner M. Redstone,
Individually

NATIONAL AMUSEMENTS, INC.

By *
.....

Sumner M. Redstone
Chairman, Chief Executive
Officer and President

*By /s/ PHILIPPE P. DAUMAN
.....

Philippe P. Dauman
Attorney-in-Fact under Powers
of Attorney filed as Exhibit (a)(36)
to the Schedule 14D-1

SIGNATURE

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.

February 10, 1994

BLOCKBUSTER ENTERTAINMENT CORPORATION

By /s/ STEVEN R. BERRARD
.....

Steven R. Berrard
President and
Chief Operating Officer

EXHIBIT INDEX

EXHIBIT NO. -----	PAGE IN SEQUENTIAL NUMBERING SYSTEM -----
99(a)(95)	Letter, dated February 10, 1994, from Purchaser to the Paramount Board

Viacom International Inc.
1515 Broadway
New York, NY 10036-5794

Viacom Broadcasting
Viacom Cable
Viacom Entertainment
Viacom Networks

Philippe P. Dauman
Senior Vice President
General Counsel and Secretary

VIACOM

February 10, 1994

Board of Directors
Paramount Communications Inc.
15 Columbus Circle
New York, New York

Attn: Donald Oresman,
Executive Vice President and General Counsel

Ladies and Gentlemen:

Since February 1, 1994, there have been persistent reports in The New

York Times, The Wall Street Journal and other publications that BellSouth

and other co-investors in QVC's tender may support the price of QVC's stock
through open-market purchases. Press reports on February 9 and 10
indicated that at meetings with Paramount investors this week,
representatives of QVC not only stated that QVC is considering changing its
offer for Paramount, but also explicitly claimed that BellSouth and perhaps
other co-investors of QVC might engage in open-market purchases of QVC's
stock in order to support its price. Several of the investors and analysts
who attended these meetings have confirmed to either Viacom or Smith Barney
Shearson that the press accounts of these meetings are true.

Viacom believes that these reported statements are a backdoor attempt
by QVC to change its offer after the February 1 deadline established by the
Paramount Board and are a clear violation of the bidding procedures that
QVC contractually agreed to follow. In addition, the reported statements
seem explicitly designed to support QVC's stock price, manipulate the
market's perception of QVC's offer, prevent Viacom from obtaining 50.1% of
Paramount's outstanding shares on February 14, and generally confuse the
market concerning the bidding process established by the Paramount Board.
Accordingly, the reported statements not only breach QVC's contractual
obligations to Paramount but are on their face crude attempts at market
manipulation in violation of federal securities law. This is especially

true given that there are serious legal and regulatory obstacles to
BellSouth making market purchases of QVC stock even if it wanted to do so.

Viacom has meticulously complied with the Paramount Board's bidding
procedures and views QVC's and its co-investors' statements as serious
violations of the bidding rules and securities laws. Any failure to
enforce the procedures would constitute a material breach of our agreement.
We urge you, in the interests of Paramount and its shareholders, to take
vigorous action to stop QVC's abuse of a process designed to let the
shareholders decide which of our two final bids is better without exposing
the shareholders to all of the risks inherent in further delays. For our
part, we will monitor the situation and will consider all options and
remedies available to us under the Merger Agreement and the federal
securities laws if QVC's violations interfere with the letter, spirit and
intent of the procedures we all accepted.

Very truly yours,

/s/ Philippe P. Dauman

Philippe P. Dauman

