

SCHEDULE 13D

(Amendment No. 2)

Under the Securities Exchange Act of 1934

BLOCKBUSTER ENTERTAINMENT CORPORATION
(Name of Issuer)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

093676 10 4
(CUSIP Number)

Philippe P. Dauman, Esq.
Viacom Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (617) 461-1600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and
Communications)

Copy to:

Stephen R. Volk, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022
Telephone: (212) 848-4000

September 29, 1994
(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 / /.

Page 1 of ___ Pages

CUSIP No. 093676 10 4

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

I.R.S. Identification 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)

(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 (7) Sole Voting Power

Shares

Beneficially (8) Shared Voting Power -0-

Owned by

Each (9) Sole Dispositive Power

Reporting

Person (10) Shared Dispositive Power -0-

With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
-0-

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

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

Not applicable.

(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

S.S. 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
Shares -----

Beneficially (8) Shared Voting Power -0-

Owned by -----

Each (9) Sole Dispositive Power

Reporting -----

Person (10) Shared Dispositive Power -0-

With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

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

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

Not applicable.

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

This Amendment No. 2 amends the Statement on Schedule 13D, as amended (the "Statement"), filed with the Securities and Exchange Commission (the "Commission") on January 18, 1994 by Viacom Inc. ("Viacom") and Sumner M. Redstone (the "Statement") with respect to the common stock, par value \$.10 per share (the "Common Stock"), of Blockbuster Entertainment Corporation, a Delaware corporation (the "Issuer"), with its principal executive offices located at One Blockbuster Plaza, Ft. Lauderdale, Florida 33301. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

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

Item 3 of the Statement is hereby amended and supplemented as follows:

The shares of Common Stock the subject of the Statement were cancelled in connection with the merger of the Issuer with and into Viacom (the "Merger"), with Viacom as the surviving corporation, in accordance with the terms and conditions of the Agreement and Plan of Merger, dated as of January 7, 1994, between Viacom and the Issuer, as amended as of June 15, 1994 (the "Merger Agreement"). Pursuant thereto, each share of Common Stock (other than shares held by Viacom, the Issuer and, if appraisal rights are available under the Delaware General Corporation Law, those holders who have demanded and perfected appraisal rights) has been cancelled and converted into the right to receive (i) 0.08 of a share of Class A Common Stock, par value \$.01 per share, of Viacom ("Viacom Class A Common Stock"), (ii) 0.60615 of a share of Class B Common Stock, par value \$.01 per share, of Viacom ("Viacom Class B Common Stock") and (iii) up to an additional 0.13829 of a share of Viacom Class B Common Stock, with such number of shares depending on market prices of Viacom Class B Common Stock during the year following the effective time of the Merger, evidenced by one variable common right of Viacom.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On September 29, 1994, pursuant to the terms and conditions of the Merger Agreement, (A) the Issuer was merged with and into Viacom with Viacom as the surviving corporation and (B) each outstanding share of Common Stock (other than shares held by Viacom, the Issuer and, if appraisal rights are available under the Delaware General Corporation Law, those holders who have demanded and perfected appraisal rights) was cancelled and converted into the right to receive (i) 0.08 of a share of Viacom Class A Common Stock, (ii) 0.60615 of a share of Viacom Class B Common Stock and (iii) up to an additional 0.13829 of a share of Viacom Class B Common Stock, with such number of shares depending on market prices of Viacom Class B Common Stock during the year following the effective time of the Merger, evidenced by one variable common right of Viacom. A copy of the press release

issued by Viacom on September 29, 1994, relating to the consummation of the Merger, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

On September 29, 1994, the Merger was consummated. As a result thereof, the shares of Common Stock the subject of the Statement were cancelled.

Item 7. Material to Be Filed as Exhibits.

99.1 Press release issued by Viacom Inc. on September 29, 1994.

Signature

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.

October 4, 1994

VIACOM INC.

By /s/ Philippe P. Dauman

Name: Philippe P. Dauman

Title: Executive Vice
President,
Chief Administrative
Officer, General
Counsel and
Secretary

Signature

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.

October 4, 1994

*

Sumner M. Redstone, Individually

*By /s/ Philippe P. Dauman

Philippe P. Dauman
Attorney-in-Fact
under the Limited Power
of Attorney filed as Exhibit 3
to the Statement.

Exhibit Index

Exhibit No. -----	Description -----	Page No. -----
99.1	Press release issued by Viacom Inc. on September 29, 1994.	

News from VIACOM
VIACOM COMPLETES MERGER WITH BLOCKBUSTER
--Combined Company Has Capitalization of \$26 Billion--

New York, New York, September 29, 1994 -- Viacom Inc. (AMEX: VIA and VIAB) and Blockbuster Entertainment Corporation (NYSE: BV) have completed their merger, it was announced today by Sumner M. Redstone, Chairman of the Board, and Frank J. Biondi, Jr., President and Chief Executive Officer, of Viacom.

As previously announced, H. Wayne Huizenga, former Chairman of the Board and Chief Executive Officer of Blockbuster, has been named Vice Chairman of Viacom, as well as Chairman of a newly formed unit of the Company, the Blockbuster Entertainment Group. Steven R. Berrard, formerly Vice Chairman, President and Chief Operating Officer of Blockbuster, will serve as President and Chief Executive Officer of the Blockbuster Entertainment Group.

The merger was approved by holders of Viacom Class A Common Stock and stockholders of Blockbuster at Viacom's Special Meeting of Stockholders held today in New York City and Blockbuster's Special Meeting of Stockholders held today in Fort Lauderdale, Florida. A total of 50,726,022 shares, or 95%, of the outstanding Viacom Class A shares, approved the merger. A total of 147,122,912 shares, or 57.7%, of the outstanding Blockbuster shares, approved the merger.

In making the announcement, Mr. Redstone said, "With the completion of Viacom's merger with Blockbuster, we have created a single, incomparable, global media colossus. The new Viacom not only controls many of the world's most valuable and recognizable entertainment and publishing brands, but also has the distribution, size and scope to drive these brands into every region of the world. With pro forma combined capitalization of \$26 billion at June 30, 1994, Viacom is positioned to become the fastest growing media company in the world."

Mr. Biondi said, "We are moving aggressively to consolidate Viacom and Blockbuster, implement new cross-divisional projects at our existing operations, and capitalize on new opportunities - just as we did immediately following our acquisition of Paramount. In addition, one of our highest priorities will be to continue with our financial restructuring program to reduce the cost of our debt and enhance our financial flexibility, thereby enabling us to reinvest in the continued expansion of our core business."

Mr. Huizenga said, "The completion of this merger creates an array of new opportunities for Blockbuster's businesses. Our operations -- and the talented people behind them -- are now part of one of the world's largest and most successful entertainment companies. As members of the Viacom family, they will now have the chance to expand in new directions and strengthen the Blockbuster brand in the growing global entertainment marketplace."

Mr. Berrard said, "Viacom and Blockbuster share remarkably similar histories -- both are companies with entrepreneurial spirit, creative management teams, a commitment to excellence and exceptional financial track records. Today marks the beginning of an exciting new era, one which we firmly believe will yield even greater achievements."

As a result of the merger, each share of Blockbuster stock has been converted into the right to receive 0.08 of a share of Viacom Class A Common Stock, 0.60615 of a share of Viacom Class B Common Stock, and one variable common right (VCR). Each VCR will represent the right to receive up to an additional 0.13829 of a share of Viacom Class B Stock, depending upon market prices of Viacom Class B Common Stock during the period until September 29, 1995.

Viacom Inc. is one of the world's largest entertainment and publishing companies and a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster Music; Blockbuster Video; MTV Networks; Paramount Parks; Paramount Pictures; Paramount Television; Showtime Networks Inc.; Simon & Schuster; Viacom Interactive Media; cable systems serving 1.1 million customers; movie screens in 11 countries; 14 radio stations; 12 television stations; and majority interests in Spelling Entertainment Group and Discovery Zone. National Amusements, Inc., a closely held corporation which owns and operates more than 850 movie screens in the U.S. and the U.K., is the parent company of Viacom Inc.

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