

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 11)

Under the Securities Exchange Act of 1934

SPELLING ENTERTAINMENT GROUP INC.
(Name of Issuer)

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

847807 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)

=====

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. 847807 10 4

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SEGI HOLDING CO.

I.R.S. Identification No. 65-0418084

(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 69,010,580

Owned by

Each (9) Sole Dispositive Power

Reporting

Person (10) Shared Dispositive Power 69,010,580

With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23%

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

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
BLOCKBUSTER PICTURES HOLDING CORPORATION

I.R.S. Identification No. 65-0418087

(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 69,010,580

Owned by -----

Each (9) Sole Dispositive Power -----

Reporting -----

Person (10) Shared Dispositive Power 69,010,580

With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23%

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

(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 69,010,580

Owned by -----

Each (9) Sole Dispositive Power

Reporting -----

Person (10) Shared Dispositive Power 69,010,580

With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23%

(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 69,010,580
Owned by
Each (9) Sole Dispositive Power -----
Reporting
Person (10) Shared Dispositive Power 69,010,580
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
69,010,580

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

(13) Percent of Class Represented by Amount in Row (11)
79.23%

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

This Amendment No. 11 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on March 7, 1993 by Blockbuster Entertainment Corporation ("BEC"), Blockbuster Pictures Holding Corporation ("Holdings"), SEGI Holding Company ("SEGI") and Repinvesco, Inc. ("REPI"), as amended (the "Statement"). This Amendment No. 11 is filed with respect to the shares of common stock, par value \$.10 per share (the "Common Stock"), of Spelling Entertainment Group Inc. (the "Issuer"), a Florida corporation, with its principal executive offices located at 5700 Wilshire Boulevard, Los Angeles, California 90036. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented as follows:

As of August 30, 1994, REPI and Blockbuster Interactive Entertainment, Inc. ("BIEI"), reporting persons on this Statement, were merged with and into SEGI, a reporting person on the Statement, with SEGI as the surviving corporation. As a result thereof, REPI and BIEI ceased to be reporting persons on the Statement. All shares of Common Stock previously beneficially owned by REPI and BIEI are owned of record and beneficially by SEGI.

As a result of the Merger described in Item 3 hereof, Viacom Inc., a Delaware corporation ("Viacom"), and Mr. Sumner M. Redstone became reporting persons on the Statement.

Viacom has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. Viacom is a diversified entertainment, publishing and communications company which holds the common stock of Viacom International Inc., a Delaware corporation engaged in the entertainment and communications businesses, and Paramount Communications Inc., a Delaware corporation engaged in the entertainment and publishing businesses. As of July 31, 1994, approximately 85.2% of the Class A Common Stock, par value \$.01 per share, of Viacom ("Viacom Class A Common Stock") and 51.7% of the Class B Common Stock, par value \$.01 per share, of Viacom ("Viacom Class B Common Stock") was owned by National Amusements, Inc., a Maryland corporation ("NAI").

NAI has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States and United Kingdom and holding common stock of Viacom. 91.7% of the issued and outstanding shares of capital stock of NAI are owned by Mr. Sumner Redstone, directly or as trustee of various trusts.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr.

Redstone's principal occupation is Chairman of the Board, President and Chief Executive Officer of NAI, 200 Elm Street, Dedham, Massachusetts 20226; and Chairman of the Board of Viacom, 200 Elm Street, Dedham, Massachusetts 20226. Mr. Redstone is a citizen of the United States.

The directors and executive officers of Viacom are set forth on Schedule I attached hereto. Schedule I sets forth the following information with respect to each such person:

- (i) name;
- (ii) business address (or residence address where indicated); and
- (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

All of the directors and executive officers of Viacom are citizens of the United States.

During the last five years, neither Viacom nor any person named in Schedule I attached hereto (including Mr. Redstone) has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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 previously beneficially owned by BEC, and are beneficially owned by Viacom and Mr. Redstone as a result of BEC's merger with and into Viacom (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of January 7, 1994, between Viacom and BEC, as amended as of June 15, 1994 (the "Merger Agreement"). Pursuant thereto, each share of Common Stock (other than shares held by Viacom, BEC 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 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 7. Material to Be Filed as Exhibits.

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

99.2 Limited Power of Attorney.

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

SEGI HOLDING CO.

By /s/ Thomas W. Hawkins

Name: Thomas W. Hawkins
Title: Sr. Vice President,
General Counsel and
Secretary

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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

BLOCKBUSTER PICTURES
HOLDING CORPORATION

By /s/ Thomas W. Hawkins

Name: Thomas W. Hawkins
Title: Sr. Vice President,
General Counsel and
Secretary

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, General
Counsel, Chief
Administrative
Officer 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 99.2
to the Statement, Amendment No. 11.

Schedule I
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. 200 Elm Street Dedham, MA 02026	Chairman of the Board of Viacom; Chairman of the Board and President, Chief Executive Officer of NAI	National Amusements, Inc. Viacom Inc. 200 Elm Street Dedham, MA 02026
Frank J. Biondi, Jr.*	Viacom International Inc. 1515 Broadway New York, NY 10036	President, Chief Executive Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Raymond A. Boyce	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Vaughn A. Clarke	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Treasurer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Philippe P. Dauman*	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Thomas E. Dooley	Viacom International Inc. 1515 Broadway New York, NY 10036	Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Rudolph L. Hertlein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Edward D. Horowitz	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom International Inc. 1515 Broadway New York, NY 10036

*Director

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corporation or Other Organization or Which Employed -----
Kevin C. Lavan	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Controller and Chief Accounting Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Henry Leingang	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Information Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
William A. Roskin	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
George S. Smith, Jr.	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036
Mark M. Weinstein	Viacom International Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom International Inc. 1515 Broadway New York, NY 10036

Directors

Steven R. Berrard*	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President and Chief Executive Officer of the Blockbuster Entertainment Group	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
William C. Ferguson	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Board and Chief Executive Officer of NYNEX	NYNEX Corporation 335 Madison Avenue New York, NY 10017
H. Wayne Huizenga	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	Vice Chairman of the Board of Viacom; Chairman of the Board of Huizenga Holdings, Inc.; Chairman of the Board of the Issuer	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
George D. Johnson, Jr.*	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301	President -- Domestic Consumer Division of the Blockbuster Entertainment Group	Blockbuster Entertainment Group One Blockbuster Plaza Fort Lauderdale, FL 33301
Ken Miller	CS First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055	Vice Chairman of CS First Boston	CS First Boston Park Avenue Plaza 55 East 52nd Street New York, NY 10055

* It is anticipated that the Board of Directors of Viacom will promptly elect Messrs. Berrard and Johnson to the Board, as disclosed in the Joint Proxy Statement/Prospectus of Viacom and BEC in connection with the Merger.

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address of Corporation or Other Organization in Which Employed -----
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 [Residence]	Self-Employed	
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Vice Chairman--Finance and Business Development of NYNEX	NYNEX Corporation 335 Madison Avenue New York, NY 10017
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033

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Exhibit No. -----	Description -----	Page No. -----
99.1	Press release issued by Viacom Inc. on September 29, 1994.	
99.2	Limited Power of Attorney	

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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Contact: Carl Folta Hilary Condit
212/258-6352 212/258-6346

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Philippe D. Dauman his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all Statements on Schedule 13D filed under the Securities Exchange Act of 1934, as amended, and any and all amendments to such Statements on Schedule 13D, with respect to the Common Stock, par value \$.10 per share, of Spelling Entertainment Group Inc., a Florida corporation, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as he might or could in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of the 29th day of September, 1994.

/s/ Sumner M. Redstone

Sumner M. Redstone