

GEMSTAR TV GUIDE INTERNATIONAL INC  
Form SC 13D/A  
March 20, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

GEMSTAR INTERNATIONAL GROUP LTD.  
(Name of Issuer)

Ordinary Shares, par value \$.01 per share  
(Title of Class of Securities)

G-3788-V106  
(CUSIP Number)

Michael D. Fricklas, 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)

February 7, 1998  
(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 / /.

CUSIP No. G-3788-V106

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

-----  
I.R.S. Identification No. 13-3844753  
-----

(2) Check the Appropriate Box if a Member of Group (See Instructions)

(a)-----

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(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	2,895,743	
Owned by			
Each	(9) Sole Dispositive Power		
Reporting			
Person	(10) Shared Dispositive Power	2,895,743	
With			
-----			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
2,895,743 -----

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

(13) Percent of Class Represented by Amount in Row (11)  
6.02% -----

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

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(1) Name of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 SUMNER M. REDSTONE  
 -----  
 I.R.S. Identification 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	22,126
Shares			-----
Beneficially	(8)	Shared Voting Power	2,895,743
Owned by			-----
Each	(9)	Sole Dispositive Power	22,126
Reporting			-----
Person	(10)	Shared Dispositive Power	2,895,743
With			-----
-----			

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
 2,917,869  
 -----

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

(13) Percent of Class Represented by Amount in Row (11)  
 6.07%  
 -----

(14) Type of Reporting Person (See Instructions)                      IN  
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This Amendment No. 1 amends the Statement on Schedule 13D filed with The Securities and Exchange Commission on May 19, 1997 by Viacom International Inc. (the "Company") and Mr. Sumner M. Redstone ("Redstone") with respect to the voting Ordinary Shares, \$.01 par value per share (the "Ordinary Shares"), of Gemstar International Group Limited, a British Virgin Islands corporation (the "Issuer"), with its principal executive office located at 135 North Los Robles Avenue, Suite 800, Pasadena, California 91101.

Item 2. Identity and Background.  
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Item 2 is hereby amended to reflect changes in Schedules I and II attached hereto.

Item 4. Purpose of Transaction.  
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Item 4 is hereby amended and supplemented as follows:

On February 7, 1998, the Company entered into Stock Purchase Agreement with THOMSON multimedia S.A. ("Thomson") pursuant to which Thomson agreed to acquire from the Company and the Company agreed to sell to Thomson 600,000 Ordinary Shares for an aggregate purchase price of \$19.2 million. The Closing of the purchase and sale took place on February 12, 1998. Although the Reporting Persons may, at any time and from time to time, purchase or sell Ordinary Shares in public or private transactions, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 Schedule 13D.

Item 5. Interest in Securities of the Issuer.  
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The Company beneficially owns 2,895,743 Ordinary Shares, which represent approximately 6.02% of the issued and outstanding Ordinary Shares (based on the number of Ordinary Shares of the Issuer that were reported by the Issuer to issued and outstanding as of October 31, 1997). Such shares consist of:

- (i) 2,154,154 Ordinary Shares held directly by the Company over which the Company has voting and dispositive power; and
- (ii) 681,475 shares of Common Stock held by Virgin Interactive Entertainment Inc., a Delaware corporation. The issued and outstanding shares of Virgin Interactive Entertainment Inc. are owned by Virgin Interactive Entertainment (Investment) Ltd., a United Kingdom corporation, which in turn is wholly owned by Virgin Interactive Entertainment (Holdings) Ltd., a United Kingdom corporation. The issued and outstanding

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shares of Virgin Interactive Entertainment (Holdings) Ltd. are owned by Virgin Interactive Entertainment Ltd., a United Kingdom corporation. Virgin Interactive Entertainment Ltd. is owned approximately 91% by Spelling Entertainment Group Inc., a Delaware corporation, and approximately 9% by the Company. SEGI Holding Corp., a Delaware corporation, beneficially owns approximately 80% of Spelling Entertainment Group Inc. and is a wholly owned subsidiary of Blockbuster Pictures Holding Corporation, a Delaware corporation, which in turn is a wholly owned subsidiary of the Company.

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Viacom Inc. ("Viacom"), as the sole shareholder of the Company, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5.

National Amusements, Inc. ("NAI"), as the controlling shareholder of Viacom, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5.

Redstone, as the controlling stockholder of NAI, may be deemed the beneficial owner of all of the Ordinary Shares described in clauses (i) and (ii) of this Item 5. Redstone also owns 22,126 Ordinary Shares of Common Stock directly. The aggregate beneficial ownership of Redstone is approximately 6.07%.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
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On February 7, 1998, the Company entered into a Stock Purchase Agreement with Thomson pursuant to which Thomson agreed to acquire from the Company and the Company agreed to sell to Thomson, 600,000 Ordinary Shares for an aggregate purchase price of \$19.2 million. The Closing of the purchase and sale took place on February 12, 1998.

Item 7. Material to Be Filed as Exhibits.  
-----

- 99.1 Stock Purchase Agreement, dated February 7, 1998, between Viacom International Inc. and THOMSON Multimedia S.A.
- 99.2 Agreement between Viacom International Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).

Signatures  
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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.

February 13, 1998

Viacom International Inc.

By: /s/ Michael D. Fricklas  
-----

Name: Michael D. Fricklas  
Title: Senior Vice President

/s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Individually

Schedule I  
Viacom International Inc.  
Executive Officers

Name -----	Business or Residence Address -----	Principal Occupation or Employment -----	Name and Address Other Organization -----
Sumner M. Redstone	Viacom Inc. 1515 Broadway	Chairman of the Board and Chief Executive Officer of	National Amusemen 200 Elm Street

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	New York, NY 10036	Viacom Inc.; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc., President and Chief Executive Officer of Viacom International Inc.	Dedham, MA 02066
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10036	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Thomas E. Dooley	Viacom Inc. 1515 Broadway New York, NY 10036	Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Robert M. Bakish	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Planning, Development and Technology of Viacom Inc. and Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036

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Schedule I  
Continued

Michael D. Fricklas*	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary of Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom Inc. and Viacom International Inc.	Viacom International 1515 Broadway New York, NY 10036
Carol Melton	Viacom Inc.	Sr. VP, Government Affairs of	Viacom International

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	1515 Broadway New York, NY 10036	Viacom Inc. and Viacom International Inc.	1515 Broadway New York, NY 100
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Martin Shea	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Investor Relations of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
George S. Smith, Jr.*	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100

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Schedule II  
Viacom Inc.  
Executive Officers

Name -----	Business of Residence Address -----	Principal Occupation or Employment -----	Name and Address Other Organization -----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc., President and Chief Executive Officer of Viacom International Inc.	National Amusemen 200 Elm Street Dedham, MA 02026
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10036	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom Inc. and Executive VP and Secretary of Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Thomas E. Dooley*	Viacom Inc. 1515 Broadway New York, NY 10036	Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom Inc. and Executive VP of Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100



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Robert M. Bakish	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Planning, Development and Technology of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 10036

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Schedule II  
Continue

Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom Inc. and Sr. VP and Assistant Secretary of Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Carol Melton	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
Martin Shea	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Investor Relations of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100
George S. Smith, Jr.	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom Internatio 1515 Broadway New York, NY 100

Directors

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George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
Ken Miller	Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010	Vice Chairman of Credit Suisse First Boston Corporation	Credit Suisse Fir Corporation 11 Madison Avenue 22nd Floor New York, NY 100

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Schedule II  
Continued

Brent D. Redstone	c/o Showtime Networks Inc. 8101 E. Prentice Avenue Suite 704 Englewood, CO 80111	Director of National Amusements, Inc.	National Amusemen 200 Elm Street Dedham, MA 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President and Director of National Amusements, Inc.	National Amusemen 200 Elm Street Dedham, MA 02026
Frederic V. Salerno	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Vice Chairman--Finance and Business Development of Bell Atlantic Corporation	Bell Atlantic Cor 1095 Avenue of th New York, NY 100
William Schwartz	Yeshiva University 2495 Amsterdam Avenue Yew York, NY 10033	VP for Academic Affairs (Chief Academic Officer) of Yeshiva University	Yeshiva Universit 2495 Amsterdam Av New York, NY 100
Ivan Seidenberg	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Chairman of the Board and Chief Executive Officer of Bell Atlantic Corporation	Bell Atlantic Cor 1095 Avenue of th New York, NY 100

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EXHIBIT INDEX

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Exhibit No.	Description
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- 99.2            Agreement between Viacom International Inc. and Sumner M. Redstone pursuant to Rule 13d-1(f)(1)(iii).