

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
(Amendment No. 2)

Rule 13e-3 Transaction Statement
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

SPELLING ENTERTAINMENT GROUP INC.
(Name of Issuer)

SPELLING ENTERTAINMENT GROUP INC.
VSEG ACQUISITION INC.
VIACOM INTERNATIONAL INC.
VIACOM INC.
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

847807
(CUSIP Number of Class of Securities)

Michael D. Fricklas
VSEG ACQUISITION INC.
VIACOM INTERNATIONAL INC.
VIACOM INC.
1515 Broadway
New York, NY 10036
(212) 258-6000

Sally Suchil, Esq.
SPELLING ENTERTAINMENT GROUP INC.
5700 Wilshire Boulevard
Los Angeles, CA 90036-3659

(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of Person(s) Filing Statement)

With Copies to:

Creighton O'M Condon, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York
(212) 848-4000

Robert B. Pincus, Esq.
Skadden, Arps, Slate, Meagher & Flom
One Rodney Square, 7th Floor
Wilmington, DE 19801
(302) 651-3000

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

This Amendment No. 2 to the Rule 13E-3 Transaction Statement on Schedule 13E-3 is being filed by (i) Viacom International Inc., a Delaware corporation ("Parent"), (ii) VSEG Acquisition Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Parent, (iii) Viacom Inc., a Delaware corporation ("Viacom"), and (iv) Spelling Entertainment Group Inc., a Delaware corporation (the "Company"), pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended, and Rule 13e-3 thereunder, in connection with the tender offer by Purchaser to purchase all issued and outstanding shares (the "Shares") of common stock, \$0.001 par value, of the Company, at a price of \$9.75 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 May 21, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which together constitute the "Offer").

Item 10. Interest in the Securities of the Issuer.

Item 10 of the Schedule 13E-3 is hereby amended and supplemented as follows:

The 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 were tendered (of which 423,520 Shares were tendered pursuant to notices of guaranteed delivery) representing approximately 16.6% of the issued and outstanding Shares. On Saturday, June 19, 1999, effective as of 12:01 a.m., all Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. In addition to the Shares acquired pursuant to the Offer, Parent beneficially owns 75,216,103 Shares, representing approximately 80.6% of the issued and outstanding Shares. As a result, Parent and Purchaser own approximately 97.2% of the issued and outstanding Shares. Parent intends to effect the merger of Purchaser with and into the Company as promptly as practicable. Parent and Purchaser own a sufficient number of Shares to enable Purchaser to effect the Merger without a vote or meeting of the Company's shareholders. Pursuant to the Merger, Shares of the Company that were not tendered into the Offer will be canceled and converted automatically into the right to receive \$9.75 per Share in cash, subject to dissenters' rights. Following the Merger, the Company will become a wholly owned subsidiary of Parent. A press release issued by Parent on June 21, 1999 announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

Item 17. Exhibits.

Item 17 of the Schedule 13E-3 is hereby amended by adding the following Exhibit:

(d)(10) Press Release issued by Parent and the Company on June 21, 1999.

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.

June 21, 1999

VSEG ACQUISITION INC.

By: /s/ Michael D. Fricklas

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

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.

June 21, 1999

VIACOM INTERNATIONAL INC.

By: /s/ Michael D. Fricklas

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

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.

June 21, 1999

VIACOM INC.

By: /s/ Michael D. Fricklas

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

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.

June 21, 1999

By: _____
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 Amendment No. 11 to the
Statement on Schedule 13D filed on
March 7, 1993 in respect of the
common stock of Spelling
Entertainment Group Inc.

EXHIBIT INDEX

Exhibit No.

(d)(10) Press Release issued by Parent and the Company on June 21, 1999.

Viacom Completes Tender Offer for Spelling

NEW YORK, NY, June 21, 1999--Viacom Inc. (NYSE: VIA - news, 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 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>.

Contact:

Susan Duffy
(212) 258-6347