

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)

Infinity Broadcasting Corporation

(Name of Issuer)

Class A Common Stock, Par Value \$.01 per share

(Title of Class of Securities)

456-62S-10-2

(CUSIP Number)

Sumner M. Redstone
National Amusements, Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600

with a copy to:
Michael D. Fricklas, Esq.
1515 Broadway
Viacom Inc.

New York, New York 10036
Telephone: (212) 258-6000

(Name, Address and Telephone Number
of Person Authorized to Receive Notices and Communications)

August 14, 2000

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), ss. 240.13d-1(f) or ss.240.13d-1(g), check the following box []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 456-62S-10-2

SCHEDULE 13D/A

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 a Group:

(a) []
(b) []

3 SEC Use Only

4 Source of Funds (See Instructions): 00(1)

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 SHARES	7	Sole Voting Power: 0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	Shared Voting Power: 700,000,000
	9	Sole Dispositive Power: 0
	10	Shared Dispositive Power: 700,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
700,000,000

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

13 Percent of Class Represented by Amount in Row (11):
64%(2)

14 Type of Reporting Person (See Instructions): IN

(1) Pursuant to the Proposed Transaction (as defined in Item 4), subject to the conditions specified therein, Viacom Inc. will acquire all of the outstanding shares of Class A Common Stock, par value \$.01 per share, of Infinity Broadcasting Corporation, in exchange for shares of Class B Common Stock, par value \$.01 per share, of Viacom Inc.

(2) Class B Common Shares carry five votes per share which effectively gives the Reporting Persons 90% of the voting power.

SCHEDULE 13D/A

 1 Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person

 CBS Broadcasting Inc.
 I.R.S. No. 13-0590730

2 Check the Appropriate Box if a Member of a Group:

 (a)
 (b)

3 SEC Use Only

4 Source of Funds (See Instructions): 00(1)

5 Check if Disclosure of Legal Proceedings is Required Pursuant to
 Items 2(d) or 2(e):

6 Citizenship or Place of Organization: New York

NUMBER OF	7	Sole Voting Power: 0
SHARES		
BENEFICIALLY	8	Shared Voting Power: 700,000,000
OWNED BY		
EACH		
REPORTING	9	Sole Dispositive Power: 0
PERSON		
WITH	10	Shared Dispositive Power: 700,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
 700,000,000

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

13 Percent of Class Represented by Amount in Row (11):
 64%(2)

14 Type of Reporting Person (See Instructions): CO

(1) Pursuant to the Proposed Transaction (as defined in Item 4), subject to the conditions specified therein, Viacom Inc. will acquire all of the outstanding shares of Class A Common Stock, par value \$.01 per share, of Infinity Broadcasting Corporation, in exchange for shares of Class B Common Stock, par value \$.01 per share, of Viacom Inc.

(2) Class B Common Shares carry five votes per share which effectively gives the Reporting Persons 90% of the voting power.

This Amendment No. 1 (this "Amendment") amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on May 15, 2000 (the "Schedule 13D") by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons"). This Amendment is filed with respect to the Class A Common Stock, \$.01 par value per share (the "Class A Shares"), of Infinity Broadcasting Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used in the Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety to read as follows:

"The Issuer's Class B Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS"), of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000.

The potential acquisition of Class A Shares reported in this Amendment and described in Item 4 would be made by issuing shares of Class B Common Stock, par value \$.01 per share, of Viacom."

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety to read as follows:

"The Issuer's Class B Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them.

On August 14, 2000, Viacom delivered to the Board of Directors of the Issuer a letter dated August 14, 2000 (the "Proposal Letter") in which Viacom offered to acquire through a stock-for-stock merger transaction (the "Proposed Transaction") all the issued and outstanding Class A Shares not currently owned by Viacom. Pursuant to the Proposed Transaction, each Class A Share would be converted into the right to receive 0.564 of a share of Class B Common Stock, par value \$.01 per share, of Viacom. The merger proposal is subject to approval of Infinity's independent directors. Viacom anticipates that upon completion of the Proposed Transaction, Viacom will seek to cause the Class A Shares to be delisted from trading on the New York Stock Exchange and to cause the termination of registration of the Class A Shares pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"). The Proposal Letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference in its entirety.

On August 15, 2000, Viacom issued a press release relating to the events described above. Such press release is attached hereto as Exhibit 99.2.

Other than as set forth herein, 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 of Schedule 13D. "

Item 7. Material to be filed as Exhibits

- 99.1 Proposal Letter, dated August 14, 2000, from Viacom to the Board of Directors of the Issuer.
- 99.2 Press Release issued by Viacom on August 15, 2000.

SIGNATURES

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. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: August 15, 2000

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and Chief
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and President

Viacom Inc.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Executive Vice President,
General Counsel and
Secretary

Westinghouse/CBS Holding
Company, Inc.

By: /s/ Angeline C. Straka

Name: Angeline C. Straka
Title: Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

Name: Angeline C. Straka
Title: Vice President and Secretary

Exhibit Index

Exhibit No.

99.1

Description

Proposal Letter, dated August 14, 2000, from Viacom to the Board of Directors of the Issuer.

99.2

Press Release issued by Viacom on August 15, 2000.

August 14, 2000

Board of Directors
Infinity Broadcasting Corporation
40 West 57th Street
New York, NY 10019

Viacom Inc. is pleased to offer to acquire the equity interest represented by all of the outstanding shares of common stock of Infinity Broadcasting Corporation not currently owned by Viacom as follows:

1. Infinity would merge with a wholly owned subsidiary of Viacom. In the merger, each share of Infinity Class A Common Stock (the "Shares") would be converted into the right to receive 0.564 of a share of Viacom Class B Common Stock with a value of \$40.04 per Share at today's closing price of \$71.00 per share of Viacom. All employee stock options would be converted into stock options to acquire shares of Viacom Class B Common Stock, on existing terms, with appropriate adjustment to reflect the exchange ratio; and
2. Consummation of the merger would be subject to the approval of the merger by the independent directors of Infinity, as described below, as well as approval by the Board of Directors of Infinity and such other terms and conditions as are customary for a transaction of this type. A proposed draft of a merger agreement is enclosed with this letter.

We assume that the two independent directors of Infinity, Mr. Bruce S. Gordon and Mr. Jeffrey Sherman, will constitute a special committee to consider our offer and that such special committee will retain its own financial and legal advisors to assist in its deliberations and negotiation of the merger agreement.

We believe that our offer is fair to, and in the best interest of, Infinity and its public stockholders. At the close of business on August 14, 2000, the proposed acquisition price represented a 13.6% premium over the price of the Shares on the New York Stock Exchange.

Board of Directors
Infinity Broadcasting Corporation
August 14, 2000

In considering our proposal, you should be aware that we are interested only in acquiring the publicly held Shares and are not interested in selling our interest in Infinity.

As you know, the Viacom/CBS merger is off to an extraordinary start. Our core businesses are performing at record levels, both financially and creatively. Our offer would provide Infinity shareholders with a significant premium on a tax-free basis, while allowing them to continue to participate in the extraordinary opportunity created by the combination of our companies. The resulting company would be stronger, both financially and operationally, than either company is alone, enhancing its position as the No. 1 vehicle in the world for advertisers and its leading position as a creator, promoter and distributor of entertainment, news, sports and music.

We are available to meet with you to discuss this proposal at your convenience.

Very truly yours,

/s/ Sumner M. Redstone

VIACOM OFFERS TO PURCHASE FULL OWNERSHIP OF
INFINITY BROADCASTING CORPORATION

New York, NY, August 15, 2000 - Viacom Inc. (NYSE: VIA, VIA.B) announced today that it has offered to purchase the remaining shares of Infinity Broadcasting Corporation (NYSE: INF) that it does not currently own for 0.564 of a share of Viacom Class B Common Stock per share in a merger transaction.

Based on the Viacom Class B Common Stock closing price of \$71.00 on August 14, 2000, the per share consideration equals \$ 40.04 per share of Infinity Class A Common Stock, representing a 13.6% premium over the Infinity Class A Common Stock closing price of \$35.25 per share on that date. Viacom currently holds 100% of Infinity's Class B Common Stock, which represents approximately 64.3% of the equity of Infinity and approximately 90.0% of the combined voting power of Infinity's Class A and Class B Common Stock. Viacom does not currently hold any of Infinity's Class A Common Stock.

Sumner M. Redstone, Chairman and Chief Executive Officer of Viacom, said, "With both Viacom's and Infinity's core businesses performing at record levels, it is the perfect time to bring them more closely together. Under Mel Karmazin's leadership, Infinity has become the most successful radio and outdoor advertising company in the world. Combining Infinity with Viacom will now create a company that is financially even stronger and strategically even better positioned to generate superior returns to shareholders."

Mel Karmazin, President and Chief Operating Officer of Viacom, said, "While the Infinity IPO has been extraordinarily successful, we believe that Infinity stockholders can realize even greater value through Viacom's offer. Not only does the offer provide a significant premium on a tax-free basis, it also enables Infinity shareholders to participate in the extraordinary opportunity created by Infinity's full integration with Viacom's unique and powerful businesses."

The merger proposal is subject to approval of Infinity's independent directors.

Investors are urged to read the relevant documents that will be filed with the Securities and Exchange Commission by Viacom if the merger transaction proceeds because they will contain important information. You will be able to obtain a free copy of the documents filed with the Commission by Viacom and Infinity at the Commission's website at <http://www.sec.gov>. Investors will also be able to obtain a free copy of the relevant documents by contacting Investor Relations at Viacom at: 800-516-4399, 1515 Broadway, New York, NY 10036 or www.viacom.com.

Viacom is the No. 1 platform in the world for advertisers, with preeminent positions in broadcast and cable television, radio, outdoor advertising, and online. With programming that appeals to audiences in every demographic category across virtually all media, the company is a leader in the creation, promotion, and distribution of entertainment, news, sports, and music. Viacom's well-known brands include CBS, MTV, Nickelodeon, VH1, Paramount Pictures, Infinity Broadcasting, UPN, TNN, CMT, Showtime, Blockbuster, and Simon & Schuster. More information about Viacom and its businesses is available at www.viacom.com.

Contacts:

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