

Edgar Filing: SPORTSLINE COM INC - Form SC 13D/A

SPORTSLINE COM INC
Form SC 13D/A
April 03, 2003

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

SCHEDULE 13D

(Amendment No. 4)

Under the Securities Exchange Act of 1934

SportsLine.com, Inc.
(Name of Issuer)

Common Stock, Par Value \$.01 per share
(Title of Class of Securities)

848-934-10-5
(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.
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)

April 1, 2003
(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(e) (f) or (g), check the following box / /.

Check the following box if a fee is being paid with this statement / /.

CUSIP No. 848-934-10-5

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

SUMNER M. REDSTONE

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(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 Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	17,326,740
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,326,740

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

(13) Percent of Class Represented by Amount in Row (11) 39.9%

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

CUSIP No. 848-934-10-5

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

NAIRI, Inc.
I.R.S Identification No. 04-3446887

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

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Instructions)
/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(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 17,326,740
Owned by
Each (9) Sole Dispositive Power
Reporting
Person (10) Shared Dispositive Power 16,876,740
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,326,740

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

(13) Percent of Class Represented by Amount in Row (11) 39.9%

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

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CUSIP No. 848-934-10-5

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

National Amusements, Inc.
I.R.S Identification No. 04-2261332

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

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

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(6) Citizenship or Place of Organization Maryland

Number of (7) Sole Voting Power
Shares

Beneficially (8) Shared Voting Power 17,326,740
Owned by

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power 16,876,740
Person

With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,326,740

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

(13) Percent of Class Represented by Amount in Row (11) 39.9%

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

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CUSIP No. 848-934-10-5

(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) N/A

(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 17,326,740
Owned by

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power 16,876,740
Person

With

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,326,740

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

(13) Percent of Class Represented by Amount in Row (11) 39.9%

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

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CUSIP No. 848-934-10-5

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

Westinghouse CBS Holding Company, Inc.
I.R.S No. 25-1776511

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	16,876,740
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting
16,876,740

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

(13) Percent of Class Represented by Amount in Row (11) 38.9%

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

CUSIP No. 848-934-10-5

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

CBS BROADCASTING INC.
I.R.S. Identification No. 13-0590730

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	16,876,740
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 16,876,740

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

(13) Percent of Class Represented by Amount in Row (11) 38.9%

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

Item 1. Security and Issuer.

This Amendment No. 4 (the "Amendment") hereby

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amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 15, 2000, as amended (the "Schedule 13D") by CBS Broadcasting Inc. ("CBSBI"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of SportsLine.com, Inc., a Delaware corporation ("SportsLine" or the "Issuer") with its principal executive office located at 2200 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

Item 2. Identity and Background.

Item 2 is amended as follows:

The sixth full paragraph of Item 2 (as restated in Amendment No. 1) is deleted and replaced with the following paragraph:

"NAI, a Maryland corporation, 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, the United Kingdom and South America and holding the common stock of NAIRI. Mr. Redstone holds approximately 83% of the voting securities of NAI as a voting trustee of various trusts."

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

"(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, or approximately 38.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

W/CBS HCI is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, or approximately 38.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

Viacom (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by Westwood One, Inc. ("WWO"), as a result of an agreement between WWO and one of Viacom's wholly-owned subsidiaries, for a total beneficial ownership of 17,326,740 shares or approximately 39.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

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NAIRI (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 39.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

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NAI (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 39.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed (i) the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 39.9%, of the Issuer's issued and outstanding Common Shares (based on 43,425,414 Common Shares reported by the Issuer to be issued and outstanding as of April 1, 2003, including the 5,454,428 Common Shares issued to CBSBI as of that date).

(c) On April 1, 2003, SportsLine issued 5,454,428 Common Shares to CBSBI pursuant to the terms of its contract with CBSBI dated March 5, 1997, as amended.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

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

April 3, 2003

CBS Broadcasting Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Westinghouse CBS Holding
Company, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

NAIRI, Inc.

By: /S/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

National Amusements, Inc.

By: /S/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief Executive
Officer

/S/ Sumner M. Redstone

Sumner M. Redstone
Individually

Exhibit 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share, of SportsLine.com, Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 4TH day of January, 2002.

CBS Broadcasting Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Westinghouse CBS Holding
Company, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

National Amusements, Inc.

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By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief Executive
Officer

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually