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DISCOVERY ZONE INC
Form SC 13D/A
March 24, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 9)

Under the Securities Exchange Act of 1934

DISCOVERY ZONE, INC.
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share
(Title of Class of Securities)

25468B 10 7
(CUSIP Number)

Philippe P. Dauman, Esq.
Viacom Inc.
1515 Broadway
New York, NY 10036
Telephone: (212) 258-6139
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and
Communications)

March 19, 1996
(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 16

CUSIP No. 25468B 10 7

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
BLOCKBUSTER DISCOVERY INVESTMENT, INC.

I.R.S. Identification No. 65-0403677

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

\ \ (a)-----
\ \ (b)-----

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(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 Shares (7) Sole Voting Power-----

Beneficially Owned by Each (8) Shared Voting Power 28,044,001-----

Reporting Person (9) Sole Dispositive Power-----

With (10) Shared Dispositive Power 28,044,001-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 28,044,001-----

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

(13) Percent of Class Represented by Amount in Row (11) 49.99% (including currently exercisable option)-----

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

CUSIP No. 25468B 10 7

(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-----

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- (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 28,044,001
Owned by
Each (9) Sole Dispositive Power-----
Reporting
Person (10) Shared Dispositive Power 28,044,001
With

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 28,044,001

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)-----
- (13) Percent of Class Represented by Amount in Row (11)
49.99% (including currently exercisable option)

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

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CUSIP No. 25468B 10 7

- (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).-----

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(6) Citizenship or Place of Organization United States

Number of (7) Sole Voting Power-----
Shares

Beneficially (8) Shared Voting Power 28,044,001
Owned by -----

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

Person (10) Shared Dispositive Power 28,044,001
With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 28,044,001

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

(13) Percent of Class Represented by Amount in Row (11)
49.99% (including currently exercisable option)

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

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The Schedule 13D, previously filed by the undersigned with respect to the Common Stock, par value \$.01 per share, of Discovery Zone, Inc., is hereby amended as follows:

Item 2. Identity and Background

Item 2 is amended and supplemented to report the current list of officers and directors of Viacom Inc. ("Viacom") on Schedule I hereto.

Item 4. Purpose of the Transaction

Item 4 is amended and supplemented as follows:

On March 19, 1996, Steven R. Berrard resigned as a Director of Viacom and the Issuer. On March 24, 1996, Sumner M. Redstone and Philippe P. Dauman, each of whom are directors of Viacom, resigned as Directors of the Issuer and Adam Phillips, Senior Vice President, General Counsel of Viacom's Blockbuster Entertainment Group, was elected as a Director of the Issuer. On March 25, 1996, the Issuer filed a voluntary petition with the U.S. Bankruptcy Court for the District of Delaware for protection from its creditors under Chapter 11 of the U.S. Bankruptcy Court.

Item 7. Material to be Filed as Exhibits

- 99.1 Press Release issued by Discovery Zone, Inc. on March 19, 1995.
- 99.2 Press Release issued by Discovery Zone, Inc. on March 25, 1996.

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.

March 27, 1996

BLOCKBUSTER DISCOVERY
INVESTMENT, INC.

By /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President

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.

March 27, 1996

VIACOM INC.

By /s/ Michael D. Fricklas

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

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

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correct.

March 27, 1996

*

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. 4.

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Exhibit Index

- 99.1 Press Release issued by Discovery Zone, Inc. on March 19, 1995.
- 99.2 Press Release issued by Discovery Zone, Inc. on March 25, 1996.

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Schedule I
Executive Officers

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization Which Employed
-----	-----	-----	-----
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom; Chairman of the Board and President, Chief Executive Officer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA
Vaughn A. Clarke	Viacom Inc. 1515 Broadway	Sr. VP, Treasurer of Viacom	Viacom Inc. 1515 Broadway

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	New York, NY 10016		New York
Philippe P. Dauman*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, General Counsel, Chief Administrative Officer and Secretary of Viacom	Viacom 1515 Br New York
Thomas E. Dooley*	Viacom Inc. 1515 Broadway New York, NY 10016	Deputy Chairman, Executive VP, Finance, Corporate Development and Communications of Viacom	Viacom 1515 Br New York

- -----
*Also a Director

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Schedule I
(Continued)

Name	Business or Residence Address	Principal Occupation or Employment	Name and of Corp Other O Which E
- - - - -	- - - - -	- - - - -	- - - - -
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations of Viacom	Viacom 1515 Br New York
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Deputy General Counsel and Assistant Secretary of Viacom	Viacom 1515 Br New York
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom	Viacom 1515 Br New York
Rudolph L. Hertlein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom	Viacom 1515 Br New York
Edward D. Horowitz	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Technology of Viacom; Chairman, Chief Executive Officer of New Media and Interactive Television	Viacom 1515 Br New York

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Schedule I
(Continued)

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Entity in Which Elected
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom	Viacom 1515 Broadway New York, NY 10036
George S. Smith, Jr.	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom	Viacom 1515 Broadway New York, NY 10036
Mark M. Weinstein	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Government Affairs of Viacom	Viacom 1515 Broadway New York, NY 10036

Directors

George S. Abrams	Winer & Abrams One Court Street Boston, MA 02108	Attorney	Winer & Abrams One Court Street Boston, MA 02108
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Schedule I
(Continued)

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Entity in Which Elected
George D. Johnson, Jr.	Extended Stay America, Inc. 500 East Broward Boulevard Suite 950 Ft. Lauderdale, FL 33394	President -- Chief Executive Officer, Extended Stay America, Inc.	Extended Stay America, Inc. 500 East Broward Boulevard Suite 950 Ft. Lauderdale, FL 33394
Ken Miller	C.S. First Boston Park Avenue Plaza 55 East 52nd Street	Vice Chairman of C.S. First Boston	C.S. First Boston Park Avenue Plaza 55 East 52nd Street

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	New York, NY 10055		New York
Brent D. Redstone	31270 Eagle Crest Lane Evergreen, CO 80439 (Residence)	Self-Employed	National 200 Elm Dedham,
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Executive Vice President of National Amusements, Inc.	National 200 Elm Dedham,
Frederic V. Salerno	NYNEX Corporation 335 Madison Avenue New York, NY 10033	Vice Chairman -- Finance and Business Development of NYNEX	NYNEX C 335 Mad New York
William Schwartz	Yeshiva University 2495 Amsterdam Avenue New York, NY 10033	VP for Academic Affairs (chief academic officer) of Yeshiva University	Yeshiva 2495 Am New York
Ivan Seidenberg	NYNEX Corporation 335 Madison Avenue New York, NY 10017	Chairman of the Board and Chief Executive Officer of NYNEX	NYNEX C 335 Mad New York