

Edgar Filing: SWITCHBOARD INC - Form SC 13D/A

SWITCHBOARD INC
Form SC 13D/A
October 26, 2001

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

SCHEDULE 13D

(Amendment No. 2)

Under the Securities Exchange Act of 1934

SWITCHBOARD INCORPORATED
(Name of Issuer)

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

871045-10-0
(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)

October 26, 2001
(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 / /.

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CUSIP No. 871045-10-0
Pages

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

SUMNER M. REDSTONE

S.S. No. 026-24-2929

(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	(7) Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8) Shared Voting Power	533,468 (1) (2)
	(9) Sole Dispositive Power	
With	(10) Shared Dispositive Power	533,468 (1) (2)

(11) Aggregate Amount Beneficially Owned by Each Reporting
533,468 (1) (2)

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

(13) Percent of Class Represented by Amount in Row (11)
2.8% (1) (2)

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

- (1) Represents 533,468 shares underlying currently exercisable warrants.
- (2) Pursuant to the events described in Item 4, on October 26, 2001, Viacom Inc. surrendered to the Issuer, all of its shares of Issuer's common stock, Series E Special Voting Preferred Stock and approximately 50% of the warrants exercisable for Issuer's common stock it then

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held in exchange for termination of certain agreements between the Issuer and Viacom.

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

VIACOM INC.

I.R.S 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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	-----
	(8) Shared Voting Power	533,468 (1) (2)
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	533,468 (1) (2)

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 533,468 (1) (2)

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

(13) Percent of Class Represented by Amount in Row (11) 2.8% (1) (2)

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

- (1) Represents 533,468 shares underlying currently exercisable warrants.
- (2) Pursuant to the events described in Item 4, on October 26, 2001, Viacom Inc. surrendered to the Issuer, all of its shares of Issuer's common stock, Series E Special

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Voting Preferred Stock and approximately 50% of the warrants exercisable for Issuer's common stock it then held in exchange for termination of certain agreements between the Issuer and Viacom.

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Item 1. Security and Issuer.

This Amendment No. 2 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission ("SEC") on May 15, 2000, as amended by Amendment No. 1 thereto filed with the SEC on August 28, 2001 (as amended, the "Schedule 13D") with respect to the Common Stock, \$.01 par value per share (the "Common Shares"), of Switchboard Incorporated ("Switchboard" or the "Issuer"), a Delaware corporation, with its principal executive office located at 120 Flanders Road, Westboro, Massachusetts 01581.

Item 4. Purpose of Transaction.

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

"On October 26, 2001, pursuant to the Restructuring Agreement dated August 22, 2001 (the "Restructuring Agreement"), among Viacom Inc., the Issuer and ePresence, Inc., a Massachusetts corporation (formerly known as Banyan Systems Incorporated, the Reporting Persons ceased to be the beneficial owners of more than 5% of Issuer's securities."

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

(e) Effective October 26, 2001, pursuant to the events described in Item 4 above, the Reporting Persons ceased to be the beneficial owners of more than 5% of Issuer's securities (based on, for purposes of this calculation, the number of Common Shares that were reported by the Issuer to be issued and outstanding and assuming the exercise of all the warrants held by the Reporting Persons and such underlying shares to be issued and outstanding.)"

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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.

October 26, 2001

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Chairman and Chief
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Chairman and President

Viacom Inc.

By: /s/ Michael D. Fricklas

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