

WORLD WRESTLING ENTERTAINMENTINC
Form SC 13G
March 24, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.) *

World Wrestling Federation Entertainment, Inc.
(Name of Issuer)

Class A Common Stock, \$0.01 Par Value Per Share
(Title of Class of Securities)

98156Q108
(CUSIP Number)

July 28, 2000
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

/ / Rule 13d-1(b)
/X/ Rule 13d-(c)
/ /Rule 3d-1(d)

CUSIP NO. 98156Q108

(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) Citizenship or Place of Organization Delaware

Number of (5) Sole Voting Power 0

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Shares	-----		
Beneficially	(6)	Shared Voting Power	2,307,692
Owned by	-----		
Each	(7)	Sole Dispositive Power	0
Reporting	-----		
Person With	(8)	Shared Dispositive Power	2,307,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person			
			2,307,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			

(11) Percent of Class Represented by Amount in Row (9)			
			14.3%

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

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CUSIP NO. 98156Q108

(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) Citizenship or Place of Organization United States			

Number of	(5)	Sole Voting Power	0
Shares	-----		
Beneficially	(6)	Shared Voting Power	2,307,692
Owned by	-----		
Each	(7)	Sole Dispositive Power	0
Reporting	-----		
Person With	(8)	Shared Dispositive Power	2,307,692

(9) Aggregate Amount Beneficially Owned by Each Reporting Person			
			2,307,692

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			

(11) Percent of Class Represented by Amount in Row (9)			
			14.3%

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

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Item 1. Identity of Issuer

This Statement on Schedule 13G is filed by the undersigned with respect to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of World Wrestling Federation Entertainment, Inc. (the "Issuer"). The Issuer's principal executive offices are located at 1241 East Main Street, Stamford, CT 06902.

Item 2. Identity of Reporting Persons and Background

This Statement is filed on behalf of Viacom Inc., a Delaware corporation ("VI") with a principal address of 1515 Broadway, New York, New York 10036, NAIRI, Inc., a Delaware corporation ("NAIRI") with a principal address of 200 Elm Street, Dedham, MA 02026, National Amusements, Inc., a Maryland corporation ("NAI") with a principal address of 200 Elm Street, Dedham, MA 02026, and Mr. Sumner M. Redstone (collectively, the "Reporting Persons").

Approximately 68% of VI's voting stock is owned by NAIRI, which in turn is owned 100% by NAI; Mr. Sumner M. Redstone is the controlling shareholder, Chairman and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman and Chief Executive Officer of VI.

Item 3. If this Statement is filed pursuant to ss.240.13d-1(c) check this box /X/.

Item 4. Ownership.

Each of VI, NAIRI, NAI and Mr. Sumner M. Redstone beneficially own the two million three hundred seven thousand six hundred ninety two (2,307,692) shares of Class A Common Stock reported hereunder, representing approximately 14.3% of the outstanding shares of Class A Common Stock, but less than five percent of all of the Issuer's outstanding equity.

Due to the relationship of the Reporting Person described in Item 2 hereof, each of the Reporting Persons may be deemed to share with each of the other Reporting Persons power (i) to vote or direct the vote and (ii) to dispose or to direct the

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disposition of the shares of Common Stock covered by this Statement.

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Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of Five Percent on Behalf of Another Person.

See Items 2 and 4 hereof

Item 7. Identification and Classification of the Subsidiary
Which Acquired the Security Being Reported on By
the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

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Item 10. Certifications.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not

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acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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(f)(1), we agree that this statement is filed on behalf of each of us.

Date: July 28, 2000

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

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Individually