

Edgar Filing: MEDICALOGIC/MEDSCAPE INC - Form SC 13D

MEDICALOGIC/MEDSCAPE INC  
Form SC 13D  
March 20, 2003

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

MEDICALOGIC/MEDSCAPE, INC.  
(Name of Issuer)

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

584642102  
(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)

May 19, 2000  
(Date of Event which Requires Filing of this Statement)

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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. 584642102

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

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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) 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 4,695,892  
(9) Sole Dispositive Power  
(10) Shared Dispositive Power 4,695,892

-----  
(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
4,695,892

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

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(13) Percent of Class Represented by Amount in Row (11)  
11.76%

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

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CUSIP No. 584642102

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

VIACOM  
I.R.S No. 04-29495933

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

/ / (a)

-----  
/ / (b)

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(3) SEC Use Only

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(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 Delaware

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Number of Shares	(7) Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8) Shared Voting Power	4,695,892
With	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	4,695,892

-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 4,695,892

-----

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

-----

(13) Percent of Class Represented by Amount in Row (11) 11.76%

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

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Item 1. Security and Issuer.

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The class of equity securities to which this Statement on Schedule 13D relates is the Common Stock, no par value per share (the "Common Shares"), of MedicalLogic/Medscape, Inc. (the "Issuer"), an Oregon corporation, with its principal executive office located at 20500 NW Evergreen Parkway, Hillsboro, Oregon 97124.

Item 2. Identity and Background.

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This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), and Viacom Inc. ("Viacom") (collectively, the "Reporting Persons").

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (on a combined basis) of Viacom's Class A Common Stock and non-voting

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Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Rhode Island corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

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, United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of CBSBI, Viacom, NAIRI and NAI are set forth on Schedules I through III attached hereto, containing the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through III attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Except for Jan Leschly, who is a Danish citizen, all of the directors of Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.  
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The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of Medscape, Inc. ("Medscape") with and into the Issuer on May 19, 2000.

### Item 4. Purpose of Transaction.

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The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of Medscape with and into the Issuer on May 19, 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. Notwithstanding the foregoing, 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 5. Interest in Securities of the Issuer.

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(a) and (b) Viacom is currently the beneficial owner, with shared dispositive and voting power, of 4,695,892 Common Shares, or approximately 11.76%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 12, 2000).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 4,695,892 Common Shares, or approximately 11.76%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 12, 2000).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 4,695,892 Common Shares, or approximately 11.76%, of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 12, 2000).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 4,695,892 Common Shares of the Issuer or approximately 11.76% of the Issuer's issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 12, 2000).

Fredric Reynolds, Executive Vice President and Chief Financial Officer of Viacom and a Director of the Issuer, owns no Common Shares.

(c) The Issuer's Common Shares were acquired by the Reporting Persons pursuant to the merger of Medscape with and into the Issuer on May 19, 2000.

(d) None.

(e) N/A

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.  
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CBS Corporation, which merged with and into Viacom on May 4, 2000, was party to a Registration Rights Agreement dated as of August 3, 1999 with Medscape, which such agreement was amended and restated as of May 19, 2000 among the Issuer, Viacom (as successor to CBS) and other shareholders of the Issuer. A copy of the 2000 Amended and Restated Investors Rights Agreement is attached as Exhibit 99.1 hereto. 193,800 of the Common Shares beneficially owned by the Reporting Person are not subject to this Agreement.

Item 7. Materials Filed as Exhibits  
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Exhibit 99.1 2000 Amended and Restated Investors Rights Agreement dated as of May 19, 2000

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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(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

May 30, 2000

/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

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Viacom Inc.

By: /s/Michael D. Fricklas

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

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SCHEDULE I

VIACOM INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc.	Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation
Carl D. Folta	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Corporate Relations, of Viacom Inc.	
Martin D. Franks	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP of Viacom Inc. and Executive Vice President of CBS Television	
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Treasurer of Viacom Inc.	
Michael D.	Viacom Inc. 1515 Broadway	Sr. VP, General Counsel and	

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Fricklas	New York, NY 10036	Secretary of Viacom Inc.
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc.
Carol A. Melton	Viacom Inc. 1501 "M" Street, NW Suite 1100 Washington, DC 20005	Sr. VP, Government Affairs of Viacom Inc.
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc.
Fredric Reynolds	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Chief Financial Officer of Viacom Inc.
Martin Shea	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Investor Relations of Viacom Inc.

\*Also a Director

SCHEDULE I  
(continued)

DIRECTORS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
George H. Conrades	AKAMI Technologies 201 Broadway Cambridge, MA 02139	Chairman and Chief Executive Officer of AKAMI Technologies	
Philippe P. Dauman	121 East 65th Street	Director of Viacom Inc.	

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	New York, NY 10021	and National Amusements, Inc.	
Thomas E. Dooley	243 Cleft Road Mill Neck, NY 11937	Director of Viacom Inc.	
William H. Gray III	UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	President and Chief Executive Officer of The College Fund/UNCF	
Jan Leschly	SmithKline Beecham P.O. Box 7929 Philadelphia, PA 19101	Chief Executive (Retired) of SmithKline Beecham	
David T. McLaughlin	Orion Safety Products P.O. Box 2047 Easton, MD 21601	Chairman and Chief Executive Officer of Orion Safety Products	
Ken Miller	Credit Suisse First Boston Corporation 11 Madison Avenue - 22nd Floor New York, NY 10010	Vice Chairman of C.S. First Boston	Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010
Leslie Moonves	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Fredric V. Salerno	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Vice Chairman-- Finance and Business Development of Bell Atlantic	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036
William Schwartz	Yeshiva University 2495 Amsterdam Avenue	VP for Academic Affairs (chief academic officer) of Yeshiva	Yeshiva University 2495 Amsterdam Avenue New York, NY

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	New York, NY 10033	University	10033
Ivan Seidenberg	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Chairman of the Board and Chief Executive Officer of Bell Atlantic	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036
Patty Stonesifer	Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102	Co-Chair and President of Bill and Melinda Gates Foundation	
Robert D. Walter	Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017	Chairman and Chief Executive Officer of Cardinal Health, Inc.	

SCHEDULE II

NAIRI, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

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and NAIRI, Inc.

Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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\*Also a Director

SCHEDULE III

NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in which Employed
Sumner M. Redstone*	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

\*Also a Director

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DIRECTORS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in Which Employed
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	Residence: 121 East 65th Street New York, NY 10021	Director of National Amusements, Inc. and Viacom Inc.	
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

EXHIBIT INDEX

99.1 Amended and Restated Investors Rights Agreement dated  
as of May 19, 2000