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MARKETWATCH COM INC
Form SC 13D
March 20, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

MARKETWATCH.COM, INC.
(Name of Issuer)

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

57619106
(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 4, 2000
(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 / /.

CUSIP No. 57619106

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

SUMNER M. REDSTONE

S.S. No.

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(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	5,636,814 -----
	(9) Sole Dispositive Power	_____
	(10) Shared Dispositive Power	5,636,814 -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 34.4%

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

CUSIP No. 57619106

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

I.R.S 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

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(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 <u>5,636,814</u>	
		(9)	Sole Dispositive Power _____	
		(10)	Shared Dispositive Power <u>5,636,814</u>	

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 34.4%

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

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the Common Stock, \$.01 par value per share (the "Common Shares"), of MarketWatch.com, Inc., a Delaware corporation, with its principal executive office located at 825 Battery Street, San Francisco, California 94111 (the "Issuer").

Item 2. Identity and Background.

This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons").

CBSBI, a New York corporation, has its principal executive offices at 51 West 52nd Street, New York, New York 10019. CBSBI's principal businesses, the CBS television network, radio and television broadcasting, and outdoor advertising. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 51 West 52nd Street, New York, New York 10019. W/CBS HCI's principal business is cable television transmission and production services. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

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 Class B Common

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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 V 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 V 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 CBSBI, W/CBS HCI, 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.

The Issuer's Common Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS"), of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000.

Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional

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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.

(a) and (b) CBSBI is the owner, with shared dispositive and voting power, of 5,636,814 Common Shares, or approximately 34.4%, of the Issuer's issued and outstanding Common Shares and 90% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of April 10, 2000).

W/CBS HCI is currently the beneficial owner, with shared dispositive and voting power of 5,636,814 Common Shares, or approximately 34.4%, 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 April 10, 2000).

Viacom is currently the beneficial owner, with shared dispositive and voting power, of 5,636,814 Common Shares, or approximately 34.4%, 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 April 10, 2000).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 5,636,814 Common Shares, or approximately 34.4%, 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 April 10, 2000).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 5,636,814 Common Shares, or approximately 34.4%, 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 April 10, 2000).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 5,636,814 Common Shares of the Issuer or approximately 34.4% 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 April 10, 2000).

(c) The Issuer's Common Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000.

(d) None.

(e) N/A

Transactions Effected in the Past 60 Days

CBS Broadcasting Inc.

Date	Shares	Price	Where and Ho
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5/4/00

1,136,814

Approximately \$43 million (\$13 million in cash and \$30 million in advertising and promotion)

Private Trans Issuer, San F

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 15, 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

Viacom Inc.

By: /s/Michael D. Fricklas

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

Westinghouse/CBS Holding
Company, Inc.

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and Secretary

SCHEDULE I

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CBS BROADCASTING INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation	Infini 40 Wes New Yo
Louis J. Briskman*	CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019	Executive Vice President and General Counsel of CBS Television	
Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	[Executive Vice President] of Viacom Inc.; President and Chief Executive Officer of CBS Television	CBS Te 7800 B Los An
Fredric G. Reynolds*	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President and Chief Financial Officer of Viacom Inc.	

*Also a director

SCHEDULE II

WESTINGHOUSE CBS HOLDING COMPANY, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation	Infini 40 Wes New Yo
Louis J. Briskman*	CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019	Executive Vice President and General Counsel of CBS Television	

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Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	[Executive Vice President] of Viacom Inc.; President and Chief Executive Officer of CBS Television	CBS Te 7800 B Los An
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Fredric G. Reynolds*	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President and Chief Financial Officer of Viacom Inc.	
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*Also a director

SCHEDULE III

VIACOM INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	Org
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.; President and Chief Executive Officer of Viacom International Inc.	Nation 200 EL Dedham
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. and Viacom International Inc.	Chairm Execut Broadc
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.	Viacom 1515 B New Yo
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom Intern Inc. 1515 B New Yo
William A. Roskin	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc.	Viacom 1515 B New Yo
Fredric Reynolds	Viacom Inc. 1515 Broadway New York, NY 10	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom 1515 B New Yo

*Also a Director

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SCHEDULE III

(continued)

DIRECTORS			

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Wine 60 S Bost
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 New York, NY 10021	Director of Viacom Inc. 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	Cred Corp 11 M New
Leslie Moonves	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Executive Officer of CBS Television	CBS 7800 Los
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director of National Amusements, Inc.	Nati 200 Dedh
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc.	Nati 200 Dedh
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 1095 New
William Schwartz	Yeshiva University	VP for Academic Affairs (chief	Yesh

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	2495 Amsterdam Avenue New York, NY 10033	academic officer) of Yeshiva University	2495 New
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 1095 New
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 IV

NAIRI, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	
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.	Nati 200 Dedh
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	Nati 200 Dedh
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc.	Nati 200 Dedh
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	Nati 200 Dedh

*Also a Director

SCHEDULE V

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NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

Name	Business or Residence Address	Principal Occupation or Employment	
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.	Natio 200 E Dedha
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	Natio 200 E Dedha
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	Natio 200 E Dedha
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	Natio 200 E Dedha
*Also a Director			

DIRECTORS

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer 60 St Bosto
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Louri 60 St Bosto
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.	Natio 200 E Dedha