

Edgar Filing: BLOCKBUSTER INC - Form SC 13G

BLOCKBUSTER INC
Form SC 13G
July 08, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

Blockbuster Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

093676104

(CUSIP Number)

June 29, 2005

(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)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 093676104

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1 NAME OF REPORTING PERSON

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The Eureka (Euro) Fund Limited
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH
6 SHARED VOTING POWER
6,055,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,055,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,055,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

Marshall Wace LLP
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

6,055,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,055,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,055,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

Marshall Wace Asset Management Limited
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

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| | | | |
|---|---|--------------------------|-----------|
| | 5 | SOLE VOTING POWER | 0 |
| | ----- | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 6,055,000 |
| | ----- | | |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | ----- | | |
| | 8 | SHARED DISPOSITIVE POWER | 6,055,000 |
| ----- | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 6,055,000 | | |
| ----- | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| | [] | | |
| ----- | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 5.1% | | |
| ----- | | | |
| 12 | TYPE OF REPORTING PERSON* | | |
| | CO | | |

*SEE INSTRUCTION BEFORE FILLING OUT

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| | | | |
|---------------------|---|---------------------|-----|
| 1 | NAME OF REPORTING PERSON | | |
| | Paul Marshall | | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | [] |
| | | (b) | [X] |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | England | | |
| ----- | | | |
| | 5 | SOLE VOTING POWER | 0 |
| | ----- | | |
| NUMBER OF SHARES | 6 | SHARED VOTING POWER | |

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| | | |
|--|---|--------------------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6,055,000 | |
| | 7 | SOLE DISPOSITIVE POWER |
| | 0 | |
| | 8 | SHARED DISPOSITIVE POWER |
| | 6,055,000 | |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 6,055,000 | |
| ----- | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | |
| | [] | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 5.1% | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON* | |
| | IN | |

*SEE INSTRUCTION BEFORE FILLING OUT

| | | |
|---------------------|-------|--------------------|
| ----- | ----- | ----- |
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| ----- | ----- | ----- |

| | | |
|---|---|------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Ian Wace | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] |
| | | (b) [X] |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | England | |
| ----- | | |
| | 5 | SOLE VOTING POWER |
| | 0 | |
| ----- | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER |
| | 6,055,000 | |
| ----- | | |
| | 7 | SOLE DISPOSITIVE POWER |
| | 0 | |

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8 SHARED DISPOSITIVE POWER

6,055,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,055,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

Mark Hawtin

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

6,055,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,055,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,055,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

Duncan Ford

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

6,055,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,055,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,055,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a): Name of Issuer:

The name of the issuer is Blockbuster Inc., a Delaware Corporation (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 1201 Elm Street, Dallas, Texas 75270.

Items 2(a): Name of Person Filing:

This Schedule 13G is filed by:

- (i) The Eureka (Euro) Fund Limited, an exempted company incorporated with limited liability in the Cayman Islands, which operates as an open-ended investment company (the "Fund") that owns the shares of Common Stock (as defined in Item 2(d));
- (ii) Marshall Wace LLP, incorporated in England, which serves as investment manager or adviser to a variety of hedge funds and managed accounts, including the Fund (the "Investment Manager");
- (iii) Marshall Wace Asset Management Limited, a company incorporated with limited liability in England and Wales, which serves as the managing member (the "Managing Member") of the Investment Manager;
- (iv) Mr. Paul Marshall ("Mr. Marshall"), who is a co-founder and equity owner of the Investment Manager and who serves as chairman of the investment committee that is responsible for the investment decisions of the Investment Manager and therefore indirectly beneficially owns the shares of Common Stock by virtue of such position;
- (v) Mr. Ian Wace ("Mr. Wace"), who is a co-founder and equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager;
- (vi) Mr. Mark Hawtin ("Mr. Hawtin"), who is an equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager; and
- (vii) Mr. Duncan Ford ("Mr. Ford"), who is an equity owner of the Investment Manager and who serves on the investment committee that is responsible for the investment decisions of the Investment Manager.

The Fund, Investment Manager, MWAM and Messrs. Marshall, Wace, Hawtin and Ford are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(b): Address of Principal Business Office:

The address of the principal business office of each of the Reporting Persons is The Adelphi, 13th Floor, 1/11 John Adam Street London WC2N 6HT.

Item 2(c): Citizenship:

The Fund is an exempted company incorporated with limited liability in the Cayman Islands. The Investment Manager is incorporated in England. MWAM is incorporated with limited liability in England and Wales. Messrs. Marshall, Wace Hawtin and Ford are British citizens.

Item 2(d): Title of Class of Securities:

Class A common stock, par value \$0.01 per share (the "Common Stock")

Item 2(e): CUSIP Number:

093676104

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Amount Beneficially Owned:

The beneficial ownership of Common Stock by the Reporting Persons, as of June 29, 2005, is as follows:

A. The Eureka (Euro) Fund Limited

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%. The percentages used herein and elsewhere in this Amendment No. 1 are calculated based upon the 118,289,141 shares of Common Stock stated to be issued and outstanding as of May 2, 2005, as reflected in the

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Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

B. Marshall Wace LLP

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

C. Marshall Wace Asset Management Limited

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

D. Paul Marshall

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

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E. Ian Wace

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

F. Mark Hawtin

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.

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- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

G. Duncan Ford

- (a) Amount beneficially owned: 6,055,000
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 6,055,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 6,055,000

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Other than as set forth herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

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

Not applicable.

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

Not applicable.

Item 9: Notice of Dissolution of Group:

Not applicable.

Item 10: Certification:

Each Reporting Person hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not 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.

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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 correct.

Dated: July 8, 2005

THE EUREKA (EURO) FUND LIMITED

/s/ Paul Marshall

Name: Paul Marshall
Title: Director

MARSHALL WACE LLP

By: Marshall Wace Asset Management, its
Managing Member

/s/ Ian Wace

Name: Ian Wace
Title: Director

MARSHALL WACE ASSET MANAGEMENT LIMITED

/s/ Duncan Ford

Name: Duncan Ford
Title: Director

MARSHALL WACE ASSET MANAGEMENT LIMITED

/s/ Ian Wace

Name: Ian Wace
Title: Director

/s/ Paul Marshall

Paul Marshall

/s/ Ian Wace

Ian Wace

/s/ Mark Hawtin

Mark Hawtin

/s/ Duncan Ford

Duncan Ford

Exhibit Index

Exhibit 99.1: Joint Filing Agreement, dated July 8, 2005, by and between The Eureka (Euro) Fund Limited, Marshall Wace LLP, Marshall Wace Asset Management Limited, Paul Marshall, Ian Wace, Mark Hawtin and Duncan Ford.