WESTWOOD ONE INC /DE/ Form SC 13D/A April 16, 2002 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 _____ SCHEDULE 13D (Amendment No. 2) Under the Securities Exchange Act of 1934 WESTWOOD ONE, INC. (Name of Issuer) Common Stock, Par Value \$.01 per share (Title of Class of Securities) 961-815-10-7 (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) April 15, 2002 (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 / /.

Page 2 of 10 Pages

	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person							
			Infir	nity Net	work Inc.			
			I.R.\$	S. Ident	ification	n No. 53	2-1859	471
(2) Check Instr			oriate	e Box if	a Membei	r of Gro	oup (S	ee
/ / (a)								
/ / (b)								
(3) SEC	Use	Only						
(4) Sour	ces	of Func	ls (Se	e Insti	ructions)			N/A
<pre>(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).</pre>								
(6) Citi	zens	ship or	Place	e of Org	ganization	1	Delaw	are
Number of Shares			(7)	Sole Vo	oting Powe	er		
Beneficially			(8)		Voting Po			,000,000*
Owned by Each			(9)		spositive			
Reporting Person With			(10)	Shared	Disposit	ive Powe	er 17	,000,000*
(11) Aggr	egat	e Amour		neficial 00,000*	ly Owned	by Eacl	h Repo	orting Person
		the Ac (See Ins			int in Rov	v (11) 1	Exclud	les Certain
(13) Perc	ent	of Clas	s Rep	presente	ed by Amou	unt in 1	Row (1	1) 15.8%
(14) Type of Reporting Person (See Instructions) CO								

 \star Includes 1,000,000 shares underlying currently exercisable warrants.

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CUSIP No. 961-815-10-7

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

Infinity Media Corporation _____ _____ I.R.S. Identification No. 13-2766282 _____ (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 (7) Sole Voting Power Shares _____ Beneficially (8) Shared Voting Power 17,000,000* Owned by _____ Each (9) Sole Dispositive Power Reporting _____ Person (10) Shared Dispositive Power 17,000,000* With _____ (11) Aggregate Amount Beneficially Owned by Each Reporting Person 17,000,000* _____ (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____ (13) Percent of Class Represented by Amount in Row (11) 15.8% _____ (14) Type of Reporting Person (See Instructions) CO _____ * Includes 1,000,000 shares underlying currently exercisable warrants. Page 4 of 10 Pages CUSIP No. 961-815-10-7 (1) Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Infinity Broadcasting Corporation

I.R.S. Identification No. 13-4142467

(2) Check the Appropriate Box if a Member of Group (See Instructions) / / (a) _____ / / (b) _____ (3) SEC Use Only -----N/A (4) Sources of Funds (See Instructions) _____ (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e). _____ Delaware (6) Citizenship or Place of Organization _____ (7) Sole Voting Power Number of Shares _____ Beneficially (8) Shared Voting Power 17,000,000* Owned by -----(9) Sole Dispositive Power Each -----Reporting (10) Shared Dispositive Power 17,000,000* Person With _____ (11)Aggregate Amount Beneficially Owned by Each Reporting Person 17,000,000* _____ (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____ _____ (13) Percent of Class Represented by Amount in Row (11) 15.8% _____ (14) Type of Reporting Person (See Instructions) CO _____

 * Includes 1,000,000 shares underlying currently exercisable warrants.

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CUSIP No. 961-815-10-7

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) Sources of Funds	(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 P	lace of Organization I	Delaware				
	7) Sole Voting Power					
1	8) Shared Voting Power	17,000,000*				
	9) Sole Dispositive Power					
Reporting Person (With	10) Shared Dispositive Power	c 17,000,000*				
	Beneficially Owned by Each 7,000,000*	Reporting Person				
(12) Check if the Agg Shares (See Ins	regate Amount in Row (11) Ex tructions)	cludes Certain				
(13) Percent of Class Represented by Amount in Row (11) 15.8%						
(14) Type of Reporting Person (See Instructions) CO						
* Includes 1,000,000 shares underlying currently exercisable warrants. Page 6 of 10 Pages						
CUSIP No. 961-815-10-7						
(1) Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person						
NAIRI, Inc.						
I.R.S Identification No. 04-3446887						

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

/	/	(a)				
/	/	(b)				
(3)		SEC Use C	Dnly			
(4)		Sources c	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 Plac	e of Organization	Delaware			
Number of	(7)	Sole Voting Power				
Shares Beneficially	(8)	Shared Voting Power	17,000,000*			
Owned by Each	(9)	Sole Dispositive Powe				
Reporting Person With	(10)) Shared Dispositive Power 17,000,000*				
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(12) Check if th Shares (Se		gate Amount in Row (11 uctions)	.) Excludes Certair			
		presented by Amount ir				
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		E	age 7 of 10 Pages			
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(1) Name of Repo	orting P. .S. Iden Nati	erson tification No. of Abov	ve Person			
(1) Name of Repo S.S. or I.R.	Nati I.R. ppropria	erson tification No. of Abov onal Amusements, Inc.	7e Person 04-2261332			
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Each Reporting	(9)	Sole Dispositive Power
Person With	(10)	Shared Dispositive Power 17,000,000*
(11) Aggregate Amour		neficially Owned by Each Reporting Person 00,000*
(12) Check if the Ag Shares (See Ir		ate Amount in Row (11) Excludes Certain ctions)
(13) Percent of Clas	s Rej	presented by Amount in Row (11) 15.8%
(14) Type of Reporti	ng P	erson (See Instructions) CO

* Includes 1,000,000 shares underlying currently exercisable warrants.

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CUSIP No. 961-815-10-7

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						
Numb Shar	er of	(7)	Sole Voting Power				
Bene	ficially	(8)	Shared Voting Power	17,000,000*			
Owned by Each Reporting		(9)	Sole Dispositive Power				
Person (10) Shared Dispositive Power With				17,000,000*			
<pre>(11) Aggregate Amount Beneficially Owned by Each Reporting Person 17,000,000*</pre>							

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

(13) Percent of Class Represented by Amount in Row (11) 15.8%
(14) Type of Reporting Person (See Instructions) IN

* Includes 1,000,000 shares underlying currently exercisable warrants.

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Item 1. Security and Issuer.

This Amendment No. 2 (the "Amendment") is filed by Infinity Network Inc. ("INI"), Infinity Media Corporation ("IMC"), Infinity Broadcasting Corporation ("IBC" or "Infinity"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone ("Mr. Redstone") (collectively, the "Reporting Persons") and amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission ("SEC") on May 15, 2000, as amended by Amendment No. 1 filed with the SEC on March 28, 2002, with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of Westwood One, Inc., a Delaware corporation ("Westwood" or the "Issuer") with its principal executive office located at 40 West 57th Street, New York, N.Y. 10019.

Item 4. Interest in Securities of the Issuer.

Item 4 is amended as follows:

"On April 15, 2002, Infinity and the Issuer entered into a letter agreement (the "Letter Agreement") which, subject to Issuer's shareholder authorization, extends the terms of, and makes other changes to, the following agreements between the Issuer and Infinity, each dated March 30, 1999: (i) the Management Agreement, (ii) the Registration Rights Agreement, (iii) the Amended and Restated Representation Agreement, (iv) the Trademark License Agreement, and (v) the News Programming Agreement. The amended Management Agreement, among other things, provides for the issuance of warrants to Infinity to acquire up to 4,500,000 shares of the Issuer's Common Stock at exercise prices to be determined at future dates and subject to specified performance-based thresholds.

"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, other than as set forth herein; however, 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." Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended as follows:

"Except as described in Item 4 above, none of the Reporting Persons have entered into or amended any existing agreement with respect to the Common Shares or other securities of the Issuer since the prior statements on Schedule 13D, or amendments thereto, that were filed by certain of the Reporting Persons and any predecessor thereof.

"The information set forth under Item 4 above is incorporated by reference."

- Item 7. Material to be Filed as Exhibits.
- Exhibit 1 Letter Agreement, dated as of April 15, 2002, between Westwood One, Inc. and Infinity Broadcasting Corporation, including the forms of warrant agreements attached thereto, are hereby incorporated by reference to Annex A to Issuer's Preliminary Proxy Statement filed with the Securities and Exchange Commission on April 15, 2002.

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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.

April 16, 2002

Infinity Network, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas Executive Vice President

Infinity Media Corporation

By: /s/ Michael D. Fricklas Michael D. Fricklas Executive Vice President

Infinity Broadcasting Corporation By: /s/ Michael D. Fricklas ______ Michael D. Fricklas Executive Vice President

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

/s/ Sumner M. Redstone

Sumner M. Redstone Individually

Exhibit to Amendment No. 2 to Schedule 13D

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share, of Westwood One, Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28th day of March, 2002.

Infinity Network, Inc.

By: /s/ Michael D. Fricklas ————————————— Michael D. Fricklas Executive Vice President

Infinity Media Corporation

Infinity Broadcasting Corporation

By: /s/ Michael D. Fricklas Michael D. Fricklas Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas Michael D. Fricklas Executive Vice President, General Counsel and Secretary

NAIRI, Inc.

National Amusements, Inc. By: /s/ Sumner M. Redstone

> Sumner M. Redstone Chairman and Chief Executive Officer

/s/ Sumner M. Redstone

Sumner M. Redstone Individually