

Edgar Filing: BLOCKBUSTER INC - Form SC 13D/A

BLOCKBUSTER INC  
Form SC 13D/A  
April 07, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Blockbuster, Inc.  
(Name of Issuer)

Class A Common Stock  
Class B Common Stock  
(Title of Class of Securities)

Class A: 093679108  
Class B: 093679207  
(CUSIP Number)

Marc Weitzen, Esq.  
General Counsel  
Icahn Associates Corp. & affiliated companies  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4388

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

April 5, 2005  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of " 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 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).

SCHEDULE 13D

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON  
High River Limited Partnership
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- 7 SOLE VOTING POWER  
Class A 1,398,820; Class B 772,320
- 8 SHARED VOTING POWER  
0
- 9 SOLE DISPOSITIVE POWER  
Class A 1,398,820; Class B 772,320
- 10 SHARED DISPOSITIVE POWER  
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 1,398,820; Class B 772,320
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 1.18%; Class B 1.07%
- 14 TYPE OF REPORTING PERSON\*  
PN

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

- 1 NAME OF REPORTING PERSON  
Icahn & Co., Inc.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
Class A 898,000; Class B 340,906

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
Class A 898,000; Class B 340,906

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 898,000; Class B 340,906

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 0.76%; Class B 0.47%

14 TYPE OF REPORTING PERSON\*  
P

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
Hopper Investments LLC

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
Class A 1,398,820; Class B 772,320

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 1,398,820; Class B 772,320

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 1,398,820; Class B 772,320

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 1.18%; Class B 1.07%

14 TYPE OF REPORTING PERSON\*  
OO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
Barberry Corp.

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

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8 SHARED VOTING POWER  
Class A 2,296,820; Class B 1,113,226

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 2,296,820; Class B 1,113,226

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 2,296,820; Class B 1,113,226

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 1.94%; Class B 1.55%

14 TYPE OF REPORTING PERSON\*  
CO

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
Icahn Partners Master Fund L.P.

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

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

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
Class A 4,075,909; Class B 1,932,985

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
Class A 4,075,909; Class B 1,932,985

10 SHARED DISPOSITIVE POWER  
0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 4,075,909; Class B 1,932,985

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 3.44%; Class B 2.68%

14 TYPE OF REPORTING PERSON\*  
PN

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
Icahn Offshore L.P.

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
Class A 4,075,909; Class B 1,932,985

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 4,075,909; Class B 1,932,985

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 4,075,909; Class B 1,932,985

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 3.44%; Class B 2.68%

14 TYPE OF REPORTING PERSON\*

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SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
CCI Offshore LLC

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

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

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
Class A 4,075,909; Class B 1,932,985

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 4,075,909; Class B 1,932,985

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 4,075,909; Class B 1,932,985

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 3.44%; Class B 2.68%

14 TYPE OF REPORTING PERSON\*  
OO

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

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NAME OF REPORTING PERSON  
Icahn Partners L.P.

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

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

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
Class A 5,111,371; Class B 2,519,920

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
Class A 5,111,371; Class B 2,519,920

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 5,111,371; Class B 2,519,920

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 4.32%; Class B 3.50%

14 TYPE OF REPORTING PERSON\*  
PN

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
Icahn Onshore L.P.

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

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

(a) / /



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(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
Class A 5,111,371; Class B 2,519,920

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 5,111,371; Class B 2,519,920

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 5,111,371; Class B 2,519,920

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 4.32%; Class B 3.50%

14 TYPE OF REPORTING PERSON\*  
PN

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Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

NAME OF REPORTING PERSON  
CCI Onshore LLC

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
Class A 5,111,371; Class B 2,519,920

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
Class A 5,111,371; Class B 2,519,920

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Class A 5,111,371; Class B 2,519,920

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
//

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Class A 4.32%; Class B 3.50%

14 TYPE OF REPORTING PERSON\*  
OO

SCHEDULE 13D

Class A CUSIP No. 093679108; Class B CUSIP No. 093679207

1 NAME OF REPORTING PERSON  
Carl C. Icahn

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) /X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER

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Class A 11,484,100; Class B 5,566,131

9           SOLE DISPOSITIVE POWER  
            0

10          SHARED DISPOSITIVE POWER  
            Class A 11,484,100; Class B 5,566,131

11          AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
            Class A 11,484,100; Class B 5,566,131

12          CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
            //

13          PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
            Class A 9.70%; Class B 7.73%

14          TYPE OF REPORTING PERSON\*  
            IN

SCHEDULE 13D

Item 1. Security and Issuer

This Statement constitutes Amendment No. 2 to the Schedule 13D previously filed on December 14, 2004 and amended on February 17, 2005. All capitalized terms not otherwise defined shall have the meaning ascribed to such terms in the previously filed statement on Schedule 13D.

Item 2. Identity and Background

Item 2 is hereby amended to add the following:

The definition of the Registrants is hereby amended to include Icahn & Co., Inc., a Delaware corporation, ("Icahn & Co."). The principal business address and the address of the principal office of Icahn & Co. is 1 Whitehall Street 19th Floor, New York, NY 10004. Barberry is the sole shareholder of Icahn & Co. Icahn & Co. is primarily engaged in the business of investing in securities and providing broker-dealer services to its affiliates. The name, citizenship, present principal occupation or employment and business address of each director and executive officer of Icahn & Co. is set forth in Schedule A attached hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following:

As of 2:15pm EST on April 7, 2005, the aggregate purchase price of the 11,484,100 Class A Shares and 5,566,131 Class B Shares purchased by High River, Icahn & Co., Icahn Master and Icahn Partners, collectively, was \$101,007,072.33 (including commissions) and \$46,430,965.37 (including commissions), respectively. The source of funding for the purchase of these Shares was the respective general working capital of the purchasers, and, with respect to High River, pursuant to margin accounts in the regular course of

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business.

### Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On April 5, 2005, Mr. Icahn spoke with Mr. Antioco, the Chief Executive Officer of Issuer, about the possibility of Issuer extending the period of time that a shareholder would have to notify Issuer that it intended to nominate directors at the Issuer's annual meeting in 2005, presently scheduled for May 11, 2005. The additional time would be used to explore methods of enhancing shareholder value that each of the Registrants and Issuer would find acceptable. Mr. Antioco said that he would get back to Mr. Icahn regarding the additional time.

In the conversation, Mr. Icahn suggested that the Board of Issuer consider at least a one-time extraordinary dividend to shareholders of Issuer rather than spending valuable capital of Issuer on non-core business activities and also consider placing nominees of Registrants on the Board of Directors to diversify the Board's representation with the directors nominated by the largest shareholder of Issuer. Mr. Icahn also expressed his opinion that management of Issuer mishandled the failed attempt to acquire Hollywood Entertainment Corp., which would have been extremely beneficial for Issuer.

On April 6, 2005, Mr. Antioco wrote to Mr. Icahn and indicated that Issuer was rejecting all of Mr. Icahn's suggestions and would not consider an extension of time to send Issuer a notification of Registrants' intent to nominate candidates for directorships.

As a result, the Registrants have determined to nominate a slate of candidates to the Board of Issuer and intend to appropriately notify Issuer of its proposed nominees.

On April 7, Mr. Icahn sent a letter to Mr. Antioco, a copy of which is attached hereto as Exhibit 2.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY MR. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF BLOCKBUSTER, INC. FOR USE AT ITS ANNUAL MEETING (A) WHEN AND IF THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION, AND (B) WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WHICH WILL BE MAILED TO STOCKHOLDERS OF BLOCKBUSTER, INC. AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to add the following:

(a) As of 2:15pm EST on April 7, 2005, Registrants may be deemed to beneficially own, in the aggregate, 11,484,100 Class A Shares and 5,566,131 Class B Shares, representing approximately 9.70% of the Issuer's outstanding Class A Shares and approximately 7.73% of the Issuer's outstanding Class B Shares (based upon the 118,338,343 Class A Shares and 72,000,000 Class B Shares stated to be outstanding as of March 17, 2005 by the Issuer in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 31, 2005).

(b) High River has sole voting power and sole dispositive power with regard to 1,398,820 Class A Shares and 772,320 Class B Shares. Each of Barberry,

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Hopper and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn & Co. has sole voting power and sole dispositive power with regard to 898,000 Class A Shares and 340,906 Class B Shares. Each of Barberry and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 4,075,909 Class A Shares and 1,932,985 Class B Shares. Each of Icahn Offshore, CCI Offshore and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 5,111,371 Class A Shares and 2,519,920 Class B Shares. Each of Icahn Onshore, CCI Onshore and Carl C. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Barberry and Mr. Icahn, by virtue of their relationships to Icahn & Co. (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn & Co. directly beneficially owns. Each of Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following tables set forth all the transactions with respect to Class A Shares and Class B Shares, respectively, effected by any of the Registrants, inclusive of the transactions effected through 2:15pm EST on April 7, 2005. All such transactions were effected in the open market, and the tables include commissions paid in per share prices.

Name	Date	No. of Class A Shares Purchased	Price Per Class A Share
High River	11/11/04	34,300	7.8273
High River	11/12/04	120,000	8.5313
High River	11/15/04	49,000	8.3535
High River	11/16/04	100,000	8.3069
High River	11/17/04	124,000	8.3226
High River	11/18/04	40,000	8.4381
High River	11/19/04	162,000	8.1402
High River	11/22/04	17,000	8.2367
High River	11/23/04	15,000	8.2527
High River	11/24/04	40,000	8.2630

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High River	11/26/04	22,000	8.2856
High River	11/29/04	80,000	8.2059
High River	11/30/04	55,800	8.3801
High River	12/01/04	56,000	8.9076
High River	12/02/04	138,000	9.2319
High River	12/03/04	30,000	9.2234
High River	12/14/04	183,000	8.9407
High River	12/14/04	62,720	9.0418
High River	02/14/05	70,000	9.2926
Icahn & Co.	02/15/05	130,000	9.4088
Icahn & Co	02/17/05	613,000	9.1570
Icahn & Co	03/07/05	70,000	8.6309
Icahn & Co	03/08/05	85,000	8.6638
Icahn Master	11/11/04	54,880	7.8273
Icahn Master	11/12/04	192,000	8.5313
Icahn Master	11/15/04	76,440	8.3535
Icahn Master	11/16/04	156,000	8.3069
Icahn Master	11/17/04	193,440	8.3226
Icahn Master	11/18/04	62,400	8.4381
Icahn Master	11/19/04	252,720	8.1402

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Icahn Master	11/22/04	26,520	8.2367
Icahn Master	11/23/04	23,400	8.2527
Icahn Master	11/24/04	62,400	8.2630
Icahn Master	11/26/04	34,320	8.2856
Icahn Master	11/29/04	124,800	8.2059
Icahn Master	11/30/04	87,048	8.3801
Icahn Master	12/01/04	87,360	8.9076
Icahn Master	12/02/04	215,280	9.2319
Icahn Master	12/03/04	49,200	9.2234
Icahn Master	12/14/04	300,120	8.9407
Icahn Master	12/14/04	102,861	9.0418
Icahn Master	02/14/05	142,800	9.2926
Icahn Master	02/15/05	265,200	9.4088
Icahn Master	02/17/05	1,250,520	9.1570
Icahn Master	03/07/05	142,800	8.6309
Icahn Master	03/08/05	173,400	8.6638
Icahn Partners	11/11/04	82,320	7.8273
Icahn Partners	11/12/04	288,000	8.5313
Icahn Partners	11/15/04	119,560	8.3535
Icahn Partners	11/16/04	244,000	8.3069
Icahn Partners	11/17/04	302,560	8.3226

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Icahn Partners	11/18/04	97,600	8.4381
Icahn Partners	11/19/04	395,280	8.1402
Icahn Partners	11/22/04	41,480	8.2367
Icahn Partners	11/23/04	36,600	8.2527
Icahn Partners	11/24/04	97,600	8.2630
Icahn Partners	11/26/04	53,680	8.2856
Icahn Partners	11/29/04	195,200	8.2059
Icahn Partners	11/30/04	136,152	8.3801
Icahn Partners	12/01/04	136,640	8.9076
Icahn Partners	12/02/04	336,720	9.2319
Icahn Partners	12/03/04	70,800	9.2234
Icahn Partners	12/14/04	431,880	8.9407
Icahn Partners	12/14/04	148,019	9.0418
Icahn Partners	02/14/05	137,200	9.2926
Icahn Partners	02/15/05	254,800	9.4088
Icahn Partners	02/17/05	1,201,480	9.1570
Icahn Partners	03/07/05	137,200	8.6309
Icahn Partners	03/08/05	166,600	8.6638



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Name	Date	No. of Class B Share Purchased	Price Per Class B Share
High River	11/15/04	94,000	8.0089
High River	11/16/04	26,000	7.8445
High River	11/17/04	31,960	7.9405
High River	11/18/04	40,000	8.0186
High River	11/19/04	80,000	7.7137
High River	11/22/04	12,000	7.7760
High River	11/23/04	6,000	7.8244
High River	11/24/04	17,000	7.8702
High River	11/26/04	7,400	7.8742
High River	11/29/04	24,000	7.6955
High River	11/30/04	52,000	7.9100
High River	12/01/04	35,000	8.4154
High River	12/02/04	88,000	8.7069
High River	12/03/04	38,080	8.7239
High River	12/06/04	16,000	8.5705
High River	12/07/04	40,900	8.5653
High River	12/08/04	42,000	8.5018
High River	12/09/04	31,300	8.3586
High River	12/10/04	35,000	8.3582
High River	12/14/04	12,740	8.4097

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High River	12/14/04	12,940	8.4686
High River	02/14/05	30,000	8.8980
Icahn & Co.	02/15/05	30,080	8.9643
Icahn & Co.	02/16/05	53,000	8.8592
Icahn & Co.	02/17/05	131,626	8.8063
Icahn & Co.	03/07/05	41,560	8.2141
Icahn & Co.	03/08/05	79,480	8.1882
Icahn & Co.	04/01/05	5,160	8.4588
Icahn Master	11/15/04	146,640	8.0089
Icahn Master	11/16/04	40,560	7.8445
Icahn Master	11/17/04	49,858	7.9405
Icahn Master	11/18/04	62,400	8.0186
Icahn Master	11/19/04	124,800	7.7137
Icahn Master	11/22/04	18,720	7.7760
Icahn Master	11/23/04	9,360	7.8244
Icahn Master	11/24/04	26,520	7.8702
Icahn Master	11/26/04	11,544	7.8742
Icahn Master	11/29/04	37,440	7.6955
Icahn Master	11/30/04	81,120	7.9100
Icahn Master	12/01/04	54,600	8.4154

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Icahn Master	12/02/04	137,280	8.7069
Icahn Master	12/03/04	62,451	8.7239
Icahn Master	12/06/04	26,240	8.5705
Icahn Master	12/07/04	67,076	8.5653
Icahn Master	12/08/04	68,880	8.5018
Icahn Master	12/09/04	51,332	8.3586
Icahn Master	12/10/04	57,400	8.3582
Icahn Master	12/14/04	20,894	8.4097
Icahn Master	12/14/04	21,222	8.4686
Icahn Master	02/14/05	61,200	8.8980
Icahn Master	02/15/05	61,363	8.9643
Icahn Master	02/16/05	108,120	8.8592
Icahn Master	02/17/05	268,518	8.8063
Icahn Master	03/07/05	84,782	8.2141
Icahn Master	03/08/05	162,139	8.1882
Icahn Master	04/01/05	10,526	8.4588
Icahn Partners	11/15/04	229,360	8.0089
Icahn Partners	11/16/04	63,440	7.8445
Icahn Partners	11/17/04	77,982	7.9405
Icahn Partners	11/18/04	97,600	8.0186
Icahn Partners	11/19/04	195,200	7.7137

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Icahn Partners	11/22/04	29,280	7.7760
Icahn Partners	11/23/04	14,640	7.8244
Icahn Partners	11/24/04	41,480	7.8702
Icahn Partners	11/26/04	18,056	7.8742
Icahn Partners	11/29/04	58,560	7.6955
Icahn Partners	11/30/04	126,880	7.9100
Icahn Partners	12/01/04	85,400	8.4154
Icahn Partners	12/02/04	214,720	8.7069
Icahn Partners	12/03/04	89,869	8.7239
Icahn Partners	12/06/04	37,760	8.5705
Icahn Partners	12/07/04	96,524	8.5653
Icahn Partners	12/08/04	99,120	8.5018
Icahn Partners	12/09/04	73,868	8.3586
Icahn Partners	12/10/04	82,600	8.3582
Icahn Partners	12/14/04	30,066	8.4097
Icahn Partners	12/14/04	30,538	8.4686
Icahn Partners	02/14/05	58,800	8.8980
Icahn Partners	02/15/05	58,957	8.9643
Icahn Partners	02/16/05	103,880	8.8592
Icahn Partners	02/17/05	257,987	8.8063
Icahn Partners	03/07/05	81,458	8.2141

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Icahn Partners	03/08/05	155,781	8.1882
Icahn Partners	04/01/05	10,114	8.4588

Item 7. Material to be Filed as Exhibits

- 1 Amended and Restated Joint Filing Agreement of the Registrants
- 2 Letter to Mr. Antioco dated April 7, 2005

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 7, 2005

HOPPER INVESTMENTS LLC

By: Barberry Corp.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

BARBERRY CORP.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, General Partner

By: Barberry Corp., member

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner

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Title: Authorized Signatory

[Signature Page of Amendment #2 to Schedule 13D - Blockbuster, Inc.]

ICAHN OFFSHORE L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

CCI OFFSHORE LLC

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN ONSHORE L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

CCI ONSHORE LLC

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN & CO., INC.

By: /s/ Irene S. March  
Name: Irene S. March  
Title: Controller

/s/ Carl C. Icahn\_\_\_\_\_

-----  
CARL C. ICAHN

[Signature Page of Amendment #2 to Schedule 13D - Blockbuster, Inc.]

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AMENDED AND RESTATED JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Class A Common Stock and Class B Common Stock of Blockbuster, Inc. and further agree that this Amended and Restated Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 7Th day of April 2005.

HOPPER INVESTMENTS LLC

By: Barberry Corp.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

BARBERRY CORP.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, General Partner

By: Barberry Corp., member

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN OFFSHORE L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

[Signature Page of Joint Filing Agreement to Schedule 13D - Blockbuster, Inc.]

CCI OFFSHORE LLC

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN PARTNERS L.P.

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By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN ONSHORE L.P.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

CCI ONSHORE LLC

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN & CO., INC.

By: /s/ Irene S. March  
Name: Irene S. March  
Title: Controller

/s/ Carl C. Icahn\_\_\_\_\_

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CARL C. ICAHN

[Signature Page of Joint Filing Agreement to Schedule 13D - Blockbuster, Inc.]

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF ICAHN & CO., INC.

Name, Business Address and Principal Occupation of Each Executive Officer  
and Director of Icahn & Co.

The following sets forth the name, position, and principal occupation of each director and executive officer of Icahn & Co. Each such person is a citizen of the United States of America. The business address of each director and officer, other than Joseph D. Freilich and Richard T. Buonato, is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. The business address of each of Joseph D. Freilich and Richard T. Buonato, is 1 Whitehall Street 19th Floor, New York, NY 10004. To the best of Registrants' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Registrants own any shares of the Issuer.

ICAHN & CO., INC.

Directors	Officers
Carl C. Icahn	Carl C. Icahn - Chairman of the Board and President
Joseph D. Freilich	Richard T. Buonato - Vice President/Finance



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Irene S. March - Controller  
Joseph D. Freilich - Secretary and Treasurer  
Gail Golden - Assistant Secretary