

Viacom Inc.  
Form 8-K  
February 17, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 14, 2011

VIACOM INC.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-32686<br>(Commission<br>File Number) | 20-3515052<br>(IRS Employer Identification<br>Number) |
|---|--|---|

|   |                     |
|---|---------------------|
| 1515 Broadway, New York, NY<br>(Address of principal executive offices) | 10036<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (212) 258-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section  
8 –  
Other  
Events

Item 8.01 Other Events.

On February 14, 2011, Viacom Inc. (the “Company”) announced that it had agreed to sell \$500,000,000 aggregate principal amount of 4.50% Senior Notes due 2021 (the “Senior Notes”). The sale of the Senior Notes is expected to close on February 22, 2011. The Company intends to use the proceeds from the sale to finance the partial tender offer for up to \$500,000,000 of its outstanding 6.25% Senior Notes due 2016 pursuant to an offer to purchase dated February 14, 2011 and, to the extent that any proceeds remain, for general corporate purposes, including the potential repayment of any borrowings under its revolving credit facility due 2013 or other outstanding indebtedness. In connection with the sale of the Senior Notes, on February 14, 2011, the Company entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule 1 thereto. The offering is being made pursuant to the Company’s effective registration statement on Form S-3 (Registration Statement No. 333-162962) previously filed with the Securities and Exchange Commission (the “Registration Statement”). The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1.

The Company incorporates by reference the Underwriting Agreement filed herewith as Exhibit 1.1 into the Registration Statement, pursuant to which the Senior Notes were registered.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed as part of this Report on Form 8-K:

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 1.1         | Underwriting Agreement, dated February 14, 2011, among Viacom Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule 1 thereto. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

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

Date: February 17, 2011

Exhibit Index

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