SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] Anschell Jonathan (Last)　　(First)　　(Middle) 1515 BROADWAY (Street) NEW YORK　NY　10036 (City)　　(State)　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol ViacomCBS Inc. [VIACA,VIAC] 3. Date of Earliest Transaction (Month/Day/Year) 12/04/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 　Director　　　　　10% Owner X Officer (give title below)　　Other (specify below) EVP, Deputy GC and Secretary 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 　Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	12/03/2019		G	V	2,500	D	$0.0000[(1)]	159[(2)]	D	
Class B common stock								802	I	By 401(k)
Class B common stock								2,400	I	By Family Trust 1
Class B common stock								2,400	I	By Family Trust 2

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units[(3)]	[(4)]	12/04/2019		A[(5)]		10,801		02/21/2020[(4)]	[(4)]	Class B common stock	10,801	$0.0000[(3)]	21,602	D	

Explanation of Responses:

1. Bona fide gift by the Reporting Person to a 501(c)(3) charitable organization for no consideration.
2. Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
3. Granted under the Issuer's long term incentive plan.
4. These Restricted Share Units vest in four equal annual installments beginning on February 21, 2020 and are settled by delivery of a corresponding number of the Issuer's shares upon vesting.
5. On December 4, 2019, the performance target associated with these Restricted Share Units was deemed satisfied.

/s/ Jonathan Anschell　　　　12/04/2019

** Signature of Reporting Person　　Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.