

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Jones Richard M</u>  (Last) (First) (Middle) 1515 BROADWAY  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ViacomCBS Inc. [ VIACA,VIAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, General Tax Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/21/2020		M		3,682	A	\$0 <sup>(1)</sup>	109,555	D	
Class B common stock	02/21/2020		F		1,252 <sup>(2)</sup>	D	\$28.26	108,303	D	
Class B common stock	02/22/2020		M		2,031	A	\$0 <sup>(3)</sup>	110,334	D	
Class B common stock	02/22/2020		F		691 <sup>(2)</sup>	D	\$28.26	109,643	D	
Class B common stock	02/23/2020		M		1,642	A	\$0 <sup>(4)</sup>	111,285	D	
Class B common stock	02/23/2020		F		559 <sup>(2)</sup>	D	\$28.26	110,726	D	
Class B common stock								1,876	I	By 401(k)

**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						Amount or Number of Shares
Restricted Share Units <sup>(5)</sup>	(1)	02/21/2020		M		3,682		02/21/2020 <sup>(1)</sup>	(1)	Class B common stock	3,682	(5)	11,046	D	
Restricted Share Units <sup>(5)</sup>	(3)	02/22/2020		M		2,031		02/22/2019 <sup>(3)</sup>	(3)	Class B common stock	2,031	(5)	4,064	D	
Restricted Share Units <sup>(5)</sup>	(4)	02/23/2020		M		1,642		02/23/2018 <sup>(4)</sup>	(4)	Class B common stock	1,642	(5)	1,646	D	

**Explanation of Responses:**

- These shares were issued on February 21, 2020 upon vesting of the first of four equal annual installments of Restricted Share Units that were initially granted on February 21, 2019. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$28.26 per share.
- These shares were withheld by ViacomCBS to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the Restricted Share Units, and were not actually sold or otherwise disposed of in an open-market transaction.
- These shares were issued on February 22, 2020 upon vesting of the second of four equal annual installments of Restricted Share Units that were initially granted on February 22, 2018. On February 21, 2020, the last preceding business day before the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$28.26 per share.
- These shares were issued on February 23, 2020 upon vesting of the third of four equal annual installments of Restricted Share Units that were initially granted on February 23, 2017. On February 21, 2020, the last preceding business day before the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$28.26 per share.
- Granted under the Issuer's long term incentive plan, for no consideration.

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Richard M. Jones      02/25/2020

\*\* 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.**

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