

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): September 17, 2004

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

001-09553

04-2949533

(State or other jurisdiction (Commission File Number)
of incorporation)

(I.R.S. Employer
Identification Number)

1515 Broadway, New York, NY

10036

(Address of principal executive offices)

(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.):

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 September 20, 2004, the Registrant issued a press release
regarding the lawsuit seeking to enjoin the Blockbuster split-off exchange
offer.

A copy of the press release is attached hereto as Exhibit 99.1.

Section 9--Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release, dated September 20, 2004, regarding
the lawsuit seeking to enjoin the Blockbuster split-off exchange offer.

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.
(Registrant)

By: /s/ Michael D. Fricklas

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

Date: September 20, 2004

EXHIBIT INDEX

Exhibit 99.1 Press Release, dated September 20, 2004, regarding the lawsuit seeking to enjoin the Blockbuster split-off exchange offer.

VIACOM STATEMENT REGARDING LAWSUIT TO ENJOIN BLOCKBUSTER
SPLIT-OFF EXCHANGE OFFER

NEW YORK, NEW YORK, September 20, 2004 - Viacom Inc. (NYSE: VIA, VIA.B) said today that the lawsuit filed on September 17, 2004 in the Court of Chancery of Delaware seeking to enjoin the company's Blockbuster split-off exchange offer is entirely without merit. The suit named Viacom Inc., National Amusements Inc. and each of Viacom's directors as defendants and, among other things, alleges that the related Prospectus-Offer to Exchange omits material information.

Information About the Exchange Offer

Stockholders of Viacom are advised to read Viacom's Tender Offer Statement on Schedule TO, Blockbuster's Registration Statement on Form S-4 and the Prospectus-Offer to Exchange, as well as any other documents relating to the exchange offer that are filed with the SEC when they become available because they will contain important information. Stockholders of Viacom may obtain copies of these documents for free at the SEC's website at <http://www.sec.gov> or from Viacom Investor Relations at 1-800-516-4399. Viacom stockholders may also request copies of the exchange offer documents from Viacom's information agent, MacKenzie Partners, Inc., located at 105 Madison Avenue, New York, NY 10016, at (800) 322-2885 (toll-free) in the United States or at (212) 929-5500 (collect) elsewhere.

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