

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT  
(Pursuant to Section 13(e) (1) of the Securities Exchange Act of 1934)

(Amendment No. 3)

VIACOM INC.  
(Name of Issuer)  
VIACOM INC.  
(Name of Person(s) Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
CLASS B COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)  
925524 10 0 (CLASS A) 925524 30 8 (CLASS B)  
(CUSIP Numbers of Classes of Securities)

PHILIPPE P. DAUMAN, ESQ.  
DEPUTY CHAIRMAN, EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL,  
CHIEF ADMINISTRATIVE OFFICER AND SECRETARY  
VIACOM INC.  
1515 BROADWAY  
NEW YORK, NY 10036  
(212) 258-6000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Person(s) filing Statement)

COPIES TO:

STEPHEN T. GIOVE, ESQ.  
CREIGHTON O'M. CONDON, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022

June 24, 1996  
(Date Tender Offer First Published, Sent or Given to Security Holders)

## Introduction

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This is Amendment No. 3 (the "Amendment") to the Schedule 13E-4 Issuer Tender Offer Statement filed with the Securities and Exchange Commission on June 24, 1996 as amended by Amendment No. 1 thereto dated June 25, 1996 and Amendment No. 2 thereto dated July 19, 1996, (as amended, the "Statement"). The Statement relates to an offer by Viacom Inc., a Delaware corporation ("Viacom"), upon the terms and subject to the conditions set forth in the Offering Circular - Prospectus dated June 24, 1996 (the "Offering Circular - Prospectus") and the related Letter of Transmittal (the "Letter of Transmittal," which, together with the Offering Circular - Prospectus, constitutes the "Exchange Offer"), to exchange 6,257,961 shares of Class A Common Stock, \$100.000 par value per share, of Viacom International Inc., a Delaware corporation ("VII Cable"), for shares of Class A Common Stock, \$0.01 par value per share, of Viacom ("Viacom Class A Common Stock") or shares of Class B Common Stock, \$0.01 par value per share, of Viacom ("Viacom Class B Common Stock" and, together with Viacom Class A Common Stock, "Viacom Common Stock"), at an exchange ratio not greater than .47 nor less than 0.4075 per share of VII Cable for each share of Viacom Common Stock being validly tendered and not properly withdrawn prior to the Expiration Date (as defined in the Offering Circular - Prospectus). The Exchange Offer is being made by means of the Offering Circular - Prospectus and the related Letter of Transmittal. The purpose of this Amendment is to add as an additional Exhibit (a)(10) to the Statement, the press release of Viacom dated July 23, 1996 announcing the preliminary results of the Exchange Offer.

### ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

- (a) (1) Offering Circular - Prospectus dated June 24, 1996.\*
- (a) (2) Form of Letter of Transmittal.\*
- (a) (3) Form of Notice of Guaranteed Delivery.\*
- (a) (4) Form of Letter from Wasserstein Perella & Co. to Securities Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a) (5) Form of Letter to Clients for use by Securities Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a) (6) Form of Letter to Participants in Viacom Employee Benefit Plans.\*
- (a) (7) Form of Memorandum to Participants in Viacom Employee Benefit Plans.\*
- (a) (8) Summary Advertisement dated June 25, 1996.\*
- (a) (9) Press Release issued by Viacom Inc. dated July 18, 1996.\*
- (a) (10) Press Release issued by Viacom Inc. dated July 23, 1996.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

\* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

Dated: July 23, 1996

VIACOM INC.

By: /s/ Michael D. Fricklas  
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Name: Michael D. Fricklas  
Title: Senior Vice President, Deputy  
General Counsel

- (a) (1) Offering Circular - Prospectus dated June 24, 1996.\*
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- (a) (3) Form of Notice of Guaranteed Delivery.\*
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- (b) Not applicable.
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\* Previously filed.

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[LOGO OF VIACOM]

VIACOM SUCCESSFULLY COMPLETES CABLE SPLIT-OFF EXCHANGE OFFER

Estimated Final Exchange Ratio and Proration Factor Announced

New York, New York, July 23, 1996 - Viacom Inc. (AMEX: VIA and VIAB) announced today that it has successfully completed its exchange offer to its stockholders in connection with the split-off of its cable systems. As previously announced, the transaction allows Viacom to reduce its debt by \$1.7 billion and reduce the total number of outstanding common shares of Viacom by approximately 4.1%.

The exchange offer, which expired at midnight (EDT) on July 22, 1996, provided Viacom shareholders with the opportunity to exchange shares of Viacom Class A and Class B Common Stock for 6,257,961 common shares of Viacom's split-off cable operation, to be renamed TCI Pacific Communications, Inc. (TCI Pacific). The common shares of TCI Pacific will convert immediately after the exchange into shares of preferred stock of TCI Pacific on a one-for-one basis.

Viacom said that, based on a preliminary count by the exchange agent, the estimated final exchange ratio is 0.4075 shares of TCI Pacific for each share of Viacom Common Stock accepted after proration. The preliminary proration factor is 60.16%. The estimated final exchange ratio is the lowest exchange ratio offered to Viacom shareholders because a sufficient number of shares were tendered at that ratio to enable the Company to exchange its entire ownership in TCI Pacific.

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Sumner M. Redstone, Chairman and Chief Executive Officer of Viacom, said, "The success of our cable offer, in effect, brings to a close the highly favorable split-off of the Viacom Cable systems, a transaction which strengthens the Company's capital structure while at the same time affording our shareholders the opportunity to receive a premium for their shares."

Viacom expects to accept 15,356,960 shares of Viacom Common Stock in exchange for the shares of TCI Pacific being offered, including 5,025,401 shares of Viacom Class A Common stock and 10,331,559 shares of Viacom Class B Common Stock. The preliminary count indicates that 25,525,534 shares of Viacom Common Stock, including 8,352,960 shares of Viacom Class A Common Stock and 17,172,574 shares of Viacom Class B Common Stock were tendered at the expected final exchange ratio (including 14,894,776 shares subject to guarantees of delivery).

The final exchange ratio, exact number of shares to be accepted for exchange, and the final proration factor are subject to final review of the validity of all tender documentation. Certificates for shares of preferred stock of TCI Pacific and checks for cash payable in lieu of fractional shares will be mailed promptly after final determination of the proration factor. All shares tendered and not exchanged will be returned to stockholders. The Company expects to determine the final exchange ratio and proration factor by July 30, and, subject to the conditions of the offer, accept shares tendered in the exchange offer on that date. The transactions are expected to close on July 31, 1996.

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Viacom Cable includes systems in five geographic regions, including the San Francisco and Northern California area; Salem, Oregon; the Seattle, Washington and greater Puget Sound area; Nashville, Tennessee; and Dayton, Ohio. The systems serve approximately 1.2 million cable subscribers in five states.

Viacom Inc. is one of the world's largest entertainment and publishing companies and a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster Video, Blockbuster Music, MTV Networks, Paramount Parks, Paramount Pictures, Paramount Television, Showtime Networks, Simon & Schuster, Viacom Interactive Media, as well as radio and television stations, and movie screens in 11 countries. Viacom also has a majority interest in Spelling Entertainment Group, as well as a substantial interest in Comedy Central, and USA Networks, including the Sci-Fi Channel. National Amusements, Inc., a closely held corporation which owns and operates more than 1,000 screens in the U.S. and the U.K. is the parent company of Viacom. More information about Viacom is available at the Company's Web site located at <http://www.viacom.com>.

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