

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. 1)

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. 1 (the "Amendment") to the Schedule 13E-4 Issuer Tender Offer Statement (the "Statement") filed with the Securities and Exchange Commission on June 24, 1996. 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less than 0.4075 per share of VII Cable for each share of Viacom Common Stock being validly tendered and not properly withdrawn prior to the Expiration Date (as defined in the Offering Circular - Prospectus).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 the Amendment is to add as an additional exhibit a(8) to the Statement, the summary advertisement published in the national edition of the Wall Street Journal on Tuesday, June 25, 1996.

### 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.
- (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: June 25, 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.\*
- (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 of 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.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

\* Previously filed.

This announcement is neither an offer to exchange nor a solicitation of an offer to exchange any securities. The Exchange Offer is made solely by the Offering Circular-Prospectus dated June 24, 1996 and the related Letter of Transmittal, which are accompanied by the Prospectus dated June 24, 1996 of Tele-Communications, Inc., and is not being made to (nor will tenders be accepted from or on behalf of) Viacom Inc. stockholders in any jurisdiction in which the making of the Exchange Offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In those jurisdictions where the securities, blue sky or other laws require the Exchange Offer to be made by a licensed broker or dealer, the Exchange Offer shall be deemed to be made on behalf of Viacom Inc. by Wasserstein Perella & Co., Inc. ("Wasserstein Perella") or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

NOTICE OF OFFER TO EXCHANGE

6,257,961 SHARES OF CLASS A COMMON STOCK

(AUTOMATICALLY AND IMMEDIATELY CONVERTIBLE AS DESCRIBED IN THE OFFERING CIRCULAR-PROSPECTUS INTO 6,257,961 SHARES OF 5% CLASS A SENIOR CUMULATIVE EXCHANGEABLE PREFERRED STOCK)

OF

VIACOM INTERNATIONAL INC.  
(to be renamed TCI Pacific Communications, Inc.)

FOR SHARES OF COMMON STOCK OF

VIACOM INC.

AT AN EXCHANGE RATIO NOT GREATER THAN .47 NOR LESS THAN .4075 FOR EACH SHARE OF COMMON STOCK OF VIACOM INC.

THE EXCHANGE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON MONDAY, JULY 22, 1996, UNLESS THE EXCHANGE OFFER IS EXTENDED.

Viacom Inc., a Delaware corporation ("Viacom"), is offering to exchange (the "Exchange Offer") a total of 6,257,961 shares of Class A Common Stock of Viacom International Inc., a Delaware corporation (to be renamed TCI Pacific Communications, Inc.), a company ("VII Cable") that will own the cable operations currently owned by Viacom, for shares of Viacom Class A Common Stock or Viacom Class B Common Stock (together, the "Viacom Common Stock"), at an exchange ratio ("Exchange Ratio") of not more than .47 (the "Maximum Exchange Ratio") nor less than .4075 (the "Minimum Exchange Ratio") of a share of VII Cable Class A Common Stock for each share of Viacom Common Stock validly tendered and not properly withdrawn by 12:00 Midnight, New York City time, on Monday, July 22, 1996, unless the Exchange Offer is extended (the "Expiration Date"), 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, which are being accompanied by the Prospectus dated June 24, 1996 (the "TCI Prospectus") of Tele-Communications, Inc. ("TCI"). Each share of VII Cable Class A Common Stock will automatically and immediately convert into one share of 5% Class A Senior Cumulative Exchangeable Preferred Stock of VII Cable ("VII Cable Preferred Stock") upon the purchase of shares of Class B Common Stock of VII Cable (the "Stock Issuance") by a wholly owned subsidiary ("TCI Cable") of TCI. On and after the fifteenth day following the fifth anniversary of the date of issuance of the VII Cable Preferred Stock, VII Cable may redeem shares of VII Cable Preferred Stock at redemption prices which decline ratably from \$102.50 to \$100 per share (plus accrued and unpaid dividends to the date of redemption) between the fifth and eighth anniversaries of the date of issuance. On the tenth anniversary of the date of issuance, VII Cable is required to redeem the VII Cable Preferred Stock for \$100 per share, plus accrued and unpaid dividends to the date of redemption. Unless previously redeemed, each share of VII Cable Preferred Stock is exchangeable at the option of the holder after the fifth anniversary of the date of issuance for a number of shares of Series A TCI Group Common Stock ("TCI Stock") at the exchange rate determined as described in the Offering Circular-Prospectus, which will be announced on the second business day prior to the Expiration Date. Dividends and payments upon optional or mandatory redemption of shares of VII Cable Preferred Stock may be paid in cash, shares of TCI Stock or any combination thereof, at the option of VII Cable.

The Exchange Offer is being conducted as a modified "dutch auction" in which each holder of Viacom Common Stock will be able to specify a fraction of a share

of VII Cable Class A Common Stock (or Exchange Ratio) that such holder is willing to receive in exchange for a share of Viacom Common Stock. The Exchange Ratio specified by each Viacom stockholder must be no greater than the Maximum Exchange Ratio and no less than the Minimum Exchange Ratio (the "Exchange Ratio Range"). Viacom will select as the Final Exchange Ratio (i.e., the amount of VII Cable Class A Common Stock that Viacom will exchange for each share of Viacom Common Stock accepted for exchange) the lowest Exchange Ratio that will allow Viacom to exchange all of the outstanding shares of VII Cable Class A Common Stock for Viacom Common Stock pursuant to the Exchange Offer. The Final Exchange Ratio will be calculated by Viacom as follows: at the expiration of the Exchange Offer, Viacom will calculate the number of shares of Viacom Common Stock validly tendered at Exchange Ratios within the Exchange Ratio Range, beginning with shares tendered at the Minimum Exchange Ratio and ending, if necessary, at the Maximum Exchange Ratio. When the aggregate dollar value of the tenders made (calculated as described in the Offering Circular-Prospectus) in ascending order of Exchange Ratios is equal to or greater than \$625,796,100 (the "Trigger Amount"), Viacom will become obligated to accept all shares of Viacom Common Stock validly tendered and not properly withdrawn prior to the Expiration Date at Exchange Ratios at or below the lowest Exchange Ratio required to reach the Trigger Amount, on the terms and subject to the conditions of the Exchange Offer, including the proration provisions thereof. If more shares of Viacom Common Stock than are necessary to reach the Trigger Amount are validly tendered at or below the Final Exchange Ratio and not properly withdrawn prior to the Expiration Date, then Viacom will accept all of such shares on a pro rata basis as described in the Offering Circular-Prospectus in exchange for shares of VII Cable Class A Common Stock. In the event that the number of shares of Viacom Common Stock tendered at any combination of Exchange Ratios within the Exchange Ratio Range is insufficient to reach the Trigger Amount, Viacom will not accept for exchange any of the shares tendered in the Exchange Offer, although, subject to the conditions thereof, Viacom has the right to extend the Exchange Offer as further described in the Offering Circular-Prospectus.

The Exchange Offer is subject to the condition that a number of shares of Viacom Common Stock sufficient to reach the Trigger Amount be validly tendered and not properly withdrawn on or prior to the Expiration Date and to the satisfaction of certain other conditions.

NONE OF VIACOM, VIACOM INTERNATIONAL, THE DEALER MANAGER, THE BOARD OF DIRECTORS OF VIACOM OR THE BOARD OF DIRECTORS OF VIACOM INTERNATIONAL MAKES ANY RECOMMENDATION TO ANY STOCKHOLDER WHETHER TO TENDER OR REFRAIN FROM TENDERING SHARES OF VIACOM COMMON STOCK PURSUANT TO THE EXCHANGE OFFER. EACH STOCKHOLDER MUST MAKE ITS OWN DECISION WHETHER TO TENDER SHARES OF VIACOM COMMON STOCK PURSUANT TO THE EXCHANGE OFFER AND, IF SO, HOW MANY SHARES TO TENDER AND AT WHAT EXCHANGE RATIO. NATIONAL AMUSEMENTS, INC., WHICH OWNS APPROXIMATELY 61% OF THE OUTSTANDING VIACOM CLASS A COMMON STOCK AND APPROXIMATELY 25% OF THE OUTSTANDING VIACOM COMMON STOCK, HAS ADVISED VIACOM THAT IT WILL NOT PARTICIPATE IN THE EXCHANGE OFFER.

For purposes of the Exchange Offer, Viacom shall be deemed, subject to the proration provisions of the Exchange Offer, to have accepted for exchange and exchanged shares of Viacom Common Stock validly tendered for exchange when, as and if Viacom gives oral or written notice thereof to The Bank of New York (the "Exchange Agent"). Exchange of shares of Viacom Common Stock accepted for exchange pursuant to the Exchange Offer will be made by deposit of tendered shares of Viacom Common Stock with the Exchange Agent, which will act as agent for the tendering stockholders for the purpose of receiving shares of VII Cable Class A Common Stock from Viacom and transmitting such shares to tendering stockholders. In all cases, exchange of shares of Viacom Common Stock will be made only after timely receipt by the Exchange Agent of (i) certificates for such shares of Viacom Common Stock (or timely confirmation of a book-entry transfer of such Viacom Common Stock into the Exchange Agent's account at one of the Book-Entry Transfer Facilities (as defined in the Offering Circular-Prospectus)) and (ii) a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof) or an Agent's Message (as defined in the Offering Circular-Prospectus) in connection with a book-entry transfer of shares, together with any other documents required by the Letter of Transmittal. Under no circumstances will interest be paid by Viacom pursuant to the Exchange Offer, regardless of any delay in making such exchange.

Subject to the terms of certain agreements entered into with TCI described in the Offering Circular-Prospectus, Viacom expressly reserves the right, at any time or from time to time, in its sole discretion and regardless of whether any of the conditions specified in the Offering Circular-Prospectus under the caption "The Exchange Offer--Conditions to Consummation of the Exchange Offer" has been satisfied, (i) to extend the period of time during which the Exchange Offer is open by giving oral or written notice of such extension to the Exchange Agent and by making a public announcement of such extension or (ii) to amend the Exchange Offer in any respect by making a public announcement of such amendment.

Tenders of shares of Viacom Common Stock made pursuant to the Exchange Offer are irrevocable provided that tenders of shares may be withdrawn at any time on

or prior to the Expiration Date and may also be withdrawn after the expiration of 40 business days from the commencement of the Exchange Offer, unless theretofore accepted for exchange. To be effective, a written, telegraphic or facsimile transmission notice of withdrawal must be timely received by the Exchange Agent at one of its addresses set forth on the back cover page of the Offering Circular-Prospectus and must specify the name of the person who tendered the shares of Viacom Common Stock to be withdrawn and the number of shares of Viacom Common Stock to be withdrawn precisely as they appear in the Letter of Transmittal. If the shares of Viacom Common Stock to be withdrawn have been delivered to the Exchange Agent, a signed notice of withdrawal with signatures guaranteed by an Eligible Institution (as defined in the Offering Circular-Prospectus) must be submitted prior to the release of such shares of Viacom Common Stock (except that such signature guarantee requirement is not applicable in the case of shares of Viacom Common Stock tendered by an Eligible Institution). In addition, such notice must specify, in the case of shares of Viacom Common Stock tendered by delivery of certificates, the name of the registered holder (if different from that of the tendering stockholder) and the serial numbers shown on the particular certificates evidencing the shares of Viacom Common Stock to be withdrawn or, in the case of shares of Viacom Common Stock tendered by book-entry transfer, the name and number of the account at the Book-Entry Transfer Facility from which the shares were transferred. All questions as to the form of documents (including notices of withdrawal) and the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tender of shares of Viacom Common Stock will be determined by Viacom in its sole discretion, which determination will be final and binding on all tendering stockholders. None of Viacom, the Dealer Manager, the Exchange Agent, the Information Agent or any other person will be under any duty to give notification of any defect or irregularity in tenders or notices of withdrawal or incur any liability for failure to give any such notification.

The information required to be disclosed by Rule 13e-(d)(1) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, is incorporated herein by reference to the Offering Circular - Prospectus, as accompanied by the TCI Prospectus.

The Offering Circular-Prospectus, the TCI Prospectus, the Letter of Transmittal and other relevant materials have been mailed to record holders of Viacom Common Stock and furnished to brokers, dealers, banks, trust companies and similar persons whose names, or the names of whose nominees, appear on the stockholder list of Viacom or, if applicable, are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Viacom Common Stock. The Offering Circular-Prospectus and the related materials and the TCI Prospectus contain important information which should be read before any decision is made with respect to the Exchange Offer.

Requests for additional copies of the Offering Circular-Prospectus, the Letter of Transmittal and other Exchange Offer materials and the TCI Prospectus should be directed to the Information Agent, at its address and telephone number as set forth below, and copies will be furnished promptly at Viacom's expense. Questions and requests for assistance may be directed to the Information Agent or the Dealer Manager.

The Information Agent for the Exchange Offer is:

GEORGESON  
& COMPANY INC.

Wall Street Plaza  
New York, New York 10005  
Banks and Brokers call collect (212) 440-9800  
Call Toll Free: 1-800-223-2064

The Dealer Manager for the Exchange Offer is:

WASSERSTEIN PERELLA & CO., INC.

31 West 52nd Street  
New York, New York 10019  
(212) 969-2700 (call collect)

June 25, 1996