### SEC Form 4

X

Employee Stock Option (Right to Buy)

\$65.92

\$38.86

\$33.99

\$33.42

\$30.86

12/04/2019

12/04/2019

12/04/2019

12/04/2019

12/04/2019

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25,618

32,370

41,056

21,320

28,728

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(6)

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(8)

(9)

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

0.5

ROVAL							
3235-0287							
Estimated average burden							
0.5							

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

											npany Act o								
1. Name and Address of Reporting Person <sup>*</sup> Lea DeDe					2. Issuer Name and Ticker or Trading Symbol <u>Viacom Inc.</u> [ VIA, VIAB ]									5. Relationship of Reporting Person(s) to Iss (Check all applicable) Director 10% Ov			vner		
(Last) (First) (Middle) 1515 BROADWAY						3. Date of Earliest Transaction (Month/Day/Year) 12/04/2019								X         Officer (give title below)         Other (specify below)           EVP, Global Government Affairs					
(Street) NEW YC	DRK NY	· 1	0036		4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Sta		Zip)	. Davis		<u> </u>			ine el	Dia									
1. Title of S	Table I - Non-Deri         L. Title of Security (Instr. 3)         2. Tran         Date         (Month)					2/ Ex ar) if a	A. Dee kecuti any		3. 4. Securit			es Acquired Of (D) (Instr.	(A) or	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	ion(s)			(Instr. 4)	
Class B C	ommon Stoc	ck <sup>(1)</sup>		12/04	4/2019	4/2019		D		49,912	2 D	(1)	0		D				
Class B Common Stock 12/04.					4/2019	/2019		D		1,193	D	(1)	0				By 401(k)		
		т								ispo		or Benef	icially	Owned					
1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Conversion Date Price of Derivative Security					ouns	, wa	rrants,	option	ıs, c	onvertib	le secur		omica					
	Derivative		3A. Deem Execution if any (Month/Da	Date,	4. Transa Code ( 8)	action	5. N of Deri Sec Acq (A) o Disp of (I	umber vative urities uired	6. Date E Expiratio (Month/D	xercis	sable and e	le secur 7. Title and of Securitie Underlying Derivative (Instr. 3 and	Amount Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e ( es l ally l g (	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indire Benefici Ownersl (Instr. 4)	
	Derivative	Date	Execution if any	Date,	Transa Code (	action	5. N of Deri Sec Acq (A) o Disp of (I	umber ivative urities uired or oosed D) (Instr.	6. Date E Expiratio	Exercision Dat Day/Ye	sable and e	7. Title and of Securitie Underlying Derivative (Instr. 3 and	Amount Security	8. Price of Derivative Security	derivative Securitie Beneficia Owned Following Reported Transacti	e ( es l ally l g (	Ownership Form: Direct (D) or Indirect	of Indire Benefici Owners (Instr. 4)	
Stock Option (Right to	Derivative	Date	Execution if any	Date,	Transa Code ( 8)	instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber wative urities uired or bosed D) (Instr. and 5)	6. Date E Expiratio (Month/D Date	Exercision Dat Day/Ye	sable and e ar) Expiration	7. Title and of Securiti Underlying Derivative (Instr. 3 and Title	Amount ss Security d 4) Amount or Number of	8. Price of Derivative Security	derivative Securitie Beneficia Owned Following Reported Transacti	e ( es l ally l g (	Ownership Form: Direct (D) or Indirect	of Indire Benefici Owners (Instr. 4)	
Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy)	Derivative Security	Date (Month/Day/Year)	Execution if any	Date,	Transa Code ( 8) Code	instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities uired or oosed o) (Instr. and 5) (D)	6. Date E Expiratio (Month/D Date Exercisa	Exercision Dat Day/Ye	sable and e ar) Expiration Date	7. Title and of Securitie Underlying Derivative ( (Instr. 3 and Title Class B Common Stock	Amount es Security 1 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e ( es l ally l g (	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indire Benefic Owners (Instr. 4)	
Stock Option (Right to Buy) Employee Stock Option (Right to	\$47.21	Date (Month/Day/Year)	Execution if any	Date,	Transa Code ( 8) Code	instr.	5. N of Deri Sec Acq (A) o Disp of (I 3, 4	umber vative urities josed jor josed jos josed josed josed jos jos jos jos jos josed jos jos jos jos jos jos jos jos jos jos	6. Date E Expiratio (Month/D Date Exercisa	Exercision Dat Day/Ye	Expiration Date	7. Title and of Securitie Underlying Derivative ( (Instr. 3 and Title Class B Common Stock Class B Common Stock	Amount ss Security 14) Amount or Number of Shares 13,168	8. Price of Derivative Security (Instr. 5)	derivativu Securitie Beneficia Gowned Following Reported Transacti (Instr. 4)	e ( es l ally l g (	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Benefici Ownerst (Instr. 4)	

Class B

Common Stock

Class B

Common Stock

Class B Common Stock

Class B

Common Stock

Class B Commor Stock

25,618

32,370

41,056

21,320

28,728

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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. Transa Code ( 8)		of Deri Secu Acq (A) o Disp of (E	lumber ivative uarities or posed D) (Instr. and 5)			ies g Security	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	(10)	12/04/2019		D			2,702	(10)	(10)	Class B Common Stock	2,702	(10)	0	D	
Restricted Share Units	(11)	12/04/2019		D			6,179	(11)	(11)	Class B Common Stock	6,179	(11)	0	D	
Restricted Share Units	(12)	12/04/2019		D			5,499	(12)	(12)	Class B Common Stock	5,499	(12)	0	D	
Restricted Share Units	(13)	12/04/2019		D			5,955	(13)	(13)	Class B Common Stock	5,955	(13)	0	D	
Restricted Share Units	(14)	12/04/2019		D			42,633	(14)	(14)	Class B Common Stock	42,633	(14)	0	D	
Performance Share Units	(15)	12/04/2019		D			10,522	(15)	(15)	Class B Common Stock	10,522	(15)	0	D	
Performance Share Units	(16)	12/04/2019		D			9,142	(16)	(16)	Class B Common Stock	9,142	(16)	0	D	

#### Explanation of Responses:

1. Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 13, 2019, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of October 16, 2019, by and between CBS Corporation ("CBS") and Viacom Inc. ("Viacom") (the "Merger Agreement"), on December 4, 2019 (the "Closing Date"), Viacom merged with and into CBS with CBS continuing as the surviving corporation. Pursuant to the Merger Agreement, on the Closing Date each share of Viacom Class B Common Stock held by the reporting person was converted automatically into 0.59625 shares of Class B Common Stock of CBS.

2. Represents Stock Options granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated January 1, 2011 (the "2006 Plan"), on May 23, 2012. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

3. Represents Stock Options granted under the 2006 Plan on May 22, 2013. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

4. Represents Stock Options granted under the 2006 Plan on May 21, 2014. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

5. Represents Stock Options granted under the 2006 Plan on May 20, 2015. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

6. Represents Stock Options granted under the Viacom Inc. 2016 Long Term Management Incentive Plan (the "2016 Plan") on May 18, 2016. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

7. Represents Stock Options granted under the 2016 Plan on May 18, 2017. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

8. Represents Stock Options granted under the 2016 Plan on January 31, 2018. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

9. Represents Stock Options granted under the 2016 Plan on November 30, 2018. Each Stock Option was converted into a CBS Stock Option pursuant to the terms of the Merger Agreement.

10. Represents restricted stock units ("RSUs") granted under the 2016 Plan on May 18, 2016. These RSUs were converted into CBS RSUs pursuant to the terms of the Merger Agreement.

11. Represents RSUs granted under the 2016 Plan on May 18, 2017. These RSUs were converted into CBS RSUs pursuant to the terms of the Merger Agreement.

12. Represents RSUs granted under the 2016 Plan on January 31, 2018. These RSUs were converted into CBS RSUs pursuant to the terms of the Merger Agreement.

13. Represents RSUs granted under the 2016 Plan on November 30, 2018. These RSUs were converted into CBS RSUs pursuant to the terms of the Merger Agreement.

14. Represents RSUs granted under the 2016 Plan on November 1, 2019. These RSUs were converted into CBS RSUs pursuant to the terms of the Merger Agreement.

15. Represents performance share units ("PSUs") earned at a specified level pursuant to the terms of the Merger Agreement. The PSUs were originally granted under the 2016 Plan on November 20, 2017. These PSUs were converted into time-vesting CBS RSUs pursuant to the terms of the Merger Agreement.

16. Represents PSUs earned at a specified level pursuant to the terms of the Merger Agreement. The PSUs were originally granted under the 2016 Plan on November 30, 2018. These PSUs were converted into time-vesting CBS RSUs pursuant to the terms of the Merger Agreement.

# /s/ Christa A. D'Alimonte, <u>12/06/</u>2019

Attorney-in-Fact for DeDe Lea

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.