

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the
Securities Act of 1934

Date of Report (Date of earliest event reported): May 4, 2000

VIACOM INC.

(Exact name of Registrant as specified in its charter)

Delaware	001-09553	04-2949533
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)
1515 Broadway, New York, New York (Address of principal executive offices)		10036 (Zip Code)

Registrant's telephone number, including area code: (212) 258-6000

Item 2. Acquisition or Disposition of Assets

On May 4, 2000, pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of September 6, 1999, as amended and restated as of October 8, 1999 and as of November 23, 1999 (the "Merger Agreement"), among Viacom Inc., a Delaware Corporation ("Viacom"), CBS Corporation, a Pennsylvania corporation ("CBS") and Viacom/CBS LLC, a Delaware limited liability company, CBS merged with and into Viacom (the "Merger"). Viacom is the surviving corporation of the Merger. In the Merger, each share of common stock, par value \$1.00 per share, of CBS (other than shares being cancelled or otherwise converted pursuant to the Merger Agreement) was converted into the right to receive 1.085 shares of non-voting Class B common stock, par value \$.01 per share, of Viacom. In addition, each share of Series B Participating Preferred Stock, par value \$1.00 per share, of CBS was converted into the right to receive 1.085 shares of Series C Preferred Stock, par value \$.01 per share, of Viacom.

A copy of the press release issued by Viacom announcing the completion of the Merger is attached as an exhibit hereto and is incorporated by reference herein.

Item 5. Other Events

In connection with the Merger, Viacom filed an amended Restated Certificate of Incorporation and also made certain changes to its Amended and Restated By-laws. Copies of Viacom's amended Restated Certificate of Incorporation and Viacom's Amended and Restated By-Laws were filed as Annexes B and C, respectively, to Amendment No. 3 to the Registration Statement on Form S-4 filed with the Securities and Exchange Commission on November 24, 1999 (Commission File No. 333-88613).

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The required financial information of CBS is hereby incorporated by reference to the Annual Report on Form 10-K filed by CBS for the fiscal year ended December 31, 1999 on March 29, 2000 (Commission File No. 001-00977).

(b) Pro Forma Financial Information

The required pro forma financial information will be filed by Viacom by amendment within the prescribed time period.

(c) Exhibits

99.1 Press release by Viacom Inc., dated May 3, 2000

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Viacom has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

Date: May 4, 2000

By: /s/ Michael D. Fricklas

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

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press release by Viacom Inc., dated May 3, 2000

VIACOM AND CBS TO COMPLETE MERGER TOMORROW

Combination Creates \$91 Billion Media Powerhouse
With Preeminent Programming, Powerful Brands, and Global Reach

New Viacom Is World's Largest Platform for Advertising,
Spanning TV and Radio Broadcasting, Cable, Outdoor, and the Internet

New York, New York, May 3, 2000 - Viacom Inc. (NYSE: VIA and VIA.B) has received all regulatory approvals and will merge with CBS Corporation (NYSE: CBS) tomorrow, creating a \$91 billion global media powerhouse with preeminent programming, powerful brands, global reach and the largest platform for advertising across the media landscape, it was announced today by Sumner M. Redstone, Chairman and Chief Executive Officer, and Mel Karmazin, President and Chief Operating Officer.

The new company, called Viacom, is composed of some of the most well-known and respected media properties in the world, including MTV, CBS Television, Nickelodeon, CBS Sports, Paramount Pictures, CBS News, Infinity Broadcasting, Paramount Television, UPN, Blockbuster, VH1, Showtime, TDI and Infinity Outdoor, and Simon & Schuster, among others. The combined company is a leader in the production, promotion, and distribution of entertainment, news, sports, and music to audiences of all ages in more than 100 countries worldwide. Viacom's formidable distribution assets include large television and radio station groups and networks, leading domestic and international outdoor advertising operations, and Internet holdings comprising trafficked sites in music, children's entertainment, news, sports, e-commerce, and others.

Under terms of the transaction, which is tax free for shareholders of CBS and Viacom, each share of CBS Common Stock has been converted into the right to receive 1.085 shares of Viacom Class B Common Stock and each share of CBS Series B Preferred Stock has been converted into the right to receive 1.085 shares of Viacom Series C Preferred Stock. CBS shareholders will receive a cash payment in lieu of any fractional shares.

Mr. Redstone said: "This is a truly momentous and historic occasion for Viacom as we combine with CBS to create an unparalleled entertainment and information enterprise, with incomparable creative capability and extraordinary reach. Our businesses span all ages and all audiences, across virtually all media. Three-quarters of our assets, including radio, cable networks, and outdoor media, are in the fastest-growing areas of our industry, with growth rates of at least 20% and margins of nearly 45%. The new Viacom will also generate significant free cash flow, providing financial flexibility and creating a preeminent growth vehicle for shareholders.

"I am happy to welcome CBS shareholders and employees to the Viacom family," Mr. Redstone added. "Working together, and benefiting from the extraordinary expertise of Mel Karmazin, we will create a new era of creative and financial success for the company."

Mr. Karmazin said: "Viacom and CBS are two powerful companies, each with strong fundamentals and complementary strengths, including a legacy of creative excellence and brand building that is second to none. As a fully integrated media company, with leadership positions in nearly every major media sector, Viacom represents a broad and unprecedented platform for advertisers and a tremendous growth opportunity for our employees and for our shareholders.

"I am looking forward to working with Sumner and the talented managers of Viacom and CBS to quickly integrate our operations, details of which will be announced in the coming weeks."

The company also announced that the members of the Viacom Board of Directors are Messrs. Redstone and Karmazin; Mr. George S. Abrams, attorney, Winer and Abrams; Mr. George H. Conrades, Chairman and Chief Executive Officer, Akamai Technologies, Inc.; Mr. Philippe P. Dauman and Mr. Thomas E. Dooley, both former Viacom Deputy Chairmen; Mr. William H. Gray III, President and CEO, The College Fund/UNCF; Mr. Jan Leschly, retired Chief Executive, SmithKline Beecham; Mr. David T. McLaughlin,

Chairman and CEO, Orion Safety Products; Mr. Ken Miller, Vice Chairman, Credit Suisse First Boston Corp.; Mr. Leslie Moonves, President and CEO, CBS Television; Mr. Brent D. Redstone, attorney; Ms. Shari Redstone, President, National Amusements, Inc.; Mr. Frederic V. Salemo, Senior Executive Vice President and CFO/Strategy and Business Development, Bell Atlantic Corp.; Mr. William Schwartz, Counsel to Cadwalader, Wickersham & Taft; Mr. Ivan Sidenberg, Chairman and CEO, Bell Atlantic Corp.; Ms. Patty Stonesifer, Co-Chair and President, Bill and Melinda Gates Foundation; and Mr. Robert D. Walter, Chairman and CEO, Cardinal Health, Inc.

Viacom Inc. is one of the world's largest entertainment and media companies, and a leader in the production, promotion and distribution of entertainment, news, sports, and music. More information on Viacom is available at www.viacom.com.

Note: Certain statements in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Viacom to be materially different from any future results. Refer to the Company's Annual Report on Form 10-K for the 1999 year and subsequent reports filed with the Securities and Exchange Commission for additional information concerning such risks and uncertainties.

Contacts:

- - - - -

Carl D. Folta
212-258-6352
carl.folta@viacom.com

Susan Duffy
212-258-6347
susan.duffy@viacom.com