

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>GOLDNER BRIAN</u>			2. Issuer Name and Ticker or Trading Symbol <u>ViacomCBS Inc. [ VIACA,VIAC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1515 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10036								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	02/15/2020		M		3,950 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	5,149	D	
Class B common stock	02/15/2020		A		115 <sup>(2)</sup>	A	\$0 <sup>(2)</sup>	5,264	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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					
Restricted Share Units <sup>(3)</sup>	(4)	02/15/2020		A		5,718		(4)	(4)	Class B common stock	(3)	5,718	D	
Restricted Share Units <sup>(3)</sup>	(1)	02/15/2020		M		3,950		02/15/2020 <sup>(1)</sup>	(1)	Class B common stock	(3)	0.0000	D	

Explanation of Responses:

- These shares represent Restricted Share Units ("RSUs") that were granted on February 15, 2019 and that vested on February 15, 2020, but which have not been received because the director elected to defer receipt. On February 14, 2020, the last preceding business day, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$34.98 per share.
- These shares reflect dividend equivalents that accrued on RSUs prior to vesting and on previously vested RSUs, both of which were reinvested in Class B common stock on February 15, 2020, but which have not been received because the director elected to defer receipt. On February 14, 2020, the last preceding business day, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$34.98 per share.
- Granted under the Issuer's 2015 Equity Plan for Outside Directors for no consideration.
- These RSUs will vest on February 15, 2021 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Brian                      02/19/2020  
Goldner

\*\* Signature of Reporting Person                      Date

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

\* 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.