

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

FORM 8-K  
CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 21, 2004

VIACOM INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

001-09553

04-2949533

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(State or other jurisdiction  
of incorporation)

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(Commission File Number)

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(I.R.S. Employer  
Identification Number)

1515 Broadway, New York, NY 10036

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(Address of principal executive offices) (zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2.):

Written communications pursuant to Rule 425 under the Securities Act (17  
CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR  
240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

Section 8--Other Events

Item 8.01 Other Events.

On September 22, 2004, the Registrant issued a press release  
announcing that the Delaware Court of Chancery had denied the plaintiff's  
request for a preliminary injunction hearing in connection with the lawsuit  
filed on September 17, thereby allowing the Blockbuster split-off exchange offer  
to proceed.

A copy of the press release is attached hereto as Exhibit 99.1 and  
is incorporated herein by reference.

Section 9--Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release issued by the Registrant, dated  
September 22, 2004.

SIGNATURE

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

VIACOM INC.  
(Registrant)

By: /s/ Michael D. Fricklas

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

Date: September 22, 2004

EXHIBIT INDEX

Exhibit 99.1 Press Release issued by the Registrant, dated September 22, 2004.

## DELAWARE COURT ALLOWS BLOCKBUSTER SPLIT-OFF EXCHANGE OFFER TO PROCEED

NEW YORK, NEW YORK, September 22, 2004 - Viacom Inc. (NYSE: VIA, VIA.B) said today that, with regard to the shareholder lawsuit filed on September 17, the Delaware Court of Chancery has denied plaintiff's request that a hearing be scheduled on a motion for a preliminary injunction. As a result, the exchange offer will be permitted to proceed without interference from this case.

## Information About the Exchange Offer

Stockholders of Viacom are advised to read Viacom's Tender Offer Statement on Schedule TO, Blockbuster's Registration Statement on Form S-4 and the Prospectus-Offer to Exchange, as well as any other documents relating to the exchange offer that are filed with the SEC when they become available because they will contain important information. Stockholders of Viacom may obtain copies of these documents for free at the SEC's website at [www.sec.gov](http://www.sec.gov) or from Viacom Investor Relations at 1-800-516-4399. Viacom stockholders may also request copies of the exchange offer documents from Viacom's information agent, MacKenzie Partners, Inc., located at 105 Madison Avenue, New York, NY 10016, at (800) 322-2885 (toll-free) in the United States or at (212) 929-5500 (collect) elsewhere.

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## Contacts:

Media	Carl D. Folta (212) 258-6352 <a href="mailto:carl.folta@viacom.com">carl.folta@viacom.com</a>	Susan Duffy (212) 258-6347 <a href="mailto:susan.duffy@viacom.com">susan.duffy@viacom.com</a>
Investors	Martin Shea (212) 258-6515 <a href="mailto:marty.shea@viacom.com">marty.shea@viacom.com</a>	James Bombassei (212) 258-6377 <a href="mailto:james.bombassei@viacom.com">james.bombassei@viacom.com</a>