

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

4841
(Primary Standard Industrial
Classification Code Number)
200 Elm Street
Dedham, Massachusetts 02026
(617) 461-1600

04-2949533
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Paramount Communications Inc.
1984 and 1989 Stock Options Plans
(Full name of Plans)
Philippe P. Dauman, Esq.
Executive Vice President, General Counsel,
Chief Administrative Officer and Secretary
Viacom International Inc.
1515 Broadway
New York, New York 10036
(212) 258-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Aggregate Offering Price	Amount of Registration Fee
Class B Common Stock.....	1,274,210(1)			
Three-Year Warrants.....	368,116			
Five-Year Warrants.....	220,877			
8% Exchangeable Subordinated Debentures Due 2006.....	\$12,833,000	(4)	(4)	\$3,226(5)
Contingent Value Rights.....	685,217(2)			
Series C Cumulative Exchangeable Redeemable Preferred Stock.....	256,650(3)			
5% Subordinated Debentures Due 2014.....	\$12,833,000(3)			

(footnotes for preceding page)

(1) Of the 1,274,210 shares of Class B Common Stock, par value \$.01 per share, of Viacom Inc. being registered hereunder, 368,116 and 220,877 are issuable upon conversion, if any, of the Three-Year Warrants and the Five-Year Warrants being registered hereunder, respectively. An additional \$78,774,042 of shares of Class B Common

Stock valued as of July 7, 1995, representing 50.2% of the consideration for the Paramount stock options, will be issuable upon exercise of the stock options. Since the number of shares cannot currently be determined, such shares will be registered by an amendment to the Registration Statement.

- (2) Includes such indeterminate number and indeterminate types of securities, if any, of Viacom Inc. as may be issued in exchange for the CVRs registered hereunder. No additional consideration will be received for such underlying securities.
- (3) The shares of Series C Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share, of Viacom Inc. (the "Series C Preferred Stock") being registered hereunder would be issued upon any exchange of the 8% Exchangeable Subordinated Debentures due 2006 of Viacom Inc. (the "8% Debentures") in accordance with the terms thereof. No separate consideration will be received for the Series C Preferred Stock in the event any such exchange occurs. The aggregate principal amount of 5% Subordinated Debentures of Viacom Inc. due 2014 (the "5% Debentures") being registered hereunder would be issued upon any exchange of the Series C Preferred Stock in accordance with the terms thereof. No separate consideration will be received for the 5% Debentures in the event any such exchange occurs.
- (4) Not applicable.
- (5) The registration fee of \$3,266 has been calculated as follows: (i) one-twenty ninth of one percent of the sum of (a) the average of the high and low prices on August 18, 1994 as reported on the American Stock Exchange Composite tape (the "Average Price") of \$35 7/8 for the Class B Common Stock multiplied by 685,217 shares of Class B Common Stock, (b) the Average Price of \$2 of the Three-Year Warrants multiplied by 368,116 Three-Year Warrants, (c) the Average Price of \$3 5/6 of the Five-Year Warrants multiplied by 220,877 Five-Year Warrants, (d) the Average Price of \$4 1/4 of the CVRs multiplied by 685,217 CVRs, and (e) \$12,833,000 principal amount of the 8% Debentures; less 49.8% of the aggregate exercise price of \$65,143,928 of the stock options covered by the Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Information Incorporated by Reference

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (the "Commission") by Viacom Inc. (File No. 1-9553) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

1. Viacom Inc.'s Annual Report on Form 10-K for the year ended December 31, 1993, as amended by Form 10-K/A Amendment No. 1 dated May 2, 1994;
2. All other reports filed by Viacom Inc. with the Commission since December 31, 1993, pursuant to Section 13(a) or 15(d) of the Exchange Act; and
3. The description of each class of securities registered hereunder contained in the registration statements therefor under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents and reports filed by Viacom Inc. pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the dates of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Officers and Directors.

Section 145 of the Delaware General Corporation Law (the "DGCL") empowers a Delaware corporation to indemnify any person who was or is, or is threatened to be made, a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe his conduct was unlawful. A Delaware corporation may indemnify such person against expenses (including attorneys' fees) in actions brought by or in the right of the corporation to procure a judgment in its favor under the same conditions, except that no indemnification is permitted in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and to the extent the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Chancery or other such court shall deem proper. To the extent such person has been successful on the merits or otherwise in defense of any action referred to above, or in defense of any claim, issue or matter therein, the corporation must indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. The indemnification and advancement of expenses provided for in, or granted pursuant to, Section 145 is not exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 145 also provides that a corporation may maintain insurance against liabilities for which indemnification is not expressly provided by the statute.

Article VI of the Restated Certificate of Incorporation of Viacom Inc. provides for indemnification of the directors, officers, employees and agents of Viacom Inc. to the full extent currently permitted by the DGCL.

In addition, Viacom Inc.'s Restated Certificate of Incorporation, as permitted by Section 102(b) of the DGCL, limits directors' liability to Viacom Inc. and its stockholders by eliminating liability in damages for breach of fiduciary duty. Article VII of Viacom Inc.'s Restated Certificate of Incorporation provides that neither Viacom Inc. nor its stockholders may recover damages from Viacom Inc.'s directors for breach of their fiduciary duties in the performance of their duties as directors of Viacom Inc. As limited by Section 102(b), this provision cannot, however, have the effect of indemnifying any director of Viacom Inc. in the

case of liability (i) for a breach of the director's duty of loyalty, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL or (iv) for any transactions for which the director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation of Viacom Inc. as filed with the Secretary of State of the State of Delaware on May 21, 1992 (incorporated by reference to Exhibit 3(a) to the Annual Report on Form 10-K of Viacom Inc. for the fiscal year ended December 31, 1992, as amended by Form 10-K/A Amendment No. 1 dated November 29, 1993 and as further amended by Form 10-K/A Amendment No. 2 dated December 9, 1993 (File No. 1-9553))
- 4.2 Form of Amendment to Restated Certificate of Incorporation of Viacom Inc. (incorporated by reference to Annex VII to the Joint Proxy Statement/Prospectus of Viacom Inc. dated June 6, 1994 (File No. 33-53977))
- 4.3 By-laws of Viacom Inc. (incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-4 filed by Viacom Inc. (File No. 33-13812))
- 5 Opinion of Philippe P. Dauman as to the legality of the securities being registered
- 23.1 Consent of Price Waterhouse LLP
- 23.2 Consent of Philippe P. Dauman (contained in Exhibit 5)
- 24 Powers of Attorney

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the Prospectus any facts or events after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the Prospectus to each employee to whom the Prospectus is sent or given a copy of the Registrant's annual report to stockholders for its last fiscal year, unless such employee otherwise has received a copy of such report, in which case the Registrant shall state in the Prospectus that it will promptly furnish, without charge, a copy of such report on written request of the employee. If the last fiscal year of the Registrant has ended within 120 days prior to the use of the Prospectus, the annual report of the Registrant for the preceding fiscal year may be so delivered, but within such 120 day period the annual report for the last fiscal year will be furnished to each such employee.

(d) The undersigned Registrant hereby undertakes to transmit or cause to be transmitted to all employees participating in the plans who do not otherwise receive such material as stockholders of the Registrant, at the time and in the manner such material is sent to its stockholders, copies of all reports, proxy statements and other communications distributed to its stockholders generally.

(e) The undersigned Registrant herewith undertakes to register under the Securities Act prior to the issuance thereof, all securities, if any, issued in exchange for the CVRs and to deliver a prospectus in connection therewith to holders of stock options covered by this Registration Statement at that time.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of New York, State of New York, on August 22, 1994.

VIACOM INC.
(Registrant)

By: /s/ PHILIPPE P. DAUMAN

Name: Philippe P. Dauman
Title: Executive Vice President,
General Counsel, Chief
Administrative Officer
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 22, 1994 in the capacities shown:

Signature -----	Title -----
* ----- George S. Abrams	Director
* ----- Frank J. Biondi, Jr.	Director, President, Chief Executive Officer (Principal Executive Officer)
/s/ PHILIPPE P. DAUMAN ----- Philippe P. Dauman	Director
* ----- William C. Ferguson	Director
* ----- H. Wayne Huizenga	Director
* ----- Ken Miller	Director

* ----- Brent D. Redstone	Director
* ----- Sumner M. Redstone	Director
* ----- Frederic V. Salerno	Director
* ----- William Schwartz	Director
/s/ GEORGE S. SMITH, JR. ----- George S. Smith, Jr.	Senior Vice President, Chief Financial Officer (Principal Financial Officer)
/s/ KEVIN C. LAVAN ----- Kevin C. Lavan	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

*By: /s/ PHILIPPE P. DAUMAN

August 22, 1994

Philippe P. Dauman
Attorney-in-Fact under Powers
of Attorney filed as Exhibit 24
to this Registration Statement

Exhibit Index

Exhibit No.	Description	Page
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5	Opinion of Philippe P. Dauman as to the legality of the securities being registered	
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24	Powers of Attorney	

EXHIBIT 5

August 22, 1994

Viacom Inc.
200 Elm Street
Dedham, Massachusetts 02026

Dear Sirs:

This opinion is delivered in connection with the Registration Statement on Form S-8 (the "Registration Statement") of Viacom Inc. ("Viacom") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), with respect to the following Viacom securities (collectively the "Securities") to be issued in connection with Viacom's assumption of the stock options for shares of Paramount Communications Inc. ("Paramount") Common Stock outstanding on July 7, 1994 under Paramount's 1989 and 1984 Stock Option Plans (the "Plans"):

1,274,210	shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock");
685,217	contingent value rights;
368,116	three-year warrants to purchase one share of Class B Common Stock at \$60 per share;
220,877	five-year warrants to purchase one share of Class B Common Stock at \$70 per share;
\$12,833,000	principal amount of 8% exchangeable subordinated debentures due 2006;
256,650	shares of Series C Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share; and
\$12,833,000	principal amount of 5% subordinated debentures due 2014.

Viacom Inc.
August 22, 1994
Page Two

In this connection, and as the basis for the opinion expressed below, I have examined and relied on originals or copies, certified or otherwise identified to my satisfaction of such documents, corporate records and other instruments, and have made such examinations of law and fact as I have deemed necessary or appropriate for the purpose of giving the opinion expressed below.

I am a member of the bar of the State of New York and the opinion set forth below is restricted to matters controlled by federal laws and the laws of the States of Delaware and New York.

Based upon the foregoing, it is my opinion that when (i) the applicable provisions of the Act and of such "Blue Sky" or other state securities laws as may be applicable shall have been complied with, and (ii) the Securities shall have been issued and delivered in accordance with the terms of the Plans and paid for in full, the Securities will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Philippe P. Dauman

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-8 of Viacom Inc., of our reports dated February 4, 1994, except as to Note 2, which is as of March 11, 1994, appearing on pages II-32, and F-2 of the Viacom Inc. Annual Report on Form 10-K for the year ended December 31, 1993, as amended by Form 10-K/A Amendment No. 1 dated May 2, 1994. We also consent to the reference to us under the heading "Experts" in such Prospectus.

PRICE WATERHOUSE LLP

New York, New York
August 22, 1994

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ GEORGE S. ABRAMS

George S. Abrams

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ FRANK J. BIONDI, JR.

Frank J. Biondi, Jr.

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VIACOM INC.

Power of Attorney

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IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ WILLIAM C. FERGUSON

William C. Ferguson

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ H. WAYNE HUIZENGA

H. Wayne Huizenga

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ KEN MILLER

Ken Miller

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ BRENT D. REDSTONE

Brent D. Redstone

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ SUMNER M. REDSTONE

Sumner M. Redstone

EXHIBIT 24

VIACOM INC.

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director and/or officer of VIACOM INC., (the "Company"), hereby constitutes and appoints Philippe P. Dauman and Michael D. Fricklas, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto or supplements or amendments to such Prospectus, covering the securities of Viacom Inc. to be issued pursuant to the Paramount stock options plans assumed by Viacom Inc. pursuant to the Amended and Restated Plan of Merger, dated as of February 4, 1994, as further amended as of May 26, 1994, among Viacom Inc., Viacom International Inc. and Paramount Communications Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ FREDERIC V. SALERNO

Frederic V. Salerno

EXHIBIT 24

VIACOM INC.

Power of Attorney

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IN WITNESS WHEREOF, I have hereunto signed my name this 7th day of July, 1994.

/s/ WILLIAM SCHWARTZ

William Schwartz