

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Groce Caryn K</u>			2. Issuer Name and Ticker or Trading Symbol <u>Paramount Global [ PARAA,PARA ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, Acting Gen Counsel &amp; Secy</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2024</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	12/24/2024		M <sup>(1)</sup>		15,828 <sup>(2)</sup>	A	\$0 <sup>(2)</sup>	24,244	D	
Class B common stock	12/24/2024		M <sup>(1)</sup>		5,053 <sup>(3)</sup>	A	\$0 <sup>(3)</sup>	29,297	D	
Class B common stock	12/24/2024		M <sup>(1)</sup>		2,711 <sup>(4)</sup>	A	\$0 <sup>(4)</sup>	32,008	D	
Class B common stock	12/24/2024		M <sup>(1)</sup>		871 <sup>(5)</sup>	A	\$0 <sup>(5)</sup>	32,879	D	
Class B common stock	12/24/2024		F		12,905 <sup>(6)</sup>	D	\$10.42	19,974	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						Title
Restricted Share Units <sup>(7)</sup>	(5)	12/24/2024		M <sup>(1)</sup>			871	03/01/2023 <sup>(5)</sup>	(5)	Class B common stock	871	\$0.0000 <sup>(7)</sup>	872	D	
Restricted Share Units <sup>(7)</sup>	(4)	12/24/2024		M <sup>(1)</sup>			2,711	03/01/2024 <sup>(4)</sup>	(4)	Class B common stock	2,711	\$0.0000 <sup>(7)</sup>	2,710	D	
Restricted Share Units <sup>(7)</sup>	(3)	12/24/2024		M <sup>(1)</sup>			5,053	03/01/2025 <sup>(3)</sup>	(3)	Class B common stock	5,053	\$0.0000 <sup>(7)</sup>	10,105	D	
Restricted Share Units <sup>(7)</sup>	(2)	12/24/2024		M <sup>(1)</sup>			15,828	08/05/2025 <sup>(2)</sup>	(2)	Class B common stock	15,828	\$0.0000 <sup>(7)</sup>	31,655	D	

**Explanation of Responses:**

- Reflects accelerated vesting of Restricted Share Units ("RSUs"), which were otherwise scheduled to vest in 2025, to mitigate the potential impact to the Issuer and the Reporting Person of Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, in connection with the pending transactions among the Issuer, Skydance Media, LLC and other parties.
- The shares identified in Table I were issued on December 24, 2024, upon vesting of the first of three installments of the RSUs identified in Table II, which were initially granted on August 5, 2024. On December 24, 2024, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$10.42 per share.
- The shares identified in Table I were issued on December 24, 2024, upon vesting of the first of three installments of the RSUs identified in Table II, which were initially granted on March 1, 2024. On December 24, 2024, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$10.42 per share.
- The shares identified in Table I were issued on December 24, 2024, upon the vesting of the second of three installments of the RSUs identified in Table II, which were initially granted on March 1, 2023. On December 24, 2024, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$10.42 per share.
- The shares identified in Table I were issued on December 24, 2024, upon vesting of the third of four installments of the RSUs identified in Table II, which were initially granted on March 1, 2022. On December 24, 2024, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$10.42 per share.
- These shares were withheld by the Issuer to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- Granted under the Issuer's long-term incentive plan for no consideration.

/s/ Caryn K Groce

12/27/2024

\*\* Signature of Reporting Person

Date

\* 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.

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