

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): October 13, 2004

VIACOM INC.  
(Exact name of registrant as specified in its charter)

Delaware                                  001-09553                                  04-2949533  
(State or other jurisdiction of      (Commission File Number)      (I.R.S. Employer  
incorporation)                                  Identification Number)

1515 Broadway, New York, NY 10036  
(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 October 13, 2004, the Registrant issued a press release announcing  
the final results of the Blockbuster split-off exchange offer.

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  
October 13, 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: October 13, 2004

EXHIBIT INDEX

Exhibit 99.1 Press Release issued by the Registrant, dated October 13, 2004.

VIACOM ANNOUNCES FINAL RESULTS  
OF SUCCESSFUL BLOCKBUSTER SPLIT-OFF EXCHANGE OFFER

NEW YORK, October 13, 2004 - Viacom Inc. (NYSE: VIA and VIA.B) today announced the final results of its successful exchange offer for the split-off of Blockbuster Inc. (NYSE: BBI and BBI.B). The offer, which was oversubscribed, expired at 12:00 midnight, New York City time, on October 5, 2004. Under the terms of the offer, Viacom accepted 27,961,165 shares of Viacom common stock in exchange for the 72 million shares of Blockbuster class A common stock and 72 million shares of Blockbuster class B common stock that Viacom owned. Each share of Viacom class A or class B common stock accepted for exchange by Viacom will be exchanged for 5.15 shares of Blockbuster common stock, consisting of 2.575 shares of Blockbuster class A common stock and 2.575 shares of Blockbuster class B common stock.

Because the offer was oversubscribed, Viacom accepted tendered shares on a pro-rata basis in proportion to the number of shares tendered. Stockholders that tendered less than 100 shares of Viacom class A or class B common stock, or an odd-lot, could elect not to be subject to proration, except that stockholders that tendered odd-lots as a participant in a Viacom or Blockbuster employee benefit plan were not entitled to this preference. All shares tendered by eligible odd-lot stockholders have been accepted; 9.426777% of all other tendered shares of Viacom class A common stock and Viacom class B common stock have been accepted.

Based on the final count by the exchange agent, The Bank of New York, the results of the exchange offer are as follows:

	Viacom Class A	Viacom Class B	Total
Number of shares tendered	4,648,493	288,240,856	292,889,349
Number of "odd-lot" shares tendered that were not subject to pro ration	127,451	260,305	387,756
Number of Shares Accepted	553,616	27,407,549	27,961,165

Shares of Blockbuster common stock are expected to be credited to accounts of tendering stockholders by EquiServe, Blockbuster's transfer agent, on or before October 20, 2004. In addition, checks in lieu of fractional Blockbuster shares and shares of Viacom class A and class B common stock tendered but not accepted for exchange are expected to be delivered or mailed on or before October 22, 2004.

#### 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.

#### About Viacom Inc.

Viacom is a leading global media company, with preeminent positions in broadcast and cable television, radio, outdoor advertising, and online. With programming that appeals to audiences in every demographic category across virtually all media, the company is a leader in the creation, promotion, and distribution of entertainment, news, sports, music, and comedy. Viacom's well-known brands include CBS, MTV, Nickelodeon, Nick at Nite, VH1, BET, Paramount Pictures, Infinity Broadcasting, Viacom Outdoor, UPN, TV Land, Comedy Central, CMT: Country Music Television, Spike TV, Showtime and Simon & Schuster. More information about Viacom and its businesses is available at [www.viacom.com](http://www.viacom.com).

#### Contacts:

Viacom Contacts:  
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