SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Phelps Julia (Last) (First) (Middle) 1515 BROADWAY (Street) NEW YORK NY 10036 (City) (State) (Zip)	ViacomCBS Inc. [VIACA,VIAC] 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Officer (give title below): EVP, Chief Comms & Corp Mktg Director / 10% Owner / Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	01/31/2020		M		624	A	(1)	6,200(2)	D	
Class B Common Stock	01/31/2020		F		271(3)	D	$34.13	5,929	D	
Class B Common Stock								148	I	By 401(k)

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	Amount or Number of Shares				
Restricted Share Units(4)	(1)	01/31/2020		M			624	(1)	(1)	Class B Common Stock	624	(4)	1,249	D	

Explanation of Responses:

1. These shares were issued on January 31, 2020 upon vesting of the second of four equal annual installments of Restricted Share Units ("RSUs") that were initially granted on January 31, 2018. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was $34.13 per share.

2. Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.

3. These shares were withheld by ViacomCBS 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.

4. Initially granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.

Remarks:

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Julia Phelps — 02/04/2020

** 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.

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