

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): February 16, 1997

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

1-9553

04-2949533

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1515 Broadway, New York, New York

10036

(Address of principal executive offices)

(Zip Code)

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

Item 5. Other Events.

On February 18, 1997, Viacom Inc., a Delaware corporation ("Viacom"), announced an agreement to sell its ten radio stations to Evergreen Media Corporation of Los Angeles for \$1.075 billion in cash, pursuant to a stock purchase agreement dated February 16, 1997.

Consummation of the sale is subject to customary closing conditions, including Federal Communications Commission approval and expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

A copy of the press release issued by Viacom, dated February 18, 1997, relating to the above-described transaction is attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) The following exhibit is filed as part of this report on Form 8-K:

99.1 Press Release issued by Viacom dated February 18, 1997.

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.

Date: February 18, 1997

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
Deputy General Counsel

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release issued by Viacom Inc. dated February 18, 1997

EXHIBIT 99.1

VIACOM SIGNS AGREEMENT TO SELL
ITS RADIO STATIONS GROUP

Ten Stations in Five Major Markets to be Sold for a Total of
\$1.075 Billion in Cash

New York, NY, February 18 -- Viacom Inc. (Amex: VIA and VIAB) announced today that it has entered into a definitive agreement to sell the Viacom Radio Group to Evergreen Media Corporation of Los Angeles for a total of \$1.075 billion in cash. Simultaneously, Evergreen announced its agreement to merge with Chancellor Broadcasting Company, with the surviving entity to be named Chancellor Media Corporation. In connection with the signing of the agreement, Evergreen and Chancellor will pay a deposit of \$107.5 million in cash to Viacom.

The Viacom Radio Group owns and operates 10 stations in five major markets including FM duopolies (multiple stations in single markets) in New York, Los Angeles and Washington, D.C. Proceeds from the transaction will be used to repay debt.

The Viacom Radio Group transaction is subject to normal closing conditions and receipt of FCC approvals and is expected to be completed this summer. Interest will accrue on the total price beginning June 16 if the transaction has not closed by that date. The Viacom Radio transaction is not subject to the closing of the Evergreen/Chancellor merger.

Sumner M. Redstone, Chairman and Chief Executive Officer of Viacom, said, "We are extremely pleased with this transaction, which will yield great benefits both to Viacom and to Evergreen and Chancellor. The sale of our Radio Group is one more major step in our ongoing efforts to strengthen our balance sheet while

we continue to focus on growing our core business units. Evergreen and Chancellor are acquiring some of the best-run radio properties in the industry and in the hands of the newly merged group, these stations will get even stronger."

Viacom Inc. is one of the world's largest entertainment and publishing companies and a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster video and music, MTV Networks, Paramount Parks, Paramount Pictures, Paramount Television, Showtime Networks, Simon & Schuster, radio and television stations, and movie screens in 11 countries. Viacom also has a majority interest in Spelling Entertainment Group, as well as a half-interest in Comedy Central, and USA Networks, including the Sci-Fi Channel. National Amusements, Inc., a closely held corporation which operates approximately 1,100 screens in the U.S., the U.K. and South America, is the parent company of Viacom. More information about Viacom is available at the Company's Web site located at <http://www.viacom.com>.

Evergreen and Chancellor are two of the nation's leading "pure play" radio broadcasting companies.

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