

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

(Amendment No. 4)

VIACOM INC.
(Name of Issuer)
VIACOM INC.
(Name of Person(s) Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
CLASS B COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)
925524 10 0 (CLASS A) 925524 30 8 (CLASS B)
(CUSIP Numbers of Classes of Securities)

PHILIPPE P. DAUMAN, ESQ.
DEPUTY CHAIRMAN, EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL,
CHIEF ADMINISTRATIVE OFFICER AND SECRETARY
VIACOM INC.
1515 BROADWAY
NEW YORK, NY 10036
(212) 258-6000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of the Person(s) filing Statement)

COPIES TO:

STEPHEN T. GIOVE, ESQ.
CREIGHTON O'M. CONDON, ESQ.
SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022

June 24, 1996
(Date Tender Offer First Published, Sent or Given to Security Holders)

Introduction

This is the Final Amendment No. 4 (the "Amendment") to the Schedule 13E-4 Issuer Tender Offer Statement filed with the Securities and Exchange Commission on June 24, 1996 as amended by Amendment No. 1 thereto dated June 25, 1996, Amendment No. 2 thereto dated July 19, 1996 and Amendment No. 3 thereto dated July 23, 1996, (as amended, the "Statement"). The Statement relates to an offer by Viacom Inc., a Delaware corporation ("Viacom"), upon the terms and subject to the conditions set forth in the Offering Circular-Prospectus dated June 24, 1996 (the "Offering Circular-Prospectus") and the related Letter of Transmittal (the "Letter of Transmittal," which, together with the Offering Circular-Prospectus, constitutes the "Exchange Offer"), to exchange 6,257,961 shares of Class A Common Stock, \$100.000 par value per share, of Viacom International Inc., a Delaware corporation ("VII Cable"), for shares of Class A Common Stock, \$0.01 par value per share, of Viacom ("Viacom Class A Common Stock") or shares of Class B Common Stock, \$0.01 par value per share, of Viacom ("Viacom Class B Common Stock" and, together with Viacom Class A Common Stock, "Viacom Common Stock"), at an exchange ratio not greater than .47 nor less than 0.4075 per share of VII Cable for each share of Viacom Common Stock being validly tendered and not properly withdrawn prior to the Expiration Date (as defined in the Offering Circular-Prospectus). The Exchange Offer was made by means of the Offering Circular-Prospectus and the related Letter of Transmittal. The Exchange Offer expired at midnight (EDT) on July 22, 1996.

On July 31, 1996, Viacom exchanged 15,356,960 shares of Viacom Common Stock, including 5,417,211 shares of Viacom Class A Common Stock and 9,939,749 shares of Viacom Class B Common Stock, at a Final Exchange Ratio (as defined in the Offering Circular-Prospectus) of .4075 for each share of Viacom Common Stock accepted for exchange. The final proration factor, based on 23,439,987 shares of Viacom Common Stock tendered at the Final Exchange Ratio, was approximately 65.52%.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(1) Offering Circular - Prospectus dated June 24, 1996.*
- (a)(2) Form of Letter of Transmittal.*
- (a)(3) Form of Notice of Guaranteed Delivery.*
- (a)(4) Form of Letter from Wasserstein Perella & Co. to Securities Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(5) Form of Letter to Clients for use by Securities Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(6) Form of Letter to Participants in Viacom Employee Benefit Plans.*
- (a)(7) Form of Memorandum to Participants in Viacom Employee Benefit Plans.*
- (a)(8) Summary Advertisement dated June 25, 1996.*
- (a)(9) Press Release issued by Viacom Inc. dated July 18, 1996.*
- (a)(10) Press Release issued by Viacom Inc. dated July 23, 1996.*
- (a)(11) Press Release issued by Viacom Inc. dated July 30, 1996.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

Dated: July 31, 1996

VIACOM INC.

By: /s/ Michael D. Fricklas

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

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- (f) Not applicable.

* Previously filed.

VIACOM ANNOUNCES FINAL EXCHANGE RATIO FOR CABLE SPLIT-OFF

New York, New York, July 30, 1996--Viacom Inc. (AMEX: VIA and VIAB) announced today that, upon completion of its previously announced cable split-off exchange offer, it will accept for exchange 15,356,960 shares of its common stock, including 5,417,211 shares of Class A Common Stock and 9,939,749 shares of Class B Common Stock, at a final exchange ratio of .4075 for each share of Viacom common stock accepted after proration. The final proration factor is approximately 65.52%. The exchange offer and related transactions are expected to be completed on July 31.

The exchange offer, which expired at midnight (EDT) on July 22, 1996, provided Viacom shareholders with the opportunity to exchange shares of Viacom Class A and Class B Common Stock for 6,257,961 common shares of Viacom's split-off cable operation, to be renamed TCI Pacific Communications, Inc. (TCI Pacific). The common shares of TCI Pacific will convert immediately after the exchange into shares of preferred stock of TCI Pacific on a one-for-one basis.

The Company said certificates for shares of preferred stock of TCI Pacific and checks for cash payable in lieu of fractional shares will be mailed promptly. All shares tendered and not exchanged will be returned to stockholders. Estimated final results of the exchange offer, based on a preliminary count by the exchange agent, were announced on July 23, 1996.

The transaction allows Viacom to reduce its debt by \$1.7 billion and reduce the total number of outstanding common shares of Viacom by approximately 4.1%.

Viacom Cable includes systems in five geographic regions, including the San Francisco and Northern California area; Salem, Oregon; the Seattle, Washington and greater Puget Sound area; Nashville, Tennessee and Dayton, Ohio. The systems serve approximately 1.2 million cable subscribers in five states.

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, Blockbuster Music, MTV Networks, Paramount Parks, Paramount Pictures, Paramount Television, Showtime Networks, Simon & Schuster, Viacom Interactive Media, radio and television stations, and movie screens in 11 countries. Viacom also has a majority interest in Spelling Entertainment Group, as well as a substantial interest in Comedy Central, and USA Networks, including the Sci-Fi Channel. National Amusements, Inc., a closely held corporation which owns and operates more than 1,000 screens in the U.S. and the U.K. is the parent company of Viacom. More information about Viacom is available at the Company's Web site located at <http://www.viacom.com>.

Contact: Carl Folta
(212) 258-6352