

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VIACOM INC.  
(Exact name of registrant as specified in charter)  
Delaware  
(State or other jurisdiction of incorporation or organization)  
04-2949533  
(I.R.S. Employer Identification Number)  
1515 Broadway  
New York, NY 10036  
(212) 258-6000  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

VIACOM INTERNATIONAL INC.  
(Exact name of registrant as specified in charter)  
Delaware  
(State or other jurisdiction of incorporation or organization)  
13-3844753  
(I.R.S. Employer Identification Number)  
1515 Broadway  
New York, NY 10036  
(212) 258-6000  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

MICHAEL D. FRICKLAS, ESQ.  
GENERAL COUNSEL  
VIACOM INC.  
1515 BROADWAY  
NEW YORK, NEW YORK 10036  
(212) 258-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

STEPHEN T. GIOVE, ESQ.  
SHEARMAN & STERLING  
599 LEXINGTON AVENUE  
NEW YORK, NY 10022  
(212) 848-4000

KENNETH A. LEFKOWITZ, ESQ.  
HUGHES HUBBARD & REED LLP  
ONE BATTERY PARK PLAZA  
NEW YORK, NY 10004  
(212) 837-6000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plan, check the following box. / /

If this Form is filed to registered additional Securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for same offering. /X/ 33-53485

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Debt Securities of Viacom Inc.....	\$200,000,000(1)	100%	\$200,000,000(1)	\$52,800
Guarantees of Viacom International Inc.(3).....	--	--	--	--

- (1) In U.S. dollars or the equivalent thereof in foreign currencies or composite currencies.
- (2) Estimated solely for the purpose of determining the amount of the registration fee.
- (3) To be issued in connection with Debt Securities of Viacom Inc.

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THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSIONS IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The information in the Registration Statement on Form S-3 filed by Viacom Inc. with the Securities and Exchange Commission (File No. 33-53485) pursuant to the Securities Act of 1933, as amended, and declared effective on May 10, 1995 is incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Viacom Inc., certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 26th day of July, 2000.

VIACOM INC.

By /s/ SUMNER M. REDSTONE

-----  
Sumner M. Redstone  
CHAIRMAN OF THE BOARD AND  
CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE

TITLE

-----  
/s/ SUMNER M. REDSTONE

-----  
Sumner M. Redstone

-----  
Chairman of the Board and  
Chief Executive Officer

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/s/ MEL KARMAZIN

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Mel Karmazin

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President, Chief Operating  
Officer and Director

-----  
/s/ FREDERIC G. REYNOLDS

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Frederic G. Reynolds

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Executive Vice President and  
Chief Financial Officer

-----  
/s/ MICHAEL D. FRICKLAS

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Michael D. Fricklas

-----  
Executive Vice President, General  
Counsel and Secretary

-----  
/s/ SUSAN C. GORDON

-----  
Susan C. Gordon

-----  
Vice President, Controller and  
Chief Accounting Officer

SIGNATURE

TITLE

* ----- George S. Abrams	Director
* ----- George H. Conrades	Director
* ----- Philippe P. Dauman	Director
* ----- Thomas E. Dooley	Director
* ----- William H. Gray III	Director
* ----- Jan Leschly	Director
* ----- David T. McLaughlin	Director
* ----- Ken Miller	Director
* ----- Leslie Moonves	Director
* ----- Brent D. Redstone	Director
* ----- Shari Redstone	Director

SIGNATURE

TITLE

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 Frederic V. Salerno  
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 William Schwartz  
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 Ivan Seidenberg  
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 Patty Stonesifer  
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 Robert D. Walter

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 Director  
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 Director  
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 Director  
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 Director  
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 Director

\*By: /s/ MICHAEL D. FRICKLAS  
 -----  
 (Michael D. Fricklas,  
 Attorney-in-Fact)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Viacom International Inc., certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 26th day of July, 2000.

VIACOM INTERNATIONAL INC.

By: /s/ MEL KARMAZIN

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Mel Karmazin  
CHIEF EXECUTIVE OFFICER

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE

TITLE

/s/ MEL KARMAZIN

Chief Executive Officer

-----  
Mel Karmazin

/s/ FREDERIC G. REYNOLDS

Executive Vice President, Chief Financial  
Officer and Director

-----  
Frederic G. Reynolds

/s/ MICHAEL D. FRICKLAS

Executive Vice President and Director

-----  
Michael D. Fricklas

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit 5	Opinion of Shearman & Sterling, as to the legality of the debt securities registered hereunder
Exhibit 23.1	Consent of PricewaterhouseCoopers LLP
Exhibit 23.2	Consent of PricewaterhouseCoopers LLP
Exhibit 23.3	Consent of KPMG LLP
Exhibit 23.4	Consent of KPMG LLP
Exhibit 23.5	Consent of Shearman & Sterling is contained in their opinion filed as Exhibit 5 to this Registration Statement
Exhibit 24	Power of Attorney

## OPINION OF SHEARMAN &amp; STERLING

(212) 848-7325

July 25, 2000

Viacom Inc.

1515 Broadway

New York, New York 10036

Viacom International Inc.

1515 Broadway

New York, New York 10036

Ladies and Gentlemen:

We are acting as counsel for Viacom Inc., a Delaware corporation ("Viacom"), and Viacom International Inc., a Delaware corporation ("Viacom International"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), of a registration statement on Form S-3 pursuant to Rule 462(b) (as the same may be amended or supplemented from time to time, the "Registration Statement"), including the Prospectus included therein at the time the Registration Statement is declared effective (the "Prospectus"), with respect to the following securities (collectively, the "Securities"): (i) \$200,000,000 of debt securities of Viacom ("Debt Securities") and (ii) guarantees by Viacom International of the Debt Securities (the "Guarantees"). The aggregate gross proceeds from the offer, sale and distribution of the Securities under the Registration Statement will not exceed \$200,000,000.

In so acting, we have examined the Registration Statement, the indenture dated as of May 15, 1995 among the Company, the Guarantor and Citibank, N.A., as successor to State Street Bank and Trust Company and The First National Bank of Boston, as trustee, as supplemented by the First Supplemental Indenture thereto dated as of May 24, 1995, the Second Supplemental Indenture and Amendment No. 1, dated as of December 15, 1995, the Third Supplemental Indenture, dated as of July 22, 1996 and the Fourth Supplemental Indenture to be dated as of August 1, 2000 (as so supplemented and amended, the "Indenture") and Viacom's Restated Certificate of Incorporation, as amended. We have also examined and relied as to factual matters upon the representations, warranties and other statements contained in originals, or copies certified or otherwise identified to our satisfaction, of such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Our opinions expressed below are limited to the law of the State of New York, the General Corporation Law of Delaware and the federal law of the United States, and we do not express any opinion herein concerning any other law.

Based upon the foregoing, and having regard for such legal considerations as we have deemed relevant, we are of the opinion that when (a) the Indenture has been duly authorized, executed and delivered by the parties thereto, (b) the Debt Securities and the Guarantees have been duly authorized, executed and issued in accordance with the provisions of the Indenture (including the provisions of the Indenture regarding establishment of the form of the Debt Securities and Guarantees), (c) the Debt Securities have been authenticated by the trustee under the Indenture and (d) the Debt Securities with Guarantees have been delivered for due consideration in the manner and on the terms described in the



Prospectus, as supplemented by the prospectus supplement relating to the Securities, the Debt Securities and the Guarantees will have been validly issued and will constitute the valid and binding obligations of Viacom and Viacom International, respectively, enforceable against Viacom and Viacom International in accordance with their respective terms, entitled to the benefits of the Indenture, subject to (i) the effect of any applicable bankruptcy, insolvency (including, without limitation, all laws relating to fraudulent transfers), reorganization, moratorium or similar laws affecting creditors' rights generally and (ii) the effect of general principles of equity (regardless of whether considered in a proceeding in equity or at law).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading "Legal Matters" contained in the prospectus included therein.

Very truly yours,

/s/ SHEARMAN & STERLING

CONSENT OF PRICEWATERHOUSECOOPERS LLP

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 (No. 33-53485) of our report dated February 10, 2000, except for the second and third paragraphs of Note 2, which are as of March 21, 2000, relating to the financial statements and the financial statements schedule, which report appears in Viacom Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999, as amended by Form 10-K/A Amendment No. 1 dated April 28, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PricewaterhouseCoopers LLP

New York, New York  
July 25, 2000

## CONSENT OF PRICEWATERHOUSECOOPERS LLP

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Viacom Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, which Registration Statement incorporates by reference Registration Statement No. 33-53485, of our report dated February 10, 2000, except for the second and third paragraphs of Note 2, which are as of March 21, 2000, relating to the financial statements and the financial statements schedule, which report appears in Viacom Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999, as amended by Form 10-K/A Amendment No. 1 dated April 28, 2000.

PricewaterhouseCoopers LLP

New York, New York  
July 26, 2000

## CONSENT OF KPMG LLP

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 dated July 26, 2000 of Viacom Inc. and Viacom International, Inc. filed pursuant to Rule 462(b) of the Securities act of 1933, which Registration Statement incorporates by reference Registration Statement No. 33-53485, as amended by the prospectus supplement dated July 25, 2000, of our report dated January 25, 2000, except as to note 20, which is as of March 21, 2000, appearing on page 30 of CBS Corporation's Form 10-K for the year ended December 31, 1999; and our report dated March 21, 2000, appearing on page 67 of CBS Corporation's Form 10-K for the year ended December 31, 1999.

KPMG LLP  
New York, New York  
July 24, 2000

## CONSENT OF KPMG LLP

We hereby consent to the use of our report dated January 25, 2000, except as to Note 20, which is as of March 21, 2000, appearing on page 30 of CBS Corporation's Form 10-K for the year ended December 31, 1999; and our report dated March 21, 2000, appearing on page 67 of CBS Corporation's Form 10-K for the year ended December 31, 1999; incorporated by reference in the prospectus supplement dated July 25, 2000 to the prospectus dated May 10, 1995 of Viacom Inc. and the reference to our firm under the heading "Experts" in the prospectus supplement.

KPMG LLP  
New York, New York  
July 24, 2000

VIACOM INC.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of VIACOM INC. (the "Company") hereby constitutes and appoints Michael D. Fricklas and Mark C. Morrill and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign (1) a registration statement or statements on Form S-3, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the "Commission"), and any and all amendments and post-effective amendments thereto, and any and all post-effective amendments to registration statements or statements on Form S-3 previously filed with the Commission, and supplements to the Prospectus contained therein, and any and all instruments and documents filed as a part of or in connection with the said registration statements or amendments thereto or supplements or amendments to such Prospectus, covering, in each case, the offering and issuance of up to \$4 billion principal amount of (i) debt securities of Viacom Inc. and (ii) preferred stock of Viacom Inc., and (2) any registration statements, reports and applications relating to such securities to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the said attorney-in-fact and agent, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto signed my name this 21st day of July, 2000.

SIGNATURE

TITLE

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/s/ GEORGE S. ABRAMS

Director

-----  
George S. Abrams

/s/ GEORGE H. CONRADES

Director

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George H. Conrades

/s/ PHILIPPE P. DAUMAN

Director

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Philippe P. Dauman

/s/ THOMAS E. DOOLEY

Director

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Thomas E. Dooley

/s/ WILLIAM H. GRAY III

Director

-----  
William H. Gray III

SIGNATURE

TITLE

-----  
/s/ JAN LESCHLY

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Jan Leschly

Director

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/s/ DAVID T. MCLAUGHLIN

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David T. McLaughlin

Director

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/s/ KEN MILLER

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Ken Miller

Director

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/s/ LESLIE MOONVES

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Leslie Moonves

Director

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/s/ BRENT D. REDSTONE

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Brent D. Redstone

Director

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/s/ SHARI REDSTONE

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Shari Redstone

Director

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/s/ FREDERIC V. SALERNO

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Frederic V. Salerno

Director

-----  
/s/ WILLIAM SCHWARTZ

-----  
William Schwartz

Director

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/s/ IVAN SEIDENBERG

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Ivan Seidenberg

Director

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/s/ PATTY STONESIFER

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Patty Stonesifer

Director

-----  
/s/ ROBERT D. WALTER

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Robert D. Walter

Director