

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. 2)

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:

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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

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This is Amendment No. 2 (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 (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less than 0.4075 per share of VII Cable for each share of Viacom Common Stock being validly tendered and not properly withdrawn prior to the Expiration Date (as defined in the Offering Circular - Prospectus).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 is being made by means of the Offering Circular - Prospectus and the related Letter of Transmittal.

### ITEM 8. ADDITIONAL INFORMATION.

(e) On July 18, 1996, Viacom announced that the TCI Exchange Rate (as defined in the Offering Circular-Prospectus) is 4.810. Accordingly, each share of VII Cable Preferred Stock (as defined in the Offering Circular-Prospectus) will be exchangeable, in whole or in part, at the option of the holder thereof, at any time after the fifth anniversary of issuance, unless previously redeemed, for Tele-Communications, Inc. Series A TCI Group Common Stock, par value \$1.00 per share ("TCI Stock") at the rate of 4.810 shares of TCI Stock for each share of VII Cable Preferred Stock exchanged. The TCI Exchange Rate will be subject to adjustment as described in the Offering Circular-Prospectus.

### 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.
- (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 19, 1996

VIACOM INC.

By: /s/ Michael D. Fricklas

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

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- (a)(9) Press Release issued by Viacom Inc. dated July 18, 1996.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

\* Previously filed.

VIACOM ANNOUNCES EXCHANGE RATE FOR PREFERRED STOCK  
TO BE ISSUED IN CABLE EXCHANGE OFFER

New York, New York, July 18, 1996--Viacom Inc. (AMEX: VIA and VIAB) said that the preferred stock of its cable subsidiary to be issued in its pending exchange offer would be exchangeable into TCI Stock at the rate of 4.810 shares of TCI Stock for each share of cable subsidiary preferred stock, representing a premium of 29.9% to the price of TCI Stock as of the close of business on July 18, 1996. Viacom said that this exchange rate is a 25% premium to the weighted average price of TCI stock on the prior 20 trading days.

The cable subsidiary preferred stock will be exchangeable at the holder's option after the fifth anniversary of the date issued at the exchange rate announced today.

TCI Stock refers to Tele-Communications, Inc. Series A TCI Group Common Stock (NASDAQ: TCOMA).

The exchange offer will expire at midnight (EDT) on Monday, July 22, 1996, unless extended.

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, as well as cable systems serving 1.2 million customers, 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>.

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