

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
under
THE SECURITIES ACT OF 1933

PARAMOUNT GLOBAL
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2949533
(I.R.S. Employer
Identification No.)

1515 Broadway, New York, New York
(Address of Principal Executive Offices)

10036
(Zip Code)

Paramount Global Amended and Restated Long-Term Incentive Plan
(Full title of the plan)

Caryn K. Groce
Executive Vice President, Acting General Counsel and Secretary
Paramount Global
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)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark whether the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement has been filed for the purpose of registering an additional 31,000,000 shares of Class B Common Stock (“Common Shares”) that may be offered or sold to the participants in the Paramount Global Amended and Restated Long-Term Incentive Plan (f/k/a the ViacomCBS Inc. 2009 Long-Term Incentive Plan). The Common Shares are in addition to the Common Shares previously registered for issuance on the registrant’s Registration Statements on Form S-8 filed with the Commission on January 20, 2010, August 28, 2014 and August 9, 2021 (Reg. No. 333-164441, Reg. No. 333-198455 and Reg. No. 333-258649, respectively (the latter, the “2021 Statement”). Pursuant to General Instruction E to Form S-8, the contents of the 2021 Statement are incorporated by reference herein and made a part of this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.	Exhibits.
3.1	Amended and Restated Certificate of Incorporation of Paramount Global, effective as of June 7, 2024 (incorporated by reference to Exhibit 3(a) to Paramount Global’s Quarterly Report on Form 10-Q dated August 8, 2024)
3.2	Amended and Restated Bylaws of Paramount Global, effective as of June 4, 2024 (incorporated by reference to Exhibit 3(b) to Paramount Global’s Quarterly Report on Form 10-Q dated August 8, 2024)
4.1	Paramount Global Amended and Restated Long-Term Incentive Plan (effective February 21, 2008, as amended and restated May 23, 2013, May 25, 2021 and June 4, 2024) (incorporated by reference to Annex A to Paramount Global’s Proxy Statement dated April 22, 2024)
5.1	Opinion of Simpson Thacher & Bartlett LLP*
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm for Paramount Global*
23.2	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)*
24.1	Powers of Attorney*
107	Filing Fee Table*

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 14, 2024.

PARAMOUNT GLOBAL

By: /s/ Caryn K. Groce
Name: Caryn K. Groce
Title: Executive Vice President,
Acting General Counsel and Secretary

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>Principal Executive Officer</i>		
<u>/s/ Christopher D. McCarthy</u> Christopher D. McCarthy	Member of the Office of the Chief Executive Officer	August 14, 2024
<i>Principal Financial and Accounting Officers</i>		
<u>/s/ Naveen Chopra</u> Naveen Chopra	Executive Vice President, Chief Financial Officer	August 14, 2024
<u>/s/ Katherine M. Gill-Charest</u> Katherine M. Gill-Charest	Executive Vice President, Controller & Chief Accounting Officer	August 14, 2024
<i>Directors</i>		
<u>*</u> Barbara M. Byrne	Director	August 14, 2024
<u>*</u> Linda M. Griego	Director	August 14, 2024
<u>*</u> Judith A. McHale	Director	August 14, 2024
<u>*</u> Charles E. Phillips, Jr.	Director	August 14, 2024
<u>*</u> Shari E. Redstone	Non-executive Chair of the Board of Directors	August 14, 2024

Signature

Title

Date

*

Susan Schuman

Director

August 14, 2024

*By: /s/ Caryn K. Groce

Caryn K. Groce

Attorney-in-Fact

August 14, 2024

Calculation of Filing Fee Tables

S-8

Paramount Global

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class B Common Stock, par value \$0.001 per share	Other	31,000,000	\$ 10.28	\$ 318,680,000.00	0.0001476	\$ 47,037.17
Total Offering Amounts:					\$ 318,680,000.00		\$ 47,037.17
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 47,037.17

Offering Note

1

FN1 to "Amount Registered": Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of additional shares of Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), of Paramount Global ("Paramount," the "Company" or the "registrant"), which may be issued to prevent dilution resulting from adjustments as a result of stock splits, stock dividends or similar transactions.

FN2 to "Proposed Maximum Offering Price Per Unit": Pursuant to Rule 457(c) and (h) of the Securities Act, the proposed maximum offering price per share is based on the average of the high and low prices of the Class B Common Stock on the NASDAQ consolidated reporting system on August 8, 2024 and is estimated solely for purposes of calculating the registration fee.

FN3 to "31,000,000": Represents 31,000,000 additional shares of common stock reserved for issuance under Paramount's Amended and Restated Long-Term Incentive Plan.

[Letterhead of Simpson Thacher & Bartlett LLP]

August 14, 2024

Paramount Global
1515 Broadway
New York, New York 10036

Ladies and Gentlemen:

We have acted as counsel to Paramount Global, a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance by the Company of up to an aggregate of 31,000,000 shares of Class B Common Stock, par value \$0.001 per share (the “Shares”), which may be issued pursuant to the Paramount Global Amended and Restated Long-Term Incentive Plan (the “Plan”).

We have examined the Registration Statement and the Plan, which has been filed with the Commission as an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon issuance and delivery in accordance with the provisions of the Plan, any newly issued Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the law of the State of Delaware.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,
/s/ SIMPSON THACHER & BARTLETT LLP
SIMPSON THACHER & BARTLETT LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Paramount Global of our report dated February 28, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Paramount Global's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP

New York, New York
August 14, 2024

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of August, 2024.

/s/ Barbara M. Byrne

Name: Barbara M. Byrne

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of August, 2024.

/s/ Linda M. Griego

Name: Linda M. Griego

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of August, 2024.

/s/ Judith A. McHale

Name: Judith A. McHale

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of August, 2024.

/s/ Charles E. Phillips, Jr.

Name: Charles E. Phillips, Jr.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of August, 2024.

/s/ Shari E. Redstone

Name: Shari E. Redstone

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Caryn K. Groce as attorney-in-fact, with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of additional shares of Paramount Global's Class B Common Stock issuable under the Paramount Global Amended and Restated Long-Term Incentive Plan, and any and all amendments (including post-effective amendments) to the Registration Statement and to sign any registration statement for the same offering covered by the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto and to file the same, with all exhibits thereto and all documents in connection therewith, with the SEC, 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 in and about the premises, as fully to all intents and purposes she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of August, 2024.

/s/ Susan Schuman

Name: Susan Schuman