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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 27)*

VIACOMCBS INC.

(previously known as CBS CORPORATION)
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

92556H107
(CUSIP Number)

December 31, 2021
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1. NAMES OF REPORTING PERSONS

NAI Entertainment Holdings LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) ☐(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER
		- 0 -
	6.	SHARED VOTING POWER
		9,654,787
	7.	SOLE DISPOSITIVE POWER
		- 0 -
	8.	SHARED DISPOSITIVE POWER
		9,654,787

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,654,787

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.72% (1)

12. TYPE OF REPORTING PERSON (see instructions)

CO

(1) The calculation of the foregoing percentage is based on a total of 40,707,486 shares of Class A Common Stock (as defined below) outstanding as of December 31, 2021 based on information provided by the Issuer (as defined below).

1. NAMES OF REPORTING PERSONS

National Amusements, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) ☐(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER
		- 0 -
	6.	SHARED VOTING POWER
		31,500,087 *
	7.	SOLE DISPOSITIVE POWER
		- 0 -
	8.	SHARED DISPOSITIVE POWER
		31,500,087 *

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,500,087 *

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

77.38% (2)

12. TYPE OF REPORTING PERSON (see instructions)

CO

* Includes shares owned by NAI Entertainment Holdings LLC.

(2) The calculation of the foregoing percentage is based on a total of 40,707,486 shares of Class A Common Stock outstanding as of December 31, 2021 based on information provided by the Issuer.

1. NAMES OF REPORTING PERSONS

Sumner M. Redstone National Amusements Part B General Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) ☐(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		31,500,087 *
	7.	SOLE DISPOSITIVE POWER
		0
	8.	SHARED DISPOSITIVE POWER
		31,500,087 *

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,500,087 *

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

77.38% (4)

12. TYPE OF REPORTING PERSON (see instructions)

OO

* Includes shares owned by NAI Entertainment Holdings LLC and shares owned by National Amusements, Inc.

(4) The calculation of the foregoing percentage is based on a total of 40,707,486 shares of Class A Common Stock outstanding as of December 31, 2021 based on information provided by the Issuer.

The Schedule 13G previously filed by the undersigned with respect to the Class A Common Stock, par value \$0.001 per share (the “Class A Common Stock”), of ViacomCBS Inc. (the “Issuer”) is hereby amended as follows:

Item 2.

Item 2 is hereby amended and restated in its entirety as follows:

(a) **Name of person filing:** This Statement is being jointly filed by National Amusements, Inc. (“NAI”), NAI Entertainment Holdings LLC (“NAI EH”), and Sumner M. Redstone National Amusements Part B General Trust (“General Trust”). NAI EH is a wholly-owned direct subsidiary of NAI. The General Trust, which owns 80% of the voting interest of NAI, controls NAI and acts by majority vote of seven voting trustees (subject to certain exceptions), including with respect to the NAI shares held by the General Trust.

(b) **Address of principal business office:** The principal business address of NAI, NAI EH, and the General Trust is 846 University Avenue, Norwood, MA 02062.

(c) **Citizenship:** The state of incorporation of NAI is Maryland; the state of organization of NAI EH is Delaware; and the state of organization of the General Trust is Massachusetts.

(d) **Title and class of securities:** Class A Common Stock, par value \$0.001 per share.

(e) **CUSIP No.:** 92556H107.

Item 4.

Item 4 is hereby amended and restated in its entirety as follows:

(a) **Amount beneficially owned:** See responses to Item 9 of each cover page.

(b) **Percent of class:** See responses to Item 11 of each cover page.

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:** See responses to Item 5 of each cover page.

(ii) **Shared power to vote or to direct the vote:** See responses to Item 6 of each cover page.

(iii) **Sole power to dispose or to direct the disposition:** See responses to Item 7 of each cover page.

(iv) **Shared power to dispose or direct the disposition:** See responses to Item 8 of each cover page.

SIGNATURE

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

Date: February 11, 2022

SUMNER M. REDSTONE NATIONAL
AMUSEMENTS PART B GENERAL TRUST

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Trustee

NAI ENTERTAINMENT HOLDINGS LLC

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Vice President

NATIONAL AMUSEMENTS, INC.

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Vice President

Exhibit Index

[Exhibit 1](#) Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated February 11, 2022 (the “Schedule 13G”), with respect to the Class A Common Stock, par value \$0.001 per share, of ViacomCBS Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 11th day of February, 2022.

SUMNER M. REDSTONE NATIONAL
AMUSEMENTS PART B GENERAL TRUST

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Trustee

NAI ENTERTAINMENT HOLDINGS LLC

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Vice President

NATIONAL AMUSEMENTS, INC.

/s/ Tad Jankowski

Name: Tad Jankowski

Title: Vice President
