FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

or Section 30(h) of the Investment Company Act of 1940

| Washington, D. | C. 20549 |
|----------------|----------|
|----------------|----------|

| STATE | MENT OF CHANGES IN BENEFICIAL OWNERSHIP                                |
|-------|--|
|       | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
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| hours per response:      | 0.5       |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

| 1. Name and Address of Reporting Person*  TERRELL FREDERICK                                      |  |                                 |   |   |  | Paramount Global [ PARAA,PARA ]                             |   |   |                    |  |  |        |   | ationship of Reporting<br>all applicable)<br>Director                    |  | g Pers                            | on(s) to Issi<br>10% Ow                             |        |
|--|--|---------------------------------|---|---|--|---|---|---|--------------------|--|--|--------|---|--|--|-----------------------------------|---|--------|
| (Last)   | (F<br>OADWAY   | irst)                           | (Middle)  |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023 |   |   |                    |  |  |        |   | Officer<br>below)  | (give title  |                                   | Other (s<br>below)                                  | pecify |
| (Street) NEW Y   |  | Y                               | 10036   |   | 4. If  | Amen  | dment, Date                             | of Origir   | nal Fil            | ed (Month/Da                             | y/Year)  |        | 6. Indiv<br>Line)   | Form f   | iled by One  | e Repo                            | (Check Apporting Person                             | 1      |
| (City)   | (S   | tate)                           | (Zip)   |   |  |   |   |   |                    |  |  |        |   | Persor   | 1  |                                   |   |        |
|  |  | Tab                             | le I - N  | on-Deriv  | vative   | Sec   | urities Ac                              | quire   | d, Di              | isposed o                                | f, or Be   | enefic | ially   | Owned  | I  |                                   |   |        |
| =: 11.10 of county (c.ii o)  |  |                                 | 2. Transaction<br>Date<br>(Month/Day/Year)                    |   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)    |   | 3.<br>Transaction<br>Code (Instr.<br>8) |   |                    | Acquired (A) or<br>f (D) (Instr. 3, 4 ar |  | d 5)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | : Direct<br>r Indirect<br>str. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |        |
|  |  |                                 |   |   |  |   | Code                                    | v   | Amount             | (A) or<br>(D)                            | Price  |        | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                |  |  |                                   | (Instr. 4)  |        |
| Class B c  | ommon sto  | ck                              | 02/15/2023 M 5,558 <sup>(1)</sup> A \$0 <sup>(1)</sup> 19,652 |   |  | D   |   |   |                    |  |  |        |   |  |  |                                   |   |        |
| Class B common stock 02  |  |                                 | 02/15/2   | 2023  |  |   | A                                       |   | 771 <sup>(2)</sup> | A  | \$0.00   | 000(2) | 20,423  |  |  | D                                 |   |        |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |                                 |   |   |  |   |   |   |                    |  |  |        |   |  |  |                                   |   |        |
| Derivative Conversion Date Execution Date, Tr<br>Security or Exercise (Month/Day/Year) if any Co |  | 4.<br>Transac<br>Code (Ir<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |   |   | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |                    | De<br>Se<br>(Ir                          | 8. Price of Derivative Security (Instr. 5) Beneficia Owned Following Reported Transacti (Instr. 4) |        | lly   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                   |   |        |

## **Explanation of Responses:**

(1)

Restricted

Units<sup>(3)</sup>

1. The shares identified in Table I represent shares of the Issuer's Class B common stock to which the Reporting Person became entitled, upon vesting of Restricted Share Units ("RSUs") identified in Table II, which were granted on February 15, 2022 and that vested on February 15, 2023, but which have not been received because the director elected to defer receipt. On February 15, 2023, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$24.54 per share.

Date Exercisable

02/15/2023(1)

(A) (D)

Code

Expiration Date

(1)

Title

Class B

stock

3. Granted under the Issuer's equity plan for outside directors for no consideration.

02/15/2023

/s/ Christa A. D'Alimonte, 02/17/2023 Attorney-in-Fact for Frederick O. Terrell

\*\* Signature of Reporting Person Date

Amount Number

of Shares

5,558

**\$0.0000**<sup>(3)</sup>

0.0000

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>2.</sup> Represents shares of the Issuer's Class B common stock to which the Reporting Person became entitled with respect to dividend equivalents that accrued on RSUs prior to vesting and on previously vested RSUs, both of which were reinvested in Class B common stock on February 15, 2023, but which have not been received because the director elected to defer receipt. On February 15, 2023, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$24.54 per share.