

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

04-2949533

(State of Incorporation)

(IRS Employer Identification No.)

200 Elm Street
Dedham, Massachusetts

02026

(Address of principal
executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Variable Common Rights

American Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

For a description of the variable common rights of the Registrant ("VCRs") being registered hereunder reference is made to the information under the heading "Description of Viacom Capital Stock--Viacom Class B Common Stock" of the Registrant's Joint Proxy Statement/Prospectus (the "Proxy Statement/Prospectus"), forming a part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-55271) as filed with the Securities and Exchange Commission on August 29, 1994 (Exhibit 2 hereto). The aforementioned description in the Proxy Statement/Prospectus is hereby incorporated by reference herein and made a part of this registration statement.

Item 2. Exhibits.

- (a) The following Exhibits are to be filed with the Securities and Exchange Commission and the American Stock Exchange, Inc.:

- (1) Form of certificate representing the VCRs.
- (2) Registrant's Registration Statement on Form S-4 as filed with the Securities and Exchange Commission on August 29, 1994 (Reg. No. 33-55271).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 26, 1994

VIACOM INC.

(Registrant)

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Senior Vice President and
Deputy General Counsel

EXHIBIT INDEX

Exhibit No. -----	Exhibits. -----	Page ----
(1)	Form of certificate representing the VCRs (incorporated herein by reference to Exhibit 4.3 of the Registration Statement on Form S-4 (Reg. No. 33-55271)).	
(2)	Registrant's Registration Statement on Form S-4 of Viacom Inc. as filed with the Securities and Exchange Commission on August 29, 1994 (incorporated herein by reference (Reg. No. 33-55271)).	