

Viacom Inc.  
Form 8-K  
August 16, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 12, 2013**

**VIACOM INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-32686</b>	<b>20-3515052</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

<b>1515 Broadway, New York, NY</b>	<b>10036</b>
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: <b>(212) 258-6000</b>	

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 8 Other Events**

**Item 8.01 Other Events.**

On August 12, 2013, Viacom Inc. (the Company) announced that it had agreed to issue and sell \$500,000,000 aggregate principal amount of 2.500% Senior Notes due 2018 (the 2018 Senior Notes), \$1,250,000,000 aggregate principal amount of 4.250% Senior Notes due 2023 (the 2023 Senior Notes) and \$1,250,000,000 aggregate principal amount of 5.850% Senior Debentures due 2043 (the Senior Debentures and, together with the 2018 Senior Notes and the 2023 Senior Notes, the Securities). The sale of the Securities is expected to close on August 19, 2013. In connection with the issuance and sale of the Securities, on August 12, 2013, the Company entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc. as representatives of the underwriters named in Schedule 1 thereto. The offering is being made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-184770) previously filed with the Securities and Exchange Commission (the Registration Statement). The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1.

The Company incorporates by reference the Underwriting Agreement filed herewith as Exhibit 1.1 into the Registration Statement, pursuant to which the Securities were registered.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed as part of this Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
1.1	Underwriting Agreement, dated August 12, 2013, among Viacom Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as representatives of the underwriters named in Schedule 1 thereto.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VIACOM INC.**

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas  
Title: Executive Vice President,

General Counsel and Secretary

Date: August 16, 2013

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
1.1	Underwriting Agreement, dated August 12, 2013, among Viacom Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as representatives of the underwriters named in Schedule 1 thereto.