

Viacom Inc.
Form 4
April 18, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRICKLAS MICHAEL D

(Last) (First) (Middle)
1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Former EVP, Gen Counsel & Secy

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class B Common Stock | 04/15/2017 | | M | | 6,470 | D | |
| Class B Common Stock | 04/15/2017 | | F ⁽²⁾ | | \$ 2,666 | D | |
| Class B Common Stock | 04/15/2017 | | M | | 10,656 | D | |
| Class B Common | 04/15/2017 | | F ⁽²⁾ | | \$ 4,392 | D | |

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| | | | | | | | | | |
|----------------------------|------------|--|------|--------|---|-------------|--------|--|-----------|
| Stock | | | | | | | | | |
| Class B Common Stock | 04/15/2017 | | M | 13,653 | A | (4) | 23,721 | | D |
| Class B Common Stock | 04/15/2017 | | F(2) | 6,785 | D | \$ 43.77 | 16,936 | | D |
| Class B Common Stock | 04/15/2017 | | M | 23,160 | A | (5) | 40,096 | | D |
| Class B Common Stock | 04/15/2017 | | F(2) | 12,927 | D | \$ 43.77 | 27,169 | | D |
| Class B Common Stock | | | | | | | 1,720 | | I |
| | | | | | | | | | By 401(k) |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Share Units (6) | (1) | 04/15/2017 | | M | 6,470 | (1) | (1) | Class B common Stock | 6,470 |
| Restricted Share Units (6) | (3) | 04/15/2017 | | M | 10,656 | (3) | (3) | Class B Common Stock | 10,656 |
| Restricted Share Units (6) | (4) | 04/15/2017 | | M | 13,653 | (4) | (4) | Class B Common Stock | 13,653 |

| | | | | | | | | |
|-----------------------------------|------------|------------|---|--------|------------|------------|----------------------|--------|
| Restricted Share Units <u>(7)</u> | <u>(5)</u> | 04/15/2017 | M | 23,160 | <u>(5)</u> | <u>(5)</u> | Class B Common Stock | 23,160 |
|-----------------------------------|------------|------------|---|--------|------------|------------|----------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRICKLAS MICHAEL D 1515 BROADWAY NEW YORK, NY 10036 | | | Former EVP, Gen Counsel & Secy | |

Signatures

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Michael D. Fricklas 04/18/2017

**Signature of Reporting Person
Date

Explanation of Responses:

- * 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).
- (1) These shares were issued on April 15, 2017 upon the vesting, under the terms of the executive's employment agreement and in connection with his separation from Viacom, of the remaining number of Restricted Share Units ("RSUs") that were granted on May 22, 2013. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$43.77 per share.
- (2) These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
- (3) These shares were issued on April 15, 2017 upon the vesting, under the terms of the executive's employment agreement and in connection with his separation from Viacom, of the remaining number of RSUs that were granted on May 21, 2014. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$43.77 per share.
- (4) These shares were issued on April 15, 2017 upon the vesting, under the terms of the executive's employment agreement and in connection with his separation from Viacom, of the remaining number of RSUs that were granted on May 20, 2015. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$43.77 per share.
- (5) These shares were issued on April 15, 2017 upon the vesting, under the terms of the executive's employment agreement and in connection with his separation from Viacom, of the number of RSUs that were granted on May 18, 2016. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$43.77 per share.
- (6) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.
- (7) Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.