Viacom Inc.
Form 8-K
March 10, 2014

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): **March 4, 2014**

VIACOM INC.

(Exact name of registrant as specified in its charter)

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

1515 Broadway, New York, NY	**10036**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(212) 258-6000**

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 March 4, 2014, Viacom Inc. (the Company) announced that it had agreed to issue and sell $400,000,000 aggregate principal amount of 2.200% Senior Notes due 2019 (the 2019 Senior Notes), $550,000,000 aggregate principal amount of 3.875% Senior Notes due 2024 (the 2024 Senior Notes) and $550,000,000 aggregate principal amount of 5.250% Senior Debentures due 2044 (the Senior Debentures and, together with the 2019 Senior Notes and the 2024 Senior Notes, the Securities). The sale of the Securities is expected to close on March 11, 2014. In connection with the issuance and sale of the Securities, on March 4, 2014, the Company entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, 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:

Exhibit No.	**Description of Exhibit**
1.1	Underwriting Agreement, dated March 4, 2014, among Viacom Inc. and Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, 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: March 10, 2014

Exhibit Index

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