

Viacom Inc.  
Form 8-K  
September 30, 2009

**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): September 24, 2009**

**VIACOM INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-32686**  
(Commission File Number)

**20-3515052**  
(IRS Employer

Identification Number)

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

**10036**  
(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))

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**Section 8 Other Events**

**Item 8.01 Other Events.**

On September 24, 2009, Viacom Inc. (the Company ) announced that it had agreed to sell \$250,000,000 aggregate principal amount of 4.250% Senior Notes due 2015 (the 2015 Senior Notes ) and \$300,000,000 aggregate principal amount of 5.625% Senior Notes due 2019 (the 2019 Senior Notes, and together with the 2015 Senior Notes, the Senior Notes ). The 2019 Senior Notes are a further issuance of the \$250,000,000 aggregate principal amount of 5.625% Senior Notes due 2019 issued by the Company on August 26, 2009. In connection with the issuance and sale of the Senior Notes, on September 24, 2009, the Company entered into an underwriting agreement (the Underwriting Agreement ) with Banc of America Securities LLC, J.P. Morgan Securities Inc. 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. 333-139086) 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.

On September 29, 2009, in connection with the closing of the sale of the Senior Notes, the Company and The Bank of New York Mellon, as trustee (the Trustee ), entered into a sixth supplemental indenture (the Sixth Supplemental Indenture ) to the Indenture, dated as of April 12, 2006, between the Company and the Trustee. The Sixth Supplemental Indenture is filed as Exhibit 4.1 to this Report. A copy of the opinion of Shearman & Sterling LLP relating to the legality of the Senior Notes is filed as Exhibit 5.1 to this Report.

The Company incorporates by reference the exhibits filed herewith into the Registration Statement, pursuant to which the Senior Notes were registered.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

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

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated September 24, 2009, among Viacom Inc. and Banc of America Securities LLC, J.P. Morgan Securities Inc. and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule 1 thereto. |
| 4.1                | Sixth Supplemental Indenture, dated as of September 29, 2009, between Viacom Inc. and The Bank of New York Mellon, as Trustee (including forms of Senior Notes).   |
| 5.1                | Opinion of Shearman and Sterling LLP.  |
| 23.1               | Consent of Shearman and Sterling LLP (included in Exhibit 5.1).  |

**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: September 29, 2009

**Exhibit Index**

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| 5.1                | Opinion of Shearman and Sterling LLP.  |
| 23.1               | Consent of Shearman and Sterling LLP (included in Exhibit 5.1).  |