Viacom Inc.
Form 8-K
February 28, 2012

**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): **February 23, 2012**

**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 February 23, 2012, Viacom Inc. (the Company ) announced that it had agreed to issue and sell $500,000,000 aggregate principal amount of 1.250% Senior Notes due 2015 (the Senior Notes ) and $250,000,000 aggregate principal amount of 4.500% Senior Debentures due 2042 (the Senior Debentures and, together with the Senior Notes, the Securities ). In connection with the issuance and sale of the Securities, on February 23, 2012, the Company entered into an underwriting agreement (the Underwriting Agreement ) with BNP Paribas Securities Corp., 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. 333-162962) 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 February 28, 2012, in connection with the closing of the sale of the Securities, the Company and The Bank of New York Mellon, as trustee (the Trustee ), entered into a tenth supplemental indenture (the Tenth Supplemental Indenture ) to the Indenture, dated as of April 12, 2006, between the Company and the Trustee. The Tenth 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 Securities 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 Securities 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:

| Exhibit No. | Description of Exhibit |
|---|---|
| 1.1 | Underwriting Agreement, dated February 23, 2012, among Viacom Inc. and BNP Paribas Securities Corp., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named in Schedule 1 thereto. |
| 4.1 | Tenth Supplemental Indenture, dated as of February 28, 2012, between Viacom Inc. and The Bank of New York Mellon, as Trustee (including forms of the Securities). |
| 5.1 | Opinion of Shearman & Sterling LLP. |
| 23.1 | Consent of Shearman & 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: February 28, 2012

**Exhibit Index**

| Exhibit No. | Description of Exhibit |
|---|---|
| 1.1 | Underwriting Agreement, dated February 23, 2012, among Viacom Inc. and BNP Paribas Securities Corp., Morgan Stanley & Co. LLC and Wells Fargo Securities, LCC, as representatives of the underwriters named in Schedule 1 thereto. |
| 4.1 | Tenth Supplemental Indenture, dated as of February 28, 2012, between Viacom Inc. and The Bank of New York Mellon, as Trustee (including forms of the Securities). |
| 5.1 | Opinion of Shearman & Sterling LLP. |
| 23.1 | Consent of Shearman & Sterling LLP (included in Exhibit 5.1). |