

Viacom Inc.
Form 8-K
February 23, 2011

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 22, 2011**

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)

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)

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- .. 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 22, 2011, Viacom Inc. (the Company) issued and sold \$500,000,000 aggregate principal amount of 4.500% Senior Notes due 2021 (the Senior Notes) 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). 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. In connection with the issuance and sale of the Senior Notes, on February 22, 2011, the Company and The Bank of New York Mellon, as trustee (the Trustee), entered into a seventh supplemental indenture (the Seventh Supplemental Indenture) to the Indenture, dated as of April 12, 2006, between the Company and the Trustee. The Seventh Supplemental Indenture is filed as Exhibit 4.1 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:

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 4.1 | Seventh Supplemental Indenture, dated as of February 22, 2011, between Viacom Inc. and The Bank of New York Mellon, as Trustee (including form 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: February 23, 2011

Exhibit Index

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