

Viacom Inc.
Form 8-K
March 11, 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 11, 2014**

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)
- .. 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 11, 2014, Viacom Inc. (the Company) issued and sold \$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) 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). 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. In connection with the issuance and sale of the Securities, on March 11, 2014, the Company and The Bank of New York Mellon, as trustee (the Trustee), entered into a seventeenth supplemental indenture (the Seventeenth Supplemental Indenture) to the Indenture, dated as of April 12, 2006, between the Company and the Trustee. The Seventeenth 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 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 |
|--------------------|--|
| 4.1 | Seventeenth Supplemental Indenture, dated as of March 11, 2014, 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: March 11, 2014

Exhibit Index

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 4.1 | Seventeenth Supplemental Indenture, dated as of March 11, 2014, 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). |