

Edgar Filing: VIACOM INC - Form 8-K

VIACOM INC  
Form 8-K  
June 01, 2004

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

June 1, 2004

-----  
Date of Report (Date of earliest event reported)

VIACOM INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

001-09553

04-2949533

-----  
State or other jurisdiction of  
incorporation)

-----  
(Commission File Number)

-----  
(I.R.S. Employer Identification

1515 Broadway, New York, NY 10036

-----  
(Address of principal executive offices) (zip code)

(212) 258-6000

-----  
(Registrant's telephone number, including  
area code)

Item 5. Other Events.

On June 1, 2004, the Board of Directors of Viacom Inc. ("Viacom") announced that Tom Freston and Leslie Moonves have been appointed Co-Presidents and Co-Chief Operating Officers of Viacom. Mr. Freston and Mr. Moonves succeed Mel Karmazin, who has resigned. In addition, the Viacom Board of Directors announced a corporate succession plan. Attached hereto as Exhibit 99.1 is a press release issued by Viacom on June 1, 2004, which is incorporated herein by reference.

Also attached hereto (1) as Exhibit 3.1 are Amended and Restated By-laws of Viacom Inc., adopted on June 1, 2004 and (2) as Exhibit 10.1 is an Agreement, dated as of June 1, 2004, by and between Viacom and Mr. Karmazin.

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Item 7. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 3.1            | Amended and Restated By-laws of Viacom Inc., adopted June 1, 2004                |
| 10.1           | Agreement, dated as of June 1, 2004, by and between Viacom Inc. and Mel Karmazin |
| 99.1           | Press release issued by Viacom Inc. on June 1, 2004                              |

### 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.  
(Registrant)

Date: June 1, 2004

By: /s/ Michael D. Fricklas  
-----  
Michael D. Fricklas  
Executive Vice President,  
General Counsel and Secretary

### EXHIBIT INDEX

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Viacom Inc. and Mel Karmazin

99.1

Press release issued by Viacom Inc. on June 1, 2004