

Viacom Inc.  
Form FWP  
December 07, 2011  
VIACOM INC.

**SENIOR NOTES OFFERING FINAL TERMS**

**Issuer Free Writing Prospectus**

**Dated December 7, 2011**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-162962**

**2.500% Senior Notes due 2016**

**3.875% Senior Notes due 2021**

<b>Issuer:</b>	Viacom Inc.	
<b>Ratings:*</b>	Baa1 (stable) / BBB+ (stable) / BBB+ (stable)	
<b>Format:</b>	SEC Registered	
<b>Securities:</b>	Senior Notes	
<b>Trade Date:</b>	December 7, 2011	
<b>Settlement Date (T+3):</b>	December 12, 2011	
<b>Interest Payment Dates:</b>	The Notes will accrue interest from December 12, 2011 and will be payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2012.	
<b>Principal Amount Offered Hereby:</b>	\$400,000,000	\$600,000,000
<b>Maturity Date:</b>	December 15, 2016	December 15, 2021
<b>Price to Public:</b>	99.366% per Note	98.361% per Note
<b>Gross Spread:</b>	0.350%	0.450%
<b>Net Proceeds:</b>	\$396,064,000	\$587,466,000
<b>Coupon:</b>	2.500%	3.875%
<b>Yield to Maturity:</b>	2.636%	4.076%
<b>Spread to Benchmark Treasury:</b>	+175 bps	+205 bps
<b>Benchmark Treasury:</b>	0.875% Note due November 30, 2016	2.000% Note due November 15, 2021
<b>Benchmark Treasury Price / Yield:</b>	99-30.25+ / 0.886%	99-24+ / 2.026%
<b>Make-Whole Call:</b>	Treasury Rate plus 30 bps	Treasury Rate plus 30 bps
<b>Denominations:</b>	Minimum of \$2,000 x \$1,000 in excess thereof	
<b>Day Count:</b>	30/360	
<b>CUSIP:</b>	92553P AH5	92553P AJ1
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Merrill Lynch, Pierce, Fenner & Smith Incorporated  RBS Securities Inc.	

## Edgar Filing: Viacom Inc. - Form FWP

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-877-858-5407, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or RBS Securities Inc. toll-free at 1-866-884-2071.**

**Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.**