

Viacom Inc.  
Form 8-K  
September 03, 2009

**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): **August 28, 2009**

**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):

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- 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))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On August 28, 2009, Viacom Inc. (the Company) issued a press release announcing the expiration of its cash tender offer (the Tender Offer) to purchase any and all of its outstanding 5.75% Senior Notes due 2011 (the 2011 Notes). The Tender Offer expired at 5:00 p.m., New York City time, on August 27, 2009, at which time \$1,306,574,000, or 87.1%, of the aggregate principal amount of outstanding 2011 Notes had been validly tendered. The Tender Offer consideration of \$1,061.25 per \$1,000 principal amount was funded in part by the Company's recent offering of \$600,000,000 aggregate principal amount of 4.375% Senior Notes due 2014 and \$250,000,000 aggregate principal amount of 5.625% Senior Notes due 2019. A copy of the press release is filed herewith as Exhibit 99 and is incorporated by reference herein in its entirety.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed as part of this Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99	Press Release of Viacom Inc. dated August 28, 2009 announcing the expiration of the Tender Offer.

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**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: September 3, 2009

-3-

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**Exhibit Index**

**Exhibit No.**

**Description of Exhibit**

99                      Press Release of Viacom Inc. dated August 28, 2009 announcing the expiration of the Tender Offer.