FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPR                 | OMB APPROVAL |  |  |  |  |  |  |  |
|--------------------------|--------------|--|--|--|--|--|--|--|
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| hours per response:      | 0.5          |  |  |  |  |  |  |  |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Gill Charest Katherine |                            |   |  |   |   |  | Issuer Name and Ticker or Trading Symbol     Viacom Inc. [ VIA, VIAB ] |       |  |        |                                      |   |                                   |  |   | plicable)  | ng Person(s) to  | Issuer<br>Owner         |
|---|----------------------------|---|--|---|---|--|--|-------|--|--------|--------------------------------------|---|-----------------------------------|--|---|--|--|-------------------------|
| (Last)<br>1515 BF   | (F<br>ROADWAY              | irst) (   |  | 3. Date of Earliest Transaction (Month/Day/Year) 05/18/2018 |   |  |  |       |  |        |                                      |   | Offic<br>belo                     | ′  | Other<br>below<br>ontroller                         | (specify<br>)  |  |                         |
| (Street)  NEW YORK NY 10036  (City) (State) (Zip)               |                            |   |  |   |   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |       |  |        |                                      |   |                                   |  |   | vidual or Joint/Group Filing (Check Applicate<br>Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |                         |
|   |                            | Tab   | le I - N                                   | Non-Deri  | vative                                  | Sec  | urit   | ies A | cquired,   | Dis    | posed                                | of, or  | Benef                             | icially  | Own   | ed   |  |                         |
| 1. Title of Security (Instr. 3)                                 |                            |   | 2. Transaction<br>Date<br>(Month/Day/Year) |   | 2A. Deemed<br>Execution Date,           |  | 3. 4. Security Dispose and 5)  |       | urities Acquired (A<br>sed Of (D) (Instr. 3,                 |        | A) or 5. Am<br>Secur<br>Bene<br>Owne |   | nount of<br>rities<br>ficially    | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |                         |
|   |                            |   |  |   |   | Code   | V Amo  |       | nt (A) or  |        | rice                                 | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                                     |                                   | (Instr. 4)   | (Instr. 4)  |  |  |                         |
| Class B (   | Common St                  | ock   |  | 2018  | 018                                     |  |  | М     |  | 1,25   | 55                                   | A   | (1)                               |  | ),348 <sup>(2)</sup>                                | D  |  |                         |
| Class B (   | Class B Common Stock 05/18 |   |  | 05/18/2   | 2018                                    |  |  |       | F  |        | 426                                  | (3)   | D \$                              | \$27.24  |   | 9,922  | D  |                         |
| Class B Common Stock  |                            |   | 05/18/2018                                 |   |   |  |  | M     |  | 1,43   | 34                                   | A   | (4) 1                             |  | 1,356   | D  |  |                         |
| Class B Common Stock 05/  |                            |   |  | 05/18/2   | 2018                                    |  |  |       | F  |        | 487                                  | (3)   | D \$                              | \$27.24  | 1   | 0,869  | D  |                         |
| Class B Common Stock 05/20/2                                    |                            |   |  |   | 2018                                    | 018  |  |       | M  |        | 683                                  |   | A                                 | (5)  | 1   | 1,552  | D  |                         |
| Class B Common Stock 05/20/2                                    |                            |   |  | 2018  | 018                                     |  |  | F     |  | 232(3) |                                      | D §   | \$27.24                           | 1  | 1,320   | D  |  |                         |
| Class B Common Stock  |                            |   |  |   |   |  |  |       |  |        |                                      |   |                                   |  | 569   |  | I  | By<br>401(k)            |
|   |                            | Ta  | able II                                    |   |   |  |  |       | uired, Dis<br>s, options                                     |        |                                      |   |                                   |  | wned  |  |  |                         |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)             |                            | Exercise (Month/Day/Year) if any<br>se of<br>ivative (Mon |  |   | 4.<br>Transaction<br>Code (Instr.<br>8) |  | 5.<br>ion Number I   |       | 6. Date Exercisable a<br>Expiration Date<br>(Month/Day/Year) |        | ble and                              | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Inst<br>and 4) |                                   | 8. I of De See (In:                                    | rivative Secucurity Benstr. 5) Own Foll Rep         | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)  | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | Beneficial<br>Ownership |
|   |                            |   |  |   | Code                                    | ode V  |  | (D)   | Date<br>Exercisable  |        | piration<br>te                       | Title   | Amor<br>or<br>Numl<br>of<br>Share | ber  |   |  |  |                         |
| Restricted<br>Share<br>Units <sup>(6)</sup>                     | (1)                        | 05/18/2018  |  |   | М                                       |  |  | 1,255 | (1)  |        | (1)                                  | Class B<br>Common<br>Stock  | 1,2                               | 55   | (6)   | 2,509  | D  |                         |
| Restricted<br>Share<br>Units <sup>(6)</sup>                     | (4)                        | 05/18/2018  |  |   | М                                       |  |  | 1,434 | (4)  |        | (4)                                  | Class B<br>Common<br>Stock  | 1,43                              | 34   | (6)   | 4,303  | D  |                         |
| Restricted<br>Share<br>Units <sup>(7)</sup>                     | (5)                        | 05/20/2018  |  |   | M                                       |  |  | 683   | (5)  |        | (5)                                  | Class B<br>Common<br>Stock  | 68                                | 3  | (7)   | 683  | D  |                         |

## Explanation of Responses:

- 1. These shares were issued on May 18, 2018 upon vesting of the second of four equal annual installments of Restricted Share Units ("RSUs") that were granted on May 18, 2016. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$27.24 per share.
- 2. Includes shares of Class B Common Stock acquired by the executive officer in connection with a dividend reinvestment program exempt from Section 16(a).
- 3. These shares were withheld by Viacom to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.

- 4. These shares were issued on May 18, 2018 upon vesting of the first of four equal annual installments of RSUs that were granted on May 18, 2017. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$27.24 per share.
- 5. These shares were issued on May 20, 2018 upon vesting of the third of four equal annual installments of RSUs that were granted on May 20, 2015. On the date of vesting, the most recent closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$27.24 per share.
- $6. \ Granted \ under \ the \ Via com \ Inc. \ 2016 \ Long-Term \ Management \ Incentive \ Plan \ for \ no \ consideration.$
- 7. Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.

## Remarks:

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Katherine 05/22/2018 Gill-Charest

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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