SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burder hours per response: 0.5

1. Name and Addre	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol Viacom Inc. [VIA, VIAB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Dalimonte Christa A</u>			[+, +]		Director	10% Owner			
	()		3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
(Last) 1515 BROADV	(First) VAY	(Middle)	01/31/2018		EVP, General Counsel & Secy				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable			
NEW YORK	NY	10036		X	Form filed by One Re	porting Person			
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	es ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy) ⁽¹⁾	\$33.42	01/31/2018		A		38,423		(2)	01/31/2026	Class B Common Stock	38,423	(1)	38,423	D	
Restricted Share Units ⁽¹⁾	(3)	01/31/2018		А		13,212		(3)	(3)	Class B Common Stock	13,212	(1)	13,212	D	

Explanation of Responses:

1. Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.

2. These Stock Options will vest in four equal annual installments beginning on January 31, 2019.

3. These Restricted Share Units ("RSUs") will vest in four equal annual installments beginning on January 31, 2019 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on each vest date.

Remarks:

/s/ Christa A. D'Alimonte

<u>02/02/2018</u> Date

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.