

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>Phelps Julia</u><br><br>(Last) (First) (Middle)<br>1515 BROADWAY<br><br>(Street)<br>NEW YORK NY 10036<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>03/12/2019 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Viacom Inc. [ VIA, VIAB ]</u>   |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, Comms, Culture &amp; Mktng</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

| 1. Title of Derivative Security (Instr. 4)          | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|--|--|---|
|   | Date Exercisable   | Expiration Date |   |  |  |   |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | (2)  | 05/18/2024      | Class B Common Stock 3,468  | 38.86  | D  |   |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | (3)  | 05/18/2025      | Class B Common Stock 17,595   | 33.99  | D  |   |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | (4)  | 01/31/2026      | Class B Common Stock 12,183   | 33.42  | D  |   |
| Employee Stock Option (Right to Buy) <sup>(1)</sup> | (5)  | 11/30/2026      | Class B Common Stock 20,520   | 30.86  | D  |   |
| Restricted Share Units <sup>(6)</sup>               | (7)  | (7)             | Class B Common Stock 102  | (6)  | D  |   |
| Restricted Share Units <sup>(1)</sup>               | (8)  | (8)             | Class B Common Stock 579  | (1)  | D  |   |
| Restricted Share Units <sup>(1)</sup>               | (9)  | (9)             | Class B Common Stock 3,972  | (1)  | D  |   |
| Restricted Share Units <sup>(1)</sup>               | (10)   | (10)            | Class B Common Stock 3,142  | (1)  | D  |   |
| Restricted Share Units <sup>(1)</sup>               | (11)   | (11)            | Class B Common Stock 5,671  | (1)  | D  |   |

Explanation of Responses:

- Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- These Stock Options, originally granted on May 18, 2016, have vested/will vest in four equal annual installments beginning on May 18, 2017.
- These Stock Options, originally granted on May 18, 2017, have vested/will vest in four equal annual installments beginning on May 18, 2018.
- These Stock Options, originally granted on January 31, 2018, have vested/will vest in four equal annual installments beginning on January 31, 2019.
- These Stock Options, originally granted on November 30, 2018, will vest in four equal annual installments beginning on November 30, 2019.
- Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.
- These remaining Restricted Share Units ("RSUs"), originally granted on May 20, 2015, will vest on May 20, 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 the vest date.
- These remaining RSUs, originally granted on May 18, 2016, will vest in two equal annual installments beginning on May 18, 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 the vest date.
- These remaining RSUs, originally granted on May 18, 2017, will vest in three equal annual installments beginning on May 18, 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 the vest date.
- These remaining RSUs, originally granted on January 31, 2018 will vest in three equal annual installments beginning on January 31, 2020 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 the vest date.
- These RSUs, originally granted on November 30, 2018, will vest in four equal annual installments beginning on November 30, 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 the vest date.

Remarks:

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Julia Phelps      03/22/2019

\*\* 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 5 (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.

VIACOM INC.  
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes and appoints Christa A. D'Alimonte to be her true and lawful attorney-in-fact and agent to execute and file for and on behalf of the undersigned (i) any reports on Forms 3, 4, 5 and, if applicable, 144 (including any amendments thereto and any successors to such Forms) with respect to ownership of securities of Viacom Inc. (the "Company") that the undersigned may be required to file with the Securities and Exchange Commission in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and/or Rule 144 under the Securities Act of 1933, and (ii) as necessary, any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 and/or Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and, if applicable, 144 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2019.

/s/ Julia Phelps

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Julia Phelps