

☐ 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
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1. Name and Address of Reporting Person* <u>Phelps Julia</u>			2. Issuer Name and Ticker or Trading Symbol <u>ViacomCBS Inc. [ VIACA,VIAC ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>EVP, Chief Comms &amp; Corp Mktg</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2021</u>			
(Street) <u>1515 BROADWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class B common stock	09/30/2021		M		724 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	11,932 <sup>(2)</sup>	D	
Class B common stock	09/30/2021		F		1,650 <sup>(3)</sup>	D	\$39.51	10,282	D	
Class B common stock								157	I	By 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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				
Restricted Share Units <sup>(4)</sup>	(1)	09/30/2021		M			724 <sup>(5)</sup>	09/30/2021 <sup>(1)</sup>	(1)	Class B common stock	724 <sup>(5)</sup>	\$0.0000 <sup>(4)</sup>	0.0000	D	

Explanation of Responses:

1. These shares were issued on September 30, 2021 upon vesting of restricted share units that were initially granted on November 30, 2018 as performance share units (the "RSUs"). On September 30, 2021, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$39.51 per share.
2. Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
3. These shares were withheld by ViacomCBS to satisfy tax liability incident to the settlement of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.
4. Granted under ViacomCBS's long-term incentive plan for no consideration
5. This number was previously shown as a holding of 3,893; it is adjusted here to reflect that 3,169 of the 3,893 shares were already included on Table 1, as permissible.

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

\*\* 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.

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.