

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

04-2949533

(State of Incorporation)

(IRS Employer Identification No.)

200 Elm Street
Dedham, Massachusetts

02026

(Address of principal
executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Contingent Value Rights
Three-Year Warrants
Five-Year Warrants
8% Exchangeable Subordinated
Debentures due 2006

American Stock Exchange, Inc.
American Stock Exchange, Inc.
American Stock Exchange, Inc.
American Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

For a description of the contingent value rights of the Registrant ("CVRs"), three-year warrants of the Registrant ("Three-Year Warrants") and five-year warrants of the Registrant ("Five-Year Warrants") being registered hereunder reference is made to the information under the headings "Description of Viacom Capital Stock--Contingent Value Rights" and "Description of Viacom Capital Stock--Viacom Warrants" on pages 133-138 of the Registrant's Joint Proxy Statement/Prospectus dated June 6, 1994 (the "Proxy Statement/Prospectus"), forming a part of the Registrant's Registration Statement on Form S-4 (Reg. No. 33-53977) as filed with the Securities and Exchange Commission on June 6, 1994 (Exhibit 5 hereto). For a description of the 8% exchangeable subordinated debentures due 2006 of the Registrant (the "8% Debentures") being registered hereunder reference is made to the information under the heading "Description of Viacom Debentures" on pages 144 through 152 of the Proxy Statement/Prospectus. The aforementioned descriptions in the Proxy Statement/Prospectus are hereby incorporated by reference herein and made a part of this registration statement.

Item 2. Exhibits.

- (a) The following Exhibits are to be filed with the Securities and Exchange Commission and the American Stock Exchange, Inc.:
- (1) Form of CVR Agreement (including the Form of CVR).
 - (2) Form of Warrant Agreement with respect to the Three-Year Warrants (including the Form of Three-Year Warrant).
 - (3) Form of Warrant Agreement with respect to the Five-Year Warrants (including the Form of Five-Year Warrant).
 - (4) Form of Indenture with respect to the 8% Debentures (including the Form of 8% Debenture).
 - (5) Registrant's Registration Statement on Form S-4 as filed with the Securities and Exchange Commission on June 6, 1994 (Reg. No. 33-53977).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 6, 1994

VIACOM INC.

(Registrant)

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Senior Vice President and
Deputy General Counsel

EXHIBIT INDEX

Exhibit No. -----	Exhibits. -----	Page ----
(1)	Form of CVR Agreement (including the Form of CVR) (incorporated herein by reference to Exhibit 4.6 of the Registration Statement on Form S-4 (Reg. No. 33-53977)).	
(2)	Form of Warrant Agreement with respect to the Three-Year Warrants (including the Form of Three-Year Warrant) (incorporated herein by reference to Exhibit 4.7 of the Registration Statement on Form S-4 (Reg. No. 33-53977)).	
(3)	Form of Warrant Agreement with respect to the Five-Year Warrants (including the Form of Five-Year Warrant) (incorporated herein by reference to Exhibit 4.8 of the Registration Statement on Form S-4 (Reg. No. 33-53977)).	
(4)	Form of Indenture with respect to the 8% Debentures (including the Form of 8% Debenture) (incorporated herein by reference to Exhibit 4.5 of the Registration Statement on Form S-4 (Reg. No. 33-53977)).	
(5)	Registrant's Registration Statement on Form S-4 of Viacom Inc. as filed with the Securities and Exchange Commission on June 6, 1994 (incorporated herein by reference (Reg. No. 33-53977)).	