

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ViacomCBS Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to Be Held on May 25, 2021**

VIACOMCBS INC.

VIACOMCBS

1515 BROADWAY
NEW YORK, NY 10036

Meeting Information

Meeting Type: Annual Meeting of Stockholders

For holders as of: March 26, 2021

Date: May 25, 2021 **Time:** 9:30 a.m., EDT

Location: Live webcast - please visit
www.virtualshareholdermeeting.com/VIAC2021

The company will be hosting the meeting live via the Internet. To attend the meeting, please visit www.virtualshareholdermeeting.com/VIAC2021 and be sure to have the information that is printed in the box marked by the arrow → (located on page 3).

You are receiving this communication because you hold shares of ViacomCBS Inc. voting Class A common stock.

THIS IS NOT A BALLOT. YOU CANNOT USE THIS NOTICE TO VOTE THESE SHARES. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice for instructions on how to access proxy materials and vote.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT FORM 10-K LETTER TO STOCKHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2021 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/VIAC2021. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" ALL LISTED DIRECTOR NOMINEES.**

1. The election of 13 directors:

Nominees:

- 1a. Robert M. Bakish
- 1b. Candace K. Beinecke
- 1c. Barbara M. Byrne
- 1d. Brian Goldner
- 1e. Linda M. Griego
- 1f. Robert N. Klieger
- 1g. Judith A. McHale
- 1h. Ronald L. Nelson
- 1i. Charles E. Phillips, Jr.
- 1j. Shari E. Redstone
- 1k. Susan Schuman
- 1l. Nicole Seligman
- 1m. Frederick O. Terrell

**THE BOARD OF DIRECTORS RECOMMENDS A
VOTE "FOR" MATTERS 2 AND 3.**

- 2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for fiscal year 2021.
- 3. Approval of an amendment and restatement of the Company's 2009 Long-Term Incentive Plan.

**THE BOARD OF DIRECTORS RECOMMENDS A
VOTE "AGAINST" MATTER 4.**

- 4. Stockholder proposal requesting that the Company's Board of Directors take steps to enable stockholder proxy access.

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**Important Notice Regarding the Availability of Proxy Materials for the
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You are receiving this communication because you hold shares of ViacomCBS Inc. non-voting Class B common stock. **THIS NOTICE WILL ENABLE YOU TO ACCESS VIACOMCBS INC. PROXY MATERIALS FOR INFORMATIONAL PURPOSES ONLY.**

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**See the reverse side of this notice for
instructions on how to access proxy materials.**

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— How to Access the Proxy Materials —

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The following matters are being considered at the upcoming meeting. **This information is being provided for informational purposes only.**

1. The election of 13 directors:
Nominees:
 - 1a. Robert M. Bakish
 - 1b. Candace K. Beinecke
 - 1c. Barbara M. Byrne
 - 1d. Brian Goldner
 - 1e. Linda M. Griego
 - 1f. Robert N. Klieger
 - 1g. Judith A. McHale
 - 1h. Ronald L. Nelson
 - 1i. Charles E. Phillips, Jr.
 - 1j. Shari E. Redstone
 - 1k. Susan Schuman
 - 1l. Nicole Seligman
 - 1m. Frederick O. Terrell
2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for fiscal year 2021.
3. Approval of an amendment and restatement of the Company's 2009 Long-Term Incentive Plan.
4. Stockholder proposal requesting that the Company's Board of Directors take steps to enable stockholder proxy access.

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