

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
MAY 23, 2001

VIACOM INC.

(Exact name of registrant as
specified in its charter)

Delaware	1-9553	04-2949533
----- (State or other jurisdiction of incorporation)	----- Commission File Number	----- (IRS Employer Identification Number)

1515 Broadway, New York, NY 10036

(Address of principal executive offices) (Zip Code)

(212) 258-6000

(Registrant's telephone number, including area code)

Item 5. Other Events

On May 23, 2001, the Registrant filed a Certificate of Amendment to its Restated Certificate of Incorporation and a Certificate of Elimination of Series C Preferred Stock of Viacom Inc. with the Secretary of State of Delaware. The Certificate of Amendment and Certificate of Elimination are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein in their entirety.

Item 7. Financial Statements, Pro Forma Financial
Information and Exhibits

(c) Exhibits

Exhibit No.

- | | |
|------|--|
| 99.1 | Certificate of Amendment of Restated Certificate of Incorporation of Viacom Inc. |
| 99.2 | Certificate of Elimination of Series C Preferred Stock of Viacom Inc. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.
(Registrant)

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President,
General Counsel
and Secretary

Date: May 30, 2001

EXHIBIT INDEX

Exhibit No.

- | | |
|------|--|
| 99.1 | Certificate of Amendment of Restated Certificate of Incorporation of Viacom Inc. |
| 99.2 | Certificate of Elimination of Series C Preferred Stock of Viacom Inc. |

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VIACOM INC.

Viacom Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Section 242 of the Delaware General Corporation Law, does hereby certify that Section (1)(a) of Article IV of the Restated Certificate of Incorporation of the Corporation be, and the same hereby is, amended in full to read:

(a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,775,000,000 shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

- (i) 750,000,000 shares of Class A Common Stock, \$0.01 par value ("Class A Common Stock").
- (ii) 10,000,000,000 shares of Class B Common Stock, \$0.01 par value ("Class B Common Stock").
- (iii) 25,000,000 shares of Preferred Stock, \$0.01 par value ("Preferred Stock").

IN WITNESS WHEREOF, Viacom Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Michael D. Fricklas, Executive Vice President and General Counsel, and Patricia D. Caruso, Assistant Secretary, this 23rd day of May, 2001.

VIACOM INC.

By:/s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President
and General Counsel

ATTEST:

/s/ Patricia D. Caruso

Patricia D. Caruso
Assistant Secretary

CERTIFICATE OF ELIMINATION

OF

SERIES C PREFERRED STOCK

OF

VIACOM INC.

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

Viacom Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the following resolutions respecting Series C Preferred Stock were duly adopted by the Corporation's Board of Directors:

RESOLVED, that no shares of the Corporation's Series C Preferred Stock are outstanding and that no shares of the Series C Preferred Stock will be issued subject to the certificate of designation previously filed with respect to the Series C Preferred Stock; and

FURTHER RESOLVED, that the officers of the Corporation are directed to file with the Secretary of State of the State of Delaware a certificate pursuant to Section 151(g) of the General Corporation Law of the State of Delaware setting forth these resolutions in order to eliminate from the Corporation's certificate of incorporation all matters set forth in the certificate of designation with respect to the Series C Preferred Stock.

IN WITNESS WHEREOF, Viacom Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Michael D. Fricklas, Executive Vice President and General Counsel, and Patricia D. Caruso, Assistant Secretary, this 23rd day of May, 2001.

VIACOM INC.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President
and General Counsel

ATTEST:

/s/ Patricia D. Caruso

Patricia D. Caruso
Assistant Secretary