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

FORM 10-Q

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x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 001-32686

VIACOM INC.
(Exact name of registrant as specified in its charter)

DELAWARE	**20-3515052**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

1515 Broadway
New York, NY 10036
(212) 258-6000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes x No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No x

Class of Stock	**Shares Outstanding as of April 15, 2015**
Class A common stock, par value $0.001 per share	50,373,269
Class B common stock, par value $0.001 per share	346,592,776

VIACOM INC.
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PART I – FINANCIAL INFORMATION

Item 1. ***Consolidated Financial Statements.***

VIACOM INC.
CONSOLIDATED STATEMENTS OF EARNINGS
(Unaudited)

	Quarter Ended March 31,		Six Months Ended March 31,	
(in millions, except per share amounts)	**2015**	**2014**	**2015**	**2014**
Revenues	**$ 3,078**	$ 3,174	**$ 6,422**	$ 6,371
Expenses:				
Operating	**2,056**	1,538	**3,679**	3,012
Selling, general and administrative	**721**	712	**1,452**	1,416
Depreciation and amortization	**57**	52	**112**	111
Restructuring	**206**	—	**206**	—
Total expenses	**3,040**	2,302	**5,449**	4,539
Operating income	**38**	872	**973**	1,832
Interest expense, net	**(166)**	(152)	**(326)**	(301)
Equity in net earnings of investee companies	**42**	10	**75**	36
Other items, net	**(12)**	(3)	**(30)**	(3)
Earnings/(loss) before provision for income taxes	**(98)**	727	**692**	1,564
Provision for income taxes	**50**	(216)	**(227)**	(496)
Net earnings/(loss) (Viacom and noncontrolling interests)	**(48)**	511	**465**	1,068
Net earnings attributable to noncontrolling interests	**(5)**	(9)	**(18)**	(19)
Net earnings/(loss) attributable to Viacom	**$ (53)**	$ 502	**$ 447**	$ 1,049
Basic earnings/(loss) per share attributable to Viacom	**$ (0.13)**	$ 1.15	**$ 1.10**	$ 2.38
Diluted earnings/(loss) per share attributable to Viacom	**$ (0.13)**	$ 1.13	**$ 1.09**	$ 2.33
Weighted average number of common shares outstanding:				
Basic	**402.5**	436.1	**406.6**	440.5
Diluted	**402.5**	444.6	**411.4**	449.3
Dividends declared per share of Class A and Class B common stock	**$ 0.33**	$ 0.30	**$ 0.66**	$ 0.60

See accompanying notes to Consolidated Financial Statements

VIACOM INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Quarter Ended March 31,		Six Months Ended March 31,	
(in millions)	**2015**	**2014**	**2015**	**2014**
Net earnings/(loss) (Viacom and noncontrolling interests)	**$ (48)**	$ 511	**$ 465**	$ 1,068
Other comprehensive income/(loss), net of tax:				
Foreign currency translation adjustments	**(158)**	7	**(262)**	33
Defined benefit pension plans	**(1)**	—	**(21)**	—
Cash flow hedges	**—**	1	**—**	1
Available for sale securities	**(1)**	—	**(1)**	—
Other comprehensive income/(loss) (Viacom and noncontrolling interests)	**(160)**	8	**(284)**	34
Comprehensive income/(loss)	**(208)**	519	**181**	1,102
Less: Comprehensive income attributable to noncontrolling interest	**1**	9	**12**	20
Comprehensive income/(loss) attributable to Viacom	**$ (209)**	$ 510	**$ 169**	$ 1,082

See accompanying notes to Consolidated Financial Statements

VIACOM INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in millions, except par value)	March 31, 2015	September 30, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 306**	$ 1,000
Receivables, net	**2,758**	3,066
Inventory, net	**787**	846
Prepaid and other assets	**532**	340
Total current assets	**4,383**	5,252
Property and equipment, net	**949**	1,016
Inventory, net	**3,663**	3,897
Goodwill	**11,429**	11,535
Intangibles, net	**351**	399
Other assets	**982**	1,018
Total assets	**$ 21,757**	$ 23,117
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	**$ 359**	$ 475
Accrued expenses	**727**	969
Participants' share and residuals	**835**	993
Program obligations	**704**	703
Deferred revenue	**270**	259
Current portion of debt	**17**	18
Other liabilities	**655**	518
Total current liabilities	**3,567**	3,935
Noncurrent portion of debt	**13,213**	12,751
Participants' share and residuals	**274**	403
Program obligations	**413**	459
Deferred tax liabilities, net	**369**	266
Other liabilities	**1,405**	1,340
Redeemable noncontrolling interest	**194**	216
Commitments and contingencies (Note 6)		
Viacom stockholders' equity:		
Class A common stock, par value $0.001, 375.0 authorized; 50.4 and 50.9 outstanding, respectively	**—**	—
Class B common stock, par value $0.001, 5,000.0 authorized; 346.7 and 363.3 outstanding, respectively	**—**	—
Additional paid-in capital	**9,961**	9,772
Treasury stock, 398.0 and 377.0 common shares held in treasury, respectively	**(20,725)**	(19,225)
Retained earnings	**13,638**	13,465
Accumulated other comprehensive loss	**(571)**	(293)
Total Viacom stockholders' equity	**2,303**	3,719
Noncontrolling interests	**19**	28
Total equity	**2,322**	3,747
Total liabilities and equity	**$ 21,757**	$ 23,117

See accompanying notes to Consolidated Financial Statements

VIACOM INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in millions)	Six Months Ended March 31, 2015	Six Months Ended March 31, 2014
OPERATING ACTIVITIES		
Net earnings (Viacom and noncontrolling interests)	**$ 465**	$ 1,068
Reconciling items:		
Depreciation and amortization	**112**	111
Feature film and program amortization	**2,581**	1,862
Equity-based compensation	**51**	63
Equity in net earnings and distributions from investee companies	**(71)**	(22)
Deferred income taxes	**46**	(94)
Operating assets and liabilities, net of acquisitions:		
Receivables	**329**	323
Inventory, program rights and participations	**(2,567)**	(2,168)
Accounts payable and other current liabilities	**(248)**	(224)
Other, net	**(18)**	(106)
Cash provided by operations	**680**	813
INVESTING ACTIVITIES		
Acquisitions and investments, net	**5**	13
Capital expenditures	**(64)**	(49)
Net cash flow used in investing activities	**(59)**	(36)
FINANCING ACTIVITIES		
Borrowings	**990**	1,485
Debt repayments	**(600)**	—
Commercial paper	**75**	—
Purchase of treasury stock	**(1,506)**	(1,830)
Dividends paid	**(273)**	(271)
Excess tax benefits on equity-based compensation awards	**39**	38
Exercise of stock options	**126**	75
Other, net	**(79)**	(103)
Net cash flow used in financing activities	**(1,228)**	(606)
Effect of exchange rate changes on cash and cash equivalents	**(87)**	6
Net change in cash and cash equivalents	**(694)**	177
Cash and cash equivalents at beginning of period	**1,000**	2,403
Cash and cash equivalents at end of period	**$ 306**	$ 2,580

See accompanying notes to Consolidated Financial Statements

VIACOM INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION

Description of Business

Viacom Inc. is a leading global entertainment content company that connects with audiences in more than 165 countries and territories and creates compelling television programs, motion pictures, short-form videos, apps, games, brands for consumer products, social media and other entertainment content. Viacom operates through two reporting segments: *Media Networks*, which includes the Music & Entertainment Group, the Kids & Family Group and BET Networks, and *Filmed Entertainment*. The *Media Networks* segment provides entertainment content and related branded products for consumers in targeted demographics attractive to advertisers, content distributors and retailers. The *Filmed Entertainment* segment produces, finances, acquires and distributes motion pictures, television programming and other entertainment content under the Paramount Pictures, Paramount Vantage, Paramount Classics, Insurge Pictures, MTV Films, Nickelodeon Movies and Paramount Television brands. References in this document to “Viacom”, “Company”, “we”, “us” and “our” mean Viacom Inc. and our consolidated subsidiaries, unless the context requires otherwise.

Unaudited Interim Financial Statements

The accompanying unaudited consolidated quarterly financial statements have been prepared on a basis consistent with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and pursuant to the rules of the Securities and Exchange Commission (“SEC”). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of our results of operations, financial position and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results expected for the fiscal year ending September 30, 2015 (“fiscal 2015”) or any future period. These financial statements should be read in conjunction with our Form 10-K for the year ended September 30, 2014, as filed with the SEC on November 13, 2014 (the “2014 Form 10-K”).

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the dates presented and the reported amounts of revenues and expenses during the periods presented. Significant estimates inherent in the preparation of the accompanying Consolidated Financial Statements include estimates of film ultimate revenues, product returns, potential outcome of uncertain tax positions, fair value of acquired assets and liabilities, fair value of equity-based compensation and pension benefit assumptions. Estimates are based on past experience and other considerations reasonable under the circumstances. Actual results may differ from these estimates.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09 - Revenue from Contracts with Customers (“ASU 2014-09”), a comprehensive revenue recognition model that supersedes the current revenue recognition requirements and most industry-specific guidance. The underlying core principle of ASU 2014-09 is that a company should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services. ASU 2014-09 will be effective for the first interim period within annual reporting periods beginning after December 15, 2016, and allows adoption either under a full retrospective or a modified retrospective approach. Early adoption is not permitted. On April 29, 2015, the FASB issued an exposure draft to defer the effective date by one year. We are currently evaluating the impact of the new standard.

NOTE 2. INVENTORY

Our total inventory consists of the following:

Inventory (in millions)	**March 31, 2015**	**September 30, 2014**
Film inventory:		
Released, net of amortization	**$ 687**	$ 664
Completed, not yet released	**3**	131
In process and other	**704**	436
Total film inventory, net of amortization	**1,394**	1,231
Original programming:		
Released, net of amortization	**1,122**	1,409
In process and other	**608**	631
Total original programming, net of amortization	**1,730**	2,040
Acquired program rights, net of amortization	**1,227**	1,367
Home entertainment inventory	**99**	105
Total inventory, net	**4,450**	4,743
Less: current portion	**(787)**	(846)
Total inventory-noncurrent, net	**$ 3,663**	$ 3,897

NOTE 3. DEBT

Our total debt consists of the following:

Debt (in millions)	March 31, 2015	September 30, 2014
Senior Notes and Debentures:		
Senior notes due February 2015, 1.250%	$ —	$ 600
Senior notes due September 2015, 4.250%	250	250
Senior notes due April 2016, 6.250%	917	917
Senior notes due December 2016, 2.500%	399	399
Senior notes due April 2017, 3.500%	499	498
Senior notes due October 2017, 6.125%	499	499
Senior notes due September 2018, 2.500%	498	498
Senior notes due April 2019, 2.200%	400	400
Senior notes due September 2019, 5.625%	552	552
Senior notes due December 2019, 2.750%	400	—
Senior notes due March 2021, 4.500%	495	495
Senior notes due December 2021, 3.875%	594	593
Senior notes due June 2022, 3.125%	297	296
Senior notes due March 2023, 3.250%	298	298
Senior notes due September 2023, 4.250%	1,239	1,238
Senior notes due April 2024, 3.875%	546	546
Senior debentures due December 2034, 4.850%	597	—
Senior debentures due April 2036, 6.875%	1,072	1,072
Senior debentures due October 2037, 6.750%	76	76
Senior debentures due February 2042, 4.500%	246	245
Senior debentures due March 2043, 4.375%	1,091	1,089
Senior debentures due June 2043, 4.875%	249	249
Senior debentures due September 2043, 5.850%	1,242	1,242
Senior debentures due April 2044, 5.250%	549	549
Commercial paper	75	—
Capital lease and other obligations	150	168
Total debt	13,230	12,769
Less: current portion	(17)	(18)
Total noncurrent portion of debt	$ 13,213	$ 12,751

Senior Notes and Debentures

In December 2014, we issued a total of $1.0 billion of senior notes and debentures as follows:

- 2.750% Senior Notes due December 2019 with an aggregate principal amount of $400 million at a price equal to 99.986% of the principal amount.
- 4.850% Senior Debentures due December 2034 with an aggregate principal amount of $600 million at a price equal to 99.543% of the principal amount.

The proceeds, net of the discount and other issuance fees and expenses, from the issuance of the senior notes and debentures were $990 million.

The total unamortized net discount related to our senior notes and debentures was $415 million as of March 31, 2015. The fair value of our senior notes and debentures was approximately $14.2 billion as of March 31, 2015. The valuation of our publicly traded debt is based on quoted prices in active markets.

During the quarter, we repaid the $600 million aggregate principal amount of our 1.250% Senior Notes due in February 2015.

The Senior Notes due in September 2015 and commercial paper outstanding are classified as long-term debt as we have the intent and the ability, through utilization of our $2.5 billion revolving credit facility, to refinance this debt.

Credit Facility

In November 2014, we amended our revolving credit agreement, originally dated as of October 8, 2010, to, among other things, extend the maturity date of the $2.5 billion revolving credit facility from November 9, 2017 to November 18, 2019. At March 31, 2015, there were no amounts outstanding under the credit facility. The credit facility has one principal financial covenant that requires our interest coverage for the most recent four consecutive fiscal quarters to be at least 3.0x, which we met as of March 31, 2015.

NOTE 4. PENSION BENEFITS

During the quarter ended December 31, 2014, we offered certain participants of our funded pension plan the option to receive a one-time lump-sum payment equal to the present value of their respective pension benefit. The settlement triggered a remeasurement of the net pension obligation and settlement accounting. The remeasurement resulted in a $53 million increase to the net benefit obligation, primarily driven by a decline in the discount rate to 4.0% from 4.5%. The settlement resulted in the recognition of a non-cash settlement loss of $24 million reclassed from unrecognized actuarial loss included within Accumulated other comprehensive income/(loss) in the Consolidated Balance Sheet.

The components of net periodic benefit cost/(income) for our defined benefit pension plans, which are currently frozen to future benefit accruals, are set forth below.

Net Periodic Benefit Cost/(Income) (in millions)	**Quarter Ended March 31, 2015**	**Quarter Ended March 31, 2014**	**Six Months Ended March 31, 2015**	**Six Months Ended March 31, 2014**
Interest cost	**$ 10**	$ 12	**$ 22**	$ 24
Expected return on plan assets	**(11)**	(12)	**(24)**	(25)
Recognized actuarial loss	**2**	—	**3**	—
Loss on pension settlement	**—**	—	**24**	—
Net periodic benefit cost/(income)	**$ 1**	$ —	**$ 25**	$ (1)

NOTE 5. REDEEMABLE NONCONTROLLING INTEREST

We are subject to a redeemable put option, payable in a foreign currency, with respect to an international subsidiary. The put option expires in January 2016 and is classified as *Redeemable noncontrolling interest* in the Consolidated Balance Sheets.

The components of redeemable noncontrolling interest are as follows:

Redeemable Noncontrolling Interest (in millions)	**Six Months Ended March 31, 2015**	**Six Months Ended March 31, 2014**
Beginning balance	**$ 216**	$ 200
Net earnings	**8**	11
Distributions	**(12)**	(11)
Translation adjustment	**(23)**	10
Redemption value adjustment	**5**	—
Ending Balance	**$ 194**	$ 210

NOTE 6. COMMITMENTS AND CONTINGENCIES

Commitments

As more fully described in Notes 4 and 11 of the 2014 Form 10-K, our commitments primarily consist of programming and talent commitments, operating and capital lease arrangements, and purchase obligations for goods and services. These arrangements result from our normal course of business and represent obligations that may be payable over several years.

Contingencies

We have certain indemnification obligations with respect to leases primarily associated with the previously discontinued operations of Famous Players Inc. ("Famous Players"). In addition, we have certain indemnities provided by the acquirer of Famous Players. These lease commitments amounted to approximately $314 million as of March 31, 2015. The amount of lease commitments varies over time depending on expiration or termination of individual underlying leases, or of the related indemnification obligation, and foreign exchange rates, among other things. We may also have exposure for certain other expenses related to the leases, such as property taxes and common area maintenance. We have recorded a liability of $192 million with respect to such obligations as of March 31, 2015. We believe our accrual is sufficient to meet any future obligations based on our consideration of available financial information, the lessees' historical performance in meeting their lease obligations and the underlying economic factors impacting the lessees' business models.

Legal Matters

Litigation is inherently uncertain and always difficult to predict. However, based on our understanding and evaluation of the relevant facts and circumstances, we believe that the legal matters described below and other litigation to which we are a party are not likely, in the aggregate, to have a material adverse effect on our results of operations, financial position or operating cash flows.

In February 2013, Cablevision Systems Corporation filed a lawsuit in the United States District Court for the Southern District of New York alleging that Viacom's industry standard practice of offering discounts for additional network distribution constituted a "tying" arrangement in violation of federal and New York state antitrust laws. Similar arrangements have been upheld by numerous federal and state courts, including in a federal case in which Cablevision itself advocated for the legality of such arrangements. We believe the lawsuit is without merit. In July 2014, Viacom answered the amended complaint and asserted counterclaims against Cablevision for having fraudulently induced Viacom to renew their affiliate agreement at the end of 2012 on terms which Cablevision intended to challenge in the courts. Cablevision answered the counterclaims in September 2014. The litigation is now in the discovery phase.

NOTE 7. STOCKHOLDERS' EQUITY

The components of stockholders' equity are as follows:

	Six Months Ended March 31, 2015			Six Months Ended March 31, 2014		
Stockholders' Equity (in millions)	**Total Viacom Stockholders' Equity**	**Noncontrolling Interests**	**Total Equity**	**Total Viacom Stockholders' Equity**	**Noncontrolling Interests**	**Total Equity**
Beginning Balance	**$ 3,719**	**$ 28**	**$ 3,747**	$ 5,193	$ (3)	$ 5,190
Net earnings	**447**	**18**	**465**	1,049	19	1,068
Other comprehensive income/(loss) [1]	**(278)**	**(6)**	**(284)**	33	1	34
Noncontrolling interests	**(5)**	**(21)**	**(26)**	—	(20)	(20)
Dividends declared	**(269)**	**—**	**(269)**	(268)	—	(268)
Purchase of treasury stock	**(1,500)**	**—**	**(1,500)**	(1,700)	—	(1,700)
Equity-based compensation and other	**189**	**—**	**189**	117	—	117
Ending Balance	**$ 2,303**	**$ 19**	**$ 2,322**	$ 4,424	$ (3)	$ 4,421

(1) The components of other comprehensive income/(loss) are net of a tax benefit of $11 million and $1 million for the six months ended March 31, 2015 and March 31, 2014, respectively.

VIACOM INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(continued)

NOTE 8. RESTRUCTURING AND PROGRAMMING CHARGES

Following a company-wide review across our worldwide Media Networks, Filmed Entertainment operations and corporate functions, we are implementing significant strategic and operational improvements. This includes reorganizing three of our operating segments (Music, Entertainment and Nickelodeon) into two new segments (Music & Entertainment and Kids & Family). The new structure realigns sales, marketing, creative and support functions, increases efficiencies in program and product development, enhances opportunities to share expertise, and promotes greater cross-marketing and cross channel programming activity. We are also reallocating resources to expand our capabilities in critical business areas including data analysis, technology development and consumer insights, reflecting the rapidly changing media marketplace, shifting consumer behavior and evolving measurement practices. In connection with the strategic realignment, we recognized a pre-tax charge of $784 million in the quarter ending March 31, 2015, reflecting $578 million of programming charges, of which $432 million reflect write-downs, and a $206 million restructuring charge associated with workforce reductions. The programming charges are included within *Operating expenses* in the Consolidated Statement of Earnings.

Media Networks recognized programming charges of $411 million for the write-down of underperforming programming, including the abandonment of select acquired titles, and $123 million of accelerated amortization of programming expenses associated with a change in our ultimate revenue projections for certain original programming genres that have been impacted by changing media consumption habits. Filmed Entertainment recognized charges of $21 million for the write-down of certain films not yet released and $23 million related to the abandonment of development projects. The strategic realignment is largely complete and we anticipate that a majority of the severance will be paid by March 31, 2016.

The following table presents the 2015 restructuring and programming charges by segment:

2015 Restructuring and Programming Charges (in millions)	**Media Networks**	**Filmed Entertainment**	**Corporate**	**Total**
Restructuring charge	**$ 137**	**$ 57**	**$ 12**	**$ 206**
Programming charges	**534**	**44**	**—**	**578**
Total	**$ 671**	**$ 101**	**$ 12**	**$ 784**

NOTE 9. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per common share is computed by dividing *Net earnings/(loss) attributable to Viacom* by the weighted average number of common shares outstanding during the period. The determination of diluted earnings/(loss) per common share includes the weighted average number of common shares plus the dilutive effect of equity awards based upon the application of the treasury stock method. Anti-dilutive common shares were excluded from the calculation of diluted earnings/(loss) per common share.

The following table sets forth the weighted average number of common shares outstanding used in determining basic and diluted earnings/(loss) per common share and anti-dilutive common shares:

Weighted Average Number of Common Shares Outstanding and Anti-dilutive Common Shares	**Quarter Ended March 31,**		**Six Months Ended March 31,**	
(in millions)	**2015**	**2014**	**2015**	**2014**
Weighted average number of common shares outstanding, basic	**402.5**	436.1	**406.6**	440.5
Dilutive effect of equity awards	**—**	8.5	**4.8**	8.8
Weighted average number of common shares outstanding, diluted	**402.5**	444.6	**411.4**	449.3
Anti-dilutive common shares	**8.6**	0.1	**4.3**	0.1

NOTE 10. SUPPLEMENTAL CASH FLOW AND OTHER INFORMATION

Our supplemental cash flow information is as follows:

Supplemental Cash Flow Information	Six Months Ended March 31,	
(in millions)	**2015**	**2014**
Cash paid for interest	**$ 305**	$ 291
Cash paid for income taxes	**$ 211**	$ 506

Cash paid for income taxes in the six months ended March 31, 2015 reflects the benefit from the retroactive reenactment of legislation allowing for accelerated tax deductions on certain qualified film and television productions.

Accounts Receivable

We had $406 million and $482 million of noncurrent trade receivables as of March 31, 2015 and September 30, 2014, respectively. The accounts receivable were primarily in the *Filmed Entertainment* segment, included within *Other assets* in our Consolidated Balance Sheets, and principally related to long-term television license arrangements. Such amounts are due in accordance with the underlying terms of the respective agreements and are principally from investment grade companies with which we have historically done business under similar terms, for which credit loss allowances are generally not considered necessary.

Variable Interest Entities

In the normal course of business, we enter into joint ventures or make investments with business partners that support our underlying business strategy and provide us the ability to enter new markets to expand the reach of our brands, develop new programming and/or distribute our existing content. In certain instances, an entity in which we make an investment may qualify as a variable interest entity (“VIE”). In determining whether we are the primary beneficiary of a VIE, we assess whether we have the power to direct matters that most significantly impact the activities of the VIE and have the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

Unconsolidated Variable Interest Entities: We have an unconsolidated investment in Viacom 18, a 50% owned joint venture in India with Network 18 Media and Investments Limited that qualifies as a VIE. Our aggregate investment carrying value in Viacom 18 was $74 million and $68 million as of March 31, 2015 and September 30, 2014, respectively.

Consolidated Variable Interest Entities: Our Consolidated Balance Sheets include amounts related to consolidated VIEs totaling $125 million in assets and $53 million in liabilities as of March 31, 2015, and $138 million in assets and $54 million in liabilities as of September 30, 2014. The consolidated VIEs’ revenues, expenses and operating income were not significant for all periods presented.

Income Taxes

Our effective tax rate was 51.0% in the quarter ended March 31, 2015, which included the restructuring and programming charges that contributed 19.8 percentage points to the effective tax rate. Our effective tax rate was 32.8% in the six months ended March 31, 2015, which included the restructuring and programming charges, the pension settlement loss and other discrete tax expense that, when taken together, contributed 1 percentage point to the effective tax rate. This discrete tax expense was principally related to a reduction in qualified production activity tax benefits as a result of retroactively reenacted legislation.

Our effective tax rate was 29.7% in the quarter and 31.7% in the six months ended March 31, 2014, which included discrete tax benefits that reduced the effective tax rate by 2.8 and 1.3 percentage points, respectively. This discrete tax benefit was principally related to the recognition of capital loss carryforward benefits.

NOTE 11. FAIR VALUE MEASUREMENTS

The following table summarizes our financial assets and liabilities measured and recorded at fair value on a recurring basis as of March 31, 2015 and September 30, 2014:

Financial Asset/(Liability) (in millions)	Total	Quoted Prices In Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
March 31, 2015				
Marketable securities	**$ 115**	**$ 115**	**$ —**	**$ —**
Derivatives	**(12)**	**—**	**(12)**	**—**
Total	**$ 103**	**$ 115**	**$ (12)**	**$ —**
September 30, 2014				
Marketable securities	$ 107	$ 107	$ —	$ —
Derivatives	(8)	—	(8)	—
Total	$ 99	$ 107	$ (8)	$ —

The fair value for marketable securities is determined utilizing a market approach based on quoted market prices in active markets at period end and the fair value for derivatives is determined utilizing a market-based approach.

The notional value of all foreign exchange contracts was $924 million and $628 million as of March 31, 2015 and September 30, 2014, respectively. At March 31, 2015, $629 million related to our foreign currency balances, $151 million related to anticipated investing cash flows and $144 million related to future production and programming costs. At September 30, 2014, $390 million related to our foreign currency balances, $154 million related to anticipated investing cash flows and $84 million related to future production costs.

As described in Note 8, we recognized impairment charges related to the write-down of certain programming and films. The impairment charges reflect the excess of the unamortized cost of the impaired programs and films over their estimated fair value using discounted cash flows, which is a Level 3 valuation technique.

NOTE 12. REPORTING SEGMENTS

The following tables set forth our financial performance by reporting segment. Our reporting segments have been determined in accordance with our internal management structure. We manage our operations through two reporting segments: (i) *Media Networks* and (ii) *Filmed Entertainment*. Typical intersegment transactions include the purchase of advertising by the *Filmed Entertainment* segment on *Media Networks'* properties and the purchase of *Filmed Entertainment's* feature films exhibition rights by *Media Networks*. The elimination of such intercompany transactions in the Consolidated Financial Statements is included within eliminations in the tables below.

Our measure of segment performance is adjusted operating income/(loss). Adjusted operating income/(loss) is defined as operating income/(loss), before equity-based compensation and certain other items identified as affecting comparability, including restructuring and programming charges, when applicable.

Revenues by Segment	Quarter Ended March 31,		Six Months Ended March 31,	
(in millions)	2015	2014	2015	2014
Media Networks	**$ 2,452**	$ 2,375	**$ 5,106**	$ 4,916
Filmed Entertainment	**659**	831	**1,379**	1,512
Eliminations	**(33)**	(32)	**(63)**	(57)
Total revenues	**$ 3,078**	$ 3,174	**$ 6,422**	$ 6,371

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Adjusted Operating Income/(Loss)	**Quarter Ended March 31,**		**Six Months Ended March 31,**	
(in millions)	**2015**	**2014**	**2015**	**2014**
Media Networks	**$ 903**	$ 949	**$ 2,007**	$ 2,063
Filmed Entertainment	**1**	11	**(59)**	(63)
Corporate expenses	**(57)**	(52)	**(118)**	(103)
Eliminations	**—**	(5)	**2**	(2)
Equity-based compensation	**(25)**	(31)	**(51)**	(63)
Restructuring and programming charges	**(784)**	—	**(784)**	—
Loss on pension settlement	**—**	—	**(24)**	—
Operating income	**38**	872	**973**	1,832
Interest expense, net	**(166)**	(152)	**(326)**	(301)
Equity in net earnings of investee companies	**42**	10	**75**	36
Other items, net	**(12)**	(3)	**(30)**	(3)
Earnings/(loss) before provision for income taxes	**$ (98)**	$ 727	**$ 692**	$ 1,564

Total Assets		
(in millions)	**March 31, 2015**	**September 30, 2014**
Media Networks	**$ 16,752**	$ 17,647
Filmed Entertainment	**5,645**	5,440
Corporate/Eliminations	**(640)**	30
Total assets	**$ 21,757**	$ 23,117

Revenues by Component	**Quarter Ended March 31,**		**Six Months Ended March 31,**	
(in millions)	**2015**	**2014**	**2015**	**2014**
Advertising	**$ 1,172**	$ 1,124	**$ 2,539**	$ 2,449
Feature film	**605**	789	**1,279**	1,428
Affiliate fees	**1,146**	1,114	**2,278**	2,180
Ancillary	**188**	179	**389**	371
Eliminations	**(33)**	(32)	**(63)**	(57)
Total revenues	**$ 3,078**	$ 3,174	**$ 6,422**	$ 6,371

Certain prior year revenues for the Filmed Entertainment segment have been reclassified to conform to the current year presentation.

NOTE 13. RELATED PARTY TRANSACTIONS

National Amusements, Inc. (“NAI”), directly and through a wholly-owned subsidiary, is the controlling stockholder of both Viacom and CBS Corporation (“CBS”). Sumner M. Redstone, the controlling shareholder, Chairman and Chief Executive Officer of NAI, serves as our Executive Chairman and Founder and as the Executive Chairman and Founder of CBS. Shari Redstone, who is Sumner Redstone’s daughter, is the President and a director of NAI, and serves as non-executive Vice Chair of the Board of Directors of both Viacom and CBS. George Abrams, one of our directors, serves on the boards of both NAI and Viacom, and Frederic Salerno, another of our directors, serves on the boards of both Viacom and CBS. Philippe Dauman, our President and Chief Executive Officer, also serves on the boards of both NAI and Viacom. Transactions between Viacom and related parties are overseen by our Governance and Nominating Committee.

Viacom and NAI Related Party Transactions

NAI licenses films in the ordinary course of business for its motion picture theaters from all major studios, including Paramount. During the six months ended March 31, 2015 and 2014, Paramount earned revenues from NAI in connection with these licenses in the aggregate amounts of approximately $6 million and $5 million, respectively.

Viacom and CBS Corporation Related Party Transactions

In the ordinary course of business, we are involved in transactions with CBS and its various businesses that result in the recognition of revenues and expenses by us. Transactions with CBS are settled in cash.

Our *Filmed Entertainment* segment earns revenues and recognizes expenses associated with its distribution of certain television products into the home entertainment market on behalf of CBS. Pursuant to its agreement with CBS, Paramount distributes CBS’s library of television and other content on DVD and Blu-ray disc on a worldwide basis. Under the terms of the agreement, Paramount is entitled to retain a fee based on a percentage of gross receipts and is generally responsible for all out-of-pocket costs, which are recoupable together with any advance amounts paid. Paramount made advance payments of $75 million to CBS during the six months ended March 31, 2015. Paramount also earns revenues from CBS through leasing of studio space and licensing of certain film products.

Our *Media Networks* segment recognizes advertising revenues and purchases television programming from CBS. The cost of the programming purchases is initially recorded as acquired program rights inventory and amortized over the estimated period that revenues will be generated.

Both of our segments recognize advertising expenses related to the placement of advertisements with CBS.

The following table summarizes the transactions with CBS as included in our Consolidated Financial Statements:

CBS Related Party Transactions	**Quarter Ended March 31,**		**Six Months Ended March 31,**	
(in millions)	**2015**	**2014**	**2015**	**2014**
Consolidated Statement of Earnings				
Revenue	**$ 33**	$ 38	**$ 92**	$ 111
Operating expenses	**$ 80**	$ 57	**$ 148**	$ 153
			March 31, 2015	**September 30, 2014**
Consolidated Balance Sheets				
Accounts receivable			**$ 5**	$ 5
Accounts payable			**$ 3**	$ 2
Participants’ share and residuals, current			**72**	100
Program obligations, current			**95**	87
Program obligations, noncurrent			**79**	104
Other liabilities			**7**	9
Total due to CBS			**$ 256**	$ 302

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Other Related Party Transactions

In the ordinary course of business, we are involved in related party transactions with equity investees. These related party transactions primarily relate to the provision of advertising services, licensing of film and programming content, distribution of films and provision of certain administrative support services, for which the impact on our Consolidated Financial Statements is as follows:

Other Related Party Transactions	Quarter Ended March 31,		Six Months Ended March 31,	
(in millions)	2015	2014	2015	2014
Consolidated Statement of Earnings				
Revenue	**$ 45**	$ 67	**$ 58**	$ 80
Operating expenses	**$ 19**	$ 28	**$ 21**	$ 30
Selling, general and administrative	**$ (4)**	$ (4)	**$ (6)**	$ (6)
			March 31, 2015	**September 30, 2014**
Consolidated Balance Sheets				
Account receivable			**$ 65**	$ 84
Other assets			**2**	1
Total due from other related parties			**$ 67**	$ 85
Accounts payable			**$ 4**	$ 2
Other liabilities			**41**	37
Total due to other related parties			**$ 45**	$ 39

All other related party transactions are not material in the periods presented.

Item 2. ***Management's Discussion and Analysis of Results of Operations and Financial Condition.***

Management's discussion and analysis of results of operations and financial condition is provided as a supplement to and should be read in conjunction with the unaudited consolidated financial statements and related notes to enhance the understanding of our results of operations, financial condition and cash flows. Additional context can also be found in our Form 10-K for the fiscal year ended September 30, 2014, as filed with the Securities and Exchange Commission ("SEC") on November 13, 2014 (the "2014 Form 10-K"). References in this document to "Viacom," "Company," "we," "us" and "our" mean Viacom Inc. and our consolidated subsidiaries, unless the context requires otherwise.

Significant components of management's discussion and analysis of results of operations and financial condition include:

Overview: The overview section provides a summary of our business.

Results of Operations: The results of operations section provides an analysis of our results on a consolidated and reportable segment basis for the quarter and six months ended March 31, 2015, compared with the quarter and six months ended March 31, 2014. In addition, we provide a discussion of items that affect the comparability of our results of operations.

Liquidity and Capital Resources: The liquidity and capital resources section provides a discussion of our cash flows for the six months ended March 31, 2015, compared with the six months ended March 31, 2014, and of our outstanding debt, commitments and contingencies existing as of March 31, 2015.

OVERVIEW

Summary

We are a leading global entertainment content company that connects with audiences in more than 165 countries and territories and is home to premier global media brands that create compelling television programs, motion pictures, short-form video, apps, games, consumer products, social media and other entertainment content. With media networks reaching a cumulative 3.2 billion television subscribers worldwide, Viacom's leading brands include Nickelodeon®, CMT®, Nick Jr.®, TeenNick®, Nicktoons®, TV Land®, Nick at Nite®, MTV®, VH1®, COMEDY CENTRAL®, SPIKE®, Logo®, BET®, CENTRIC®, Channel 5® (UK), Tr3s®, Paramount Channel™ and VIVA™, among others. Paramount Pictures® is a major global producer and distributor of filmed entertainment and Paramount Television™, our television production division, is focused on developing programming for television and digital platforms.

We operate through two reporting segments: *Media Networks* and *Filmed Entertainment*. Our measure of segment performance is adjusted operating income/(loss). We define adjusted operating income/(loss) for our segments as operating income/(loss), before equity-based compensation and certain other items identified as affecting comparability, including restructuring and programming charges, when applicable. Equity-based compensation is excluded from our segment measure of performance since it is set and approved by the Compensation Committee of Viacom's Board of Directors in consultation with corporate executive management, and is included as a component of consolidated adjusted operating income.

When applicable, we use consolidated adjusted operating income, adjusted net earnings attributable to Viacom and adjusted diluted earnings per share ("EPS"), among other measures, to evaluate our actual operating performance and for planning and forecasting of future periods. We believe that the adjusted results provide relevant and useful information for investors because they clarify our actual operating performance, make it easier to compare our results with those of other companies and allow investors to review performance in the same way as our management. Since these are not measures of performance calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP"), they should not be considered in isolation of, or as a substitute for, operating income, net earnings attributable to Viacom and diluted EPS as indicators of operating performance and they may not be comparable to similarly titled measures employed by other companies. For a reconciliation of our adjusted measures and discussion of the items affecting comparability, refer to the section entitled "*Factors Affecting Comparability*".

Media Networks

Our *Media Networks* segment generates revenues in three categories: (i) the sale of advertising and marketing services related to our content, (ii) affiliate fees from multichannel television service providers, including cable television operators, direct-to-home satellite television operators and telecommunications operators, subscription and advertising supported video-on-demand services, and other distributors of our programming and program services, and (iii) ancillary revenues, which include consumer products licensing, brand licensing, sale of content on DVDs and Blu-ray discs, licensing of our content for download-to-own and download-to-rent services and television syndication.

Media Networks segment expenses consist of operating expenses, selling, general and administrative ("SG&A") expenses and depreciation and amortization. Operating expenses are comprised of costs related to original and acquired programming, including programming amortization, expenses associated with the distribution of home entertainment products and consumer products licensing, participation fees, integrated marketing expenses and other costs of sales. SG&A expenses consist primarily of employee compensation, marketing, research and professional service fees and facility and occupancy costs. Depreciation and amortization expenses reflect depreciation of fixed assets, including transponders financed under capital leases, and amortization of finite-lived intangible assets.

Filmed Entertainment

Our *Filmed Entertainment* segment generates revenues worldwide principally from: (i) the theatrical release and/or distribution of motion pictures, (ii) home entertainment revenues, which include sales of DVDs and Blu-ray discs relating to the motion pictures we release theatrically and direct-to-DVD, as well as content distributed on behalf of Viacom and third parties, transactional video-on-demand and download-to-own services, (iii) licensing of film exhibition rights to pay and basic cable television, broadcast television, syndicated television and subscription video-on-demand services and (iv) ancillary revenues from providing production services to third parties, primarily at Paramount's studio lot, licensing of its brands for consumer products and theme parks, and distribution of content specifically developed for digital platforms and game distribution.

Filmed Entertainment segment expenses consist of operating expenses, SG&A expenses and depreciation and amortization. Operating expenses principally include the amortization of film costs of our released feature films (including participations and residuals), print and advertising expenses and other distribution costs. We incur marketing costs before and throughout the theatrical release of a film and, to a lesser extent, other distribution windows. Such costs are incurred to generate public interest in our films and are expensed as incurred; therefore, we typically incur losses with respect to a particular film prior to and during the film's theatrical exhibition and profitability may not be realized until well after a film's theatrical release. Therefore, the results of the *Filmed Entertainment* segment can be volatile as films work their way through the various distribution windows. SG&A expenses include employee compensation, facility and occupancy costs, professional service fees and other overhead costs. Depreciation and amortization expense principally consists of depreciation of fixed assets.

RESULTS OF OPERATIONS

Consolidated Results of Operations

Our summary consolidated results of operations are presented below for the quarters and six months ended March 31, 2015 and 2014.

	Quarter Ended March 31,		Better/(Worse)		Six Months Ended March 31,		Better/(Worse)	
(in millions, except per share amounts)	2015	2014	$	%	2015	2014	$	%
Revenues	**$ 3,078**	$ 3,174	$ (96)	(3)%	**$ 6,422**	$ 6,371	$ 51	1 %
Operating income	**38**	872	(834)	(96)	**973**	1,832	(859)	(47)
Adjusted operating income	**822**	872	(50)	(6)	**1,781**	1,832	(51)	(3)
Net earnings/(loss) attributable to Viacom	**(53)**	502	(555)	(111)	**447**	1,049	(602)	(57)
Adjusted net earnings attributable to Viacom	**467**	482	(15)	(3)	**1,005**	1,029	(24)	(2)
Diluted earnings/(loss) per share	**(0.13)**	1.13	(1.26)	(112)	**1.09**	2.33	(1.24)	(53)
Adjusted diluted earnings per share	**$ 1.16**	$ 1.08	$ 0.08	7 %	**$ 2.44**	$ 2.29	$ 0.15	7 %

See the section entitled "*Factors Affecting Comparability*" for a reconciliation of our adjusted measures to our reported results.

Revenues

Worldwide revenues decreased $96 million, or 3%, to $3.078 billion in the quarter ended March 31, 2015. Excluding an unfavorable 2% impact of foreign exchange, worldwide revenues declined 1%. *Filmed Entertainment* revenues decreased $172 million, or 21%, primarily driven by lower license fees and home entertainment revenues. *Media Networks* revenues increased $77 million, or 3%, due to higher advertising revenues, driven by the acquisition of Channel 5 Broadcast Limited ("Channel 5") in September 2014, and affiliate fees, partially offset by the impact of foreign exchange. Excluding an unfavorable 4% and 2% impact of foreign exchange, *Filmed Entertainment* revenues declined 17% and *Media Networks* revenues increased 5%, respectively.

Worldwide revenues increased $51 million, or 1%, to $6.422 billion in the six months ended March 31, 2015. Excluding an unfavorable 2% impact of foreign exchange, worldwide revenues increased 3%. *Media Networks* revenues increased $190 million, or 4%, due to higher affiliate fees, as well as an increase in advertising revenues driven by the acquisition of Channel 5, partially offset by the impact of foreign exchange. *Filmed Entertainment* revenues decreased $133 million, or 9%, primarily driven by lower license fee revenues. Excluding an unfavorable 1% and 3% impact of foreign exchange, *Media Networks* revenues increased 5% and *Filmed Entertainment* revenues declined 6%, respectively.

Operating Income

Adjusted operating income decreased $50 million, or 6%, to $822 million in the quarter. *Media Networks* adjusted operating income declined $46 million, reflecting an increase in programming and promotional expenses, partially offset by higher revenues, and *Filmed Entertainment* adjusted operating income declined $10 million due to the number and mix of available titles in the television licensing windows. Adjusted results exclude the impact of restructuring and programming charges totaling $784 million. Including the impact of the restructuring and programming charges, operating income decreased $834 million, or 96%.

Adjusted operating income decreased $51 million, or 3%, to $1.781 billion in the six months. *Media Networks* adjusted operating income declined $56 million, driven by an increase in programming and promotional expenses partially offset by higher revenues. *Filmed Entertainment* generated an adjusted operating loss of $59 million in the six months, compared to an adjusted operating loss of $63 million in the prior period. Adjusted results exclude the impact of restructuring and programming charges totaling $784 million and a non-cash pension settlement loss of $24 million. Including the impact of the restructuring and programming charges and pension settlement loss, operating income decreased $859 million, or 47%.

See the section entitled "*Segment Results of Operations*" for a more in-depth discussion of the revenues, expenses and adjusted operating income/(loss) for each of the *Media Networks* and *Filmed Entertainment* segments.

Net Earnings/(Loss) Attributable to Viacom

Adjusted net earnings attributable to Viacom decreased $15 million, or 3%, to $467 million in the quarter and $24 million, or 2%, to $1.005 billion in the six months, principally due to the decline in tax-effected operating income described above, increased interest expense, reflecting higher levels of debt outstanding, and foreign currency exchange losses, partially offset by higher income from equity in net earnings of investee companies and a lower effective income tax rate.

Our effective income tax rate was 31.2% and 31.8% in the quarter and six months, respectively, compared with 32.5% and 33.0% in the quarter and six months ended March 31, 2014, respectively, excluding the impact of discrete tax items. The decrease in the effective income tax rate was principally due to a change in the mix of domestic and international income.

Adjusted diluted EPS increased $0.08 per diluted share to $1.16 in the quarter and $0.15 to $2.44 in the six months, principally reflecting fewer shares outstanding, partially offset by the impact of foreign exchange. Foreign exchange had a $.04 and a $.09 unfavorable impact on adjusted diluted EPS in the quarter and six months, respectively.

Adjusted results attributable to Viacom exclude the restructuring and programming charges and the pension settlement loss noted above. In the six months ended March 31, 2015, adjusted results attributable to Viacom also exclude discrete taxes. Including these items, we generated a net loss attributable to Viacom of $53 million and a diluted loss per share of $0.13 in the quarter compared to net earnings attributable to Viacom of $502 million and diluted EPS of $1.13 in the prior year quarter. Including these items, net earnings attributable to Viacom decreased $602 million, or 57%, to $447 million and diluted EPS declined $1.24 to $1.09 in the six months.

Segment Results of Operations

Transactions between reportable segments are accounted for as third-party arrangements for the purposes of presenting segment results of operations. Typical intersegment transactions include the purchase of advertising by the *Filmed Entertainment* segment on *Media Networks’* properties and the purchase of *Filmed Entertainment’s* feature films exhibition rights by *Media Networks*.

Media Networks

	Quarter Ended March 31,		Better/(Worse)		Six Months Ended March 31,		Better/(Worse)	
(in millions)	2015	2014	$	%	2015	2014	$	%
Revenues by Component								
Advertising	**$ 1,172**	$ 1,124	$ 48	4 %	**$ 2,539**	$ 2,449	$ 90	4 %
Affiliate fees	**1,146**	1,114	32	3	**2,278**	2,180	98	4
Ancillary	**134**	137	(3)	(2)	**289**	287	2	1
Total revenues by component	**$ 2,452**	$ 2,375	$ 77	3 %	**$ 5,106**	$ 4,916	$ 190	4 %
Expenses								
Operating	**$ 957**	$ 861	$ (96)	(11)%	**$ 1,944**	$ 1,729	$ (215)	(12)%
Selling, general and administrative	**551**	529	(22)	(4)	**1,073**	1,052	(21)	(2)
Depreciation and amortization	**41**	36	(5)	(14)	**82**	72	(10)	(14)
Total expenses	**$ 1,549**	$ 1,426	$ (123)	(9)%	**$ 3,099**	$ 2,853	$ (246)	(9)%
Adjusted Operating Income	**$ 903**	$ 949	$ (46)	(5)%	**$ 2,007**	$ 2,063	$ (56)	(3)%

Revenues

Worldwide revenues increased $77 million, or 3%, to $2.452 billion in the quarter ended March 31, 2015, and $190 million, or 4%, to $5.106 billion in the six months ended March 31, 2015, driven by higher advertising and affiliate fee revenues. Excluding an unfavorable 2% and 1% impact of foreign exchange, worldwide revenues increased 5% in both the quarter and six months, respectively. Domestic revenues were substantially flat in the quarter and six months at $2.022 billion and $4.146 billion, respectively. International revenues grew 23% to $430 million and 24% to $960 million in the quarter and six months, respectively. The growth in international revenues was primarily due to the acquisition of Channel 5, partially offset by foreign exchange, which had a 13-percentage point and a 10-percentage point unfavorable impact on international revenues in the quarter and six months, respectively.

Advertising
Worldwide advertising revenues increased $48 million, or 4%, to $1.172 billion in the quarter and $90 million, or 4%, to $2.539 billion in the six months. Domestic advertising revenues decreased 5% in the quarter and 6% in the six months. While demand remained strong, lower ratings trends across our channels resulted in a decline in the average price per unit, partially offset by the impact of an increase in units delivered to satisfy our audience deficiency liabilities. International advertising revenues increased 80% in the quarter and 68% in the six months, driven by growth in Europe, principally from the acquisition of Channel 5, partially offset by the impact of foreign exchange, which had a 17-percentage point and a 10-percentage point unfavorable impact on international advertising revenues in the quarter and six months, respectively.

Affiliate Fees
Worldwide affiliate fee revenues increased $32 million, or 3%, to $1.146 billion in the quarter, and $98 million, or 4%, to $2.278 billion in the six months, driven by rate increases. Domestic affiliate revenues increased 5% and 6% in the quarter and six months, respectively. Excluding the impact from the timing of product available under certain distribution agreements, domestic affiliate revenues grew mid-to high-single digits. International affiliate revenues decreased 8% and 5%, respectively, principally due to foreign exchange, partially offset by an increase in revenues driven by the launch of new channels and new distribution agreements. Foreign exchange had a 13-percentage point and a 10-percentage point unfavorable impact on international affiliate revenues in the quarter and six months, respectively.

Expenses

Total expenses increased $123 million, or 9%, to $1.549 billion and $246 million, or 9%, to $3.099 billion in the quarter and six months, respectively.

Operating
Operating expenses increased $96 million, or 11%, to $957 million in the quarter and $215 million, or 12%, to $1.944 billion in the six months primarily driven by the acquisition of Channel 5. Programming costs increased $76 million, or 10%, and distribution and other expenses increased $20 million, or 23%, in the quarter. For the six months, programming costs increased $187 million, or 12%, and distribution and other expenses increased $28 million, or 14%.

Selling, General and Administrative
SG&A expenses increased $22 million, or 4%, to $551 million in the quarter and $21 million, or 2%, to $1.073 billion in the six months, driven by higher promotional expenses related to new programming and the acquisition of Channel 5, which contributed a 2-percentage point increase in the quarter and six months, partially offset by the impact of foreign exchange and lower employee costs.

Depreciation and Amortization
Depreciation and amortization increased $5 million, or 14%, to $41 million and $10 million, or 14%, to $82 million, in the quarter and six months, respectively, driven by the acquisition of Channel 5.

Adjusted Operating Income

Adjusted operating income decreased $46 million, or 5%, to $903 million and $56 million, or 3%, to $2.007 billion in the quarter and six months, respectively, reflecting the operating results discussed above and a 2-percentage point and 1-percentage point unfavorable foreign exchange impact in the quarter and six months, respectively.

Filmed Entertainment

(in millions)	Quarter Ended March 31, 2015	Quarter Ended March 31, 2014	Better/(Worse) $	Better/(Worse) %	Six Months Ended March 31, 2015	Six Months Ended March 31, 2014	Better/(Worse) $	Better/(Worse) %
Revenues by Component								
Theatrical	**$ 205**	$ 229	$ (24)	(10)%	**$ 374**	$ 388	$ (14)	(4)%
Home entertainment	**194**	257	(63)	(25)	**510**	529	(19)	(4)
License fees	**206**	303	(97)	(32)	**395**	511	(116)	(23)
Ancillary	**54**	42	12	29	**100**	84	16	19
Total revenues by component	**$ 659**	$ 831	$ (172)	(21)%	**$ 1,379**	$ 1,512	$ (133)	(9)%
Expenses								
Operating	**$ 554**	$ 704	$ 150	21 %	**$ 1,222**	$ 1,338	$ 116	9 %
Selling, general & administrative	**91**	100	9	9	**190**	200	10	5
Depreciation & amortization	**13**	16	3	19	**26**	37	11	30
Total expenses	**$ 658**	$ 820	$ 162	20 %	**$ 1,438**	$ 1,575	$ 137	9 %
Adjusted Operating Income/(Loss)	**$ 1**	$ 11	$ (10)	(91)%	**$ (59)**	$ (63)	$ 4	6 %

Revenues

Worldwide revenues decreased $172 million, or 21%, to $659 million, and $133 million, or 9%, to $1.379 billion in the quarter and six months ended March 31, 2015, respectively. Excluding an unfavorable 4% and 3% impact of foreign exchange, worldwide revenues declined 17% and 6% in the quarter and six months, respectively. Domestic revenues were $369 million, a decrease of 14%, and $741 million, an increase of 1%, in the quarter and six months, respectively. International revenues were $290 million, a decrease of 28%, and $638 million, a decrease of 18%, with foreign exchange having a 7-percentage point and 6-percentage point unfavorable impact on international revenues, in the quarter and six months, respectively.

Theatrical

Worldwide theatrical revenues decreased $24 million, or 10%, to $205 million in the quarter. Carryover revenues were $65 million lower driven by the mix of prior period releases, while revenues from our current quarter releases were higher by $41 million principally due to the release of *The SpongeBob Movie: Sponge Out of Water*. We released three titles as well as the wide release of *Selma* in the current quarter and three titles in the prior year quarter. Domestic theatrical revenues increased 10% driven by the strong performance of *The SpongeBob Movie: Sponge Out of Water*, while international theatrical revenues decreased 35%. Foreign exchange had a 12-percentage point unfavorable impact on international theatrical revenues.

Worldwide theatrical revenues decreased $14 million, or 4%, to $374 million in the six months. Carryover revenues were $52 million higher driven by the prior period release of *Teenage Mutant Ninja Turtles*, while revenues from our current year releases were lower by $66 million due to the mix of releases. We released eight titles in both the current year and prior year, with the current year including *Interstellar*, *The Gambler*, *Selma*, *Top Five* and *The SpongeBob Movie: Sponge Out of Water* and the prior year including *The Wolf of Wall Street*, *Jackass Presents: Bad Grandpa* and *Anchorman 2: The Legend Continues*. Domestic theatrical revenues increased 1% and international theatrical revenues decreased 12%. Foreign exchange had a 12-percentage point unfavorable impact on international theatrical revenues.

Home Entertainment

Worldwide home entertainment revenues decreased $63 million, or 25%, to $194 million in the quarter. Revenues from current quarter titles decreased $32 million driven by the mix of releases. We released three titles in each of the current and prior year quarters, with the current quarter including *Interstellar.* The prior year quarter included *The Wolf of Wall Street* and *Jackass Presents: Bad Grandpa*. Carryover revenues from prior year releases were lower by $31 million due to the number and mix of available titles. Domestic home entertainment revenues decreased 16% and international home entertainment revenues decreased 35%. Foreign exchange had a 7-percentage point unfavorable impact on international home entertainment revenues.

Worldwide home entertainment revenues decreased $19 million, or 4%, to $510 million in the six months. Revenues from our current year titles increased $110 million as we released five titles in the current year, including *Teenage Mutant Ninja Turtles*, *Hercules* and *Interstellar* compared with three in the prior year, including *The Wolf of Wall Street* and *Jackass Presents: Bad Grandpa*. Carryover and catalog revenues from prior year releases were lower by $129 million due to the number and mix of available titles. Domestic home entertainment revenues increased 28%, primarily driven by the mix of releases discussed above, while international home entertainment revenues decreased 28%, primarily from lower catalog revenues. Foreign exchange had a 6-percentage point unfavorable impact on international home entertainment revenues.

License Fees
License fees decreased $97 million, or 32%, to $206 million, and $116 million, or 23%, to $395 million, in the quarter and six months, respectively, primarily driven by the number and mix of available titles.

Ancillary
Ancillary revenues increased $12 million, or 29%, to $54 million, and $16 million, or 19%, to $100 million, in the quarter and six months, respectively, primarily driven by higher merchandising and third-party production service revenues.

Expenses

Total expenses decreased $162 million, or 20%, to $658 million, and $137 million, or 9%, to $1.438 billion, in the quarter and six months, respectively, principally driven by a decline in operating expenses.

Operating
Operating expenses decreased $150 million, or 21%, to $554 million, and $116 million, or 9%, to $1.222 billion, in the quarter and six months, respectively. Film costs decreased $53 million, or 16%, in the quarter and $37 million, or 6%, in the six months, primarily as a result of lower participation costs on third-party distribution arrangements. Distribution and other costs, principally print and advertising expenses, decreased $97 million, or 26%, in the quarter driven by the mix of prior year theatrical and home entertainment titles and decreased $79 million, or 11%, for the six months as a result of the mix of current year theatrical titles.

Selling, General and Administrative
SG&A expenses decreased $9 million, or 9%, to $91 million, and $10 million, or 5%, to $190 million, in the quarter and six months, respectively, primarily driven by lower employee costs.

Depreciation and Amortization
Depreciation and amortization decreased $3 million, or 19%, to $13 million, in the quarter, and $11 million, or 30%, to $26 million, in the six months, driven by a decline in amortization expense associated with an intangible asset becoming fully amortized in the prior year.

Adjusted Operating Income/(Loss)

Adjusted operating income was $1 million for the quarter ended March 31, 2015 compared with $11 million for the quarter ended March 31, 2014, a decline of $10 million due to the number and mix of available titles in the television licensing windows. Adjusted operating loss was $59 million for the six months ended March 31, 2015 compared with an adjusted operating loss of $63 million for the six months ended March 31, 2014, an improvement of $4 million. The generation of an operating loss reflects the recognition of print and advertising expenses incurred in the period, generally before and throughout the theatrical release of a film, while revenues for the respective films are recognized as earned through its theatrical exhibition and subsequent distribution windows.

Factors Affecting Comparability

The Consolidated Financial Statements as of and for the quarters and six months ended March 31, 2015 and 2014 reflect our results of operations, financial position and cash flows reported in accordance with GAAP. Results for the aforementioned periods, as discussed in the section entitled "Overview", have been affected by certain items identified as affecting comparability. Accordingly, when applicable, we use adjusted measures to evaluate our actual operating performance.

The following tables reconcile our adjusted measures to our reported results for the quarters and six months ended March 31, 2015 and 2014. The tax impacts included in the tables have been calculated using the rates applicable to the adjustments presented.

(in millions, except per share amounts)

	Quarter Ended March 31, 2015			
	Operating Income	Pre-tax Earnings/(Loss)	Net Earnings/(Loss) Attributable to Viacom	Diluted EPS
Reported results	$ 38	$ (98)	$ (53)	$ (0.13)
Factors Affecting Comparability:				
Restructuring and programming charges	784	784	520	1.29
Adjusted results	$ 822	$ 686	$ 467	$ 1.16

(in millions, except per share amounts)

	Six Months Ended March 31, 2015			
	Operating Income	Pre-tax Earnings	Net Earnings Attributable to Viacom	Diluted EPS
Reported results	$ 973	$ 692	$ 447	$ 1.09
Factors Affecting Comparability:				
Restructuring and programming charges	784	784	520	1.26
Loss on pension settlement	24	24	15	0.04
Discrete tax expense	—	—	23	0.05
Adjusted results	$ 1,781	$ 1,500	$ 1,005	$ 2.44

Restructuring and programming charges: We recognized a pre-tax charge of $784 million in the quarter, reflecting $578 million of programming charges and a $206 million restructuring charge associated with workforce reductions. The strategic realignment is largely complete and we anticipate that a majority of the severance will be paid by March 31, 2016. We plan to achieve net savings in fiscal 2015 of approximately $175 million as a result of the programming charges and reduced headcount requirements, and ongoing annual net savings of approximately $350 million. See Note 8 of the Consolidated Financial Statements for additional information.

Loss on pension settlement: The pre-tax non-cash charge of $24 million was driven by the settlement of pension benefits of certain participants of our funded pension plan.

Discrete tax expense: The discrete tax expense in the six months is principally related to a reduction in qualified production activity tax benefits as a result of retroactively reenacted legislation.

Our effective tax rate was 31.2% in the quarter, excluding the impact of the restructuring and programming charges. The inclusion of the restructuring and programming charges contributed 19.8 percentage points to the effective tax rate, which reconciles to the reported effective tax rate of 51.0%.

Our effective tax rate was 31.8% in the six months, excluding the impact of the restructuring and programming charges, the pension settlement loss and other discrete tax expense. Discrete tax expense, taken together with the impact of the restructuring and programming charges and the pension settlement loss, contributed 1 percentage point to the effective tax rate, which reconciles to the reported effective tax rate of 32.8%.

(in millions, except per share amounts)

	Quarter Ended March 31, 2014			
	Operating Income	Pre-tax Earnings	Net Earnings Attributable to Viacom	Diluted EPS
Reported results	$ 872	$ 727	$ 502	$ 1.13
Factors Affecting Comparability:				
Discrete tax benefits	—	—	(20)	(0.05)
Adjusted results	$ 872	$ 727	$ 482	$ 1.08

(in millions, except per share amounts)

	Six Months Ended March 31, 2014			
	Operating Income	Pre-tax Earnings	Net Earnings Attributable to Viacom	Diluted EPS
Reported results	$ 1,832	$ 1,564	$ 1,049	$ 2.33
Factors Affecting Comparability:				
Discrete tax benefits	—	—	(20)	(0.04)
Adjusted results	$ 1,832	$ 1,564	$ 1,029	$ 2.29

Discrete tax benefits: The discrete tax benefits are principally related to the recognition of capital loss carryforward benefits. Our effective tax rate was 32.5% and 33.0% in the quarter and six months ended March 31, 2014, respectively, excluding the impact of discrete tax benefits. In the quarter and six months ended March 31, 2014, discrete tax benefits reduced the effective tax rate by 2.8 and 1.3 percentage points, which reconcile to the reported effective tax rate of 29.7% and 31.7%, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Sources and Uses of Cash

Our primary source of liquidity is cash provided through the operations of our businesses. We have access to external financing sources such as our $2.5 billion five-year revolving credit facility and the capital markets. Our principal uses of cash from operations include the creation of new programming and film content, acquisitions of third-party content, and interest and income tax payments. We also use cash for discretionary share repurchases under our stock repurchase program, as deemed appropriate, as well as quarterly cash dividends, capital expenditures and acquisitions of businesses.

We believe that our cash flows from operating activities together with our credit facility provide us with adequate resources to fund our anticipated ongoing cash requirements. We anticipate that future debt maturities will be funded with cash and cash equivalents, cash flows from operating activities and future access to capital markets, including our credit facility.

We may continue to access external financing from time to time depending on our cash requirements, assessments of current and anticipated market conditions and after-tax cost of capital. Our access to capital markets can be impacted by factors outside our control, including economic conditions; however, we believe that our strong cash flows and balance sheet, our credit facility and our credit rating will provide us with adequate access to funding given our expected cash needs. Any new borrowing cost would be affected by market conditions and short and long-term debt ratings assigned by independent rating agencies, and there can be no assurance that we will be able to access capital markets on terms and conditions that will be favorable to us.

Cash Flows

Cash and cash equivalents were $306 million as of March 31, 2015, a decrease of $694 million compared with September 30, 2014.

Operating Activities
Cash provided by operations was $680 million for the six months ended March 31, 2015, a decrease of $133 million compared with the six months ended March 31, 2014, primarily reflecting an increase in programming spending, partially offset by lower income tax payments.

Investing Activities
Cash used in investing activities was $59 million and $36 million for the six months ended March 31, 2015 and 2014, respectively, reflecting higher capital expenditures in the current year.

Financing Activities
Cash used in financing activities was $1.228 billion for the six months ended March 31, 2015, primarily driven by the settlement of share repurchases totaling $1.506 billion and dividend payments of $273 million, partially offset by net proceeds of $390 million from debt transactions. Proceeds of $990 million from the issuance of senior notes and debentures were partially offset by the repayment of the $600 million aggregate principal amount of our 1.250% Senior Notes due in February 2015.

Cash used in financing activities was $606 million for the six months ended March 31, 2014, primarily driven by the settlement of share repurchases of $1.830 billion and dividend payments totaling $271 million, partially offset by net proceeds of $1.485 billion from the issuance of senior notes and debentures with an aggregate principal amount of $1.5 billion.

Capital Resources

Capital Structure and Debt

Total debt was $13.230 billion as of March 31, 2015, an increase of $461 million from $12.769 billion at September 30, 2014.

In December 2014, we issued a total of $1.0 billion of senior notes and debentures as follows:

- 2.750% Senior Notes due December 2019 with an aggregate principal amount of $400 million at a price equal to 99.986% of the principal amount.
- 4.850% Senior Debentures due December 2034 with an aggregate principal amount of $600 million at a price equal to 99.543% of the principal amount.

The proceeds, net of the discount and other issuance fees and expenses, from the issuance of the senior notes and debentures were $990 million. We utilized the net proceeds for the repayment of the $600 million aggregate principal amount of our 1.250% Senior Notes due in February 2015. We utilized the remaining proceeds for general corporate purposes, including the repurchase of shares under our stock repurchase program.

Commercial Paper

We had $75 million of commercial paper outstanding as of March 31, 2015.

Credit Facility

In November 2014, we amended our revolving credit agreement, originally dated as of October 8, 2010, to, among other things, extend the maturity date of the $2.5 billion revolving credit facility from November 9, 2017 to November 18, 2019. At March 31, 2015, there were no amounts outstanding under the credit facility. The credit facility has one principal financial covenant that requires our interest coverage for the most recent four consecutive fiscal quarters to be at least 3.0x, which we met as of March 31, 2015.

Stock Repurchase Program

During the six months ended March 31, 2015, we repurchased 21.1 million shares of Class B common stock for an aggregate purchase price of $1.5 billion, leaving $5.0 billion of remaining capacity under our program. Given recent strategic initiatives, we have temporarily paused share purchases under our program in order to stay within our target leverage ratio. We anticipate resuming stock repurchases no later than October 2015, the beginning of our 2016 fiscal year. Share repurchases under the program are expected to be funded through a combination of debt and cash generated by operations, as deemed appropriate.

Commitments and Contingencies

Legal Matters

Litigation is inherently uncertain and difficult to predict. However, based on our understanding and evaluation of the relevant facts and circumstances, we believe that the legal matters described in this document and other litigation to which we are a party are not likely, in the aggregate, to have a material adverse effect on our results of operations, financial position or operating cash flows. For additional information, see Note 6 to the Consolidated Financial Statements.

OTHER MATTERS

Related Parties

In the ordinary course of business we enter into transactions with related parties, including National Amusements, Inc., CBS Corporation, their respective subsidiaries and affiliates, and companies that we account for under the equity method of accounting. For additional information, see Note 13 to the Consolidated Financial Statements.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q, including "Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition," contains both historical and forward-looking statements. All statements that are not statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements reflect our current expectations concerning future results, objectives, plans and goals, and involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause future results, performance or achievements to differ. These risks, uncertainties and other factors include, among others: the measured audience acceptance of our programs, motion pictures and other entertainment content on the various platforms on which they are distributed; technological developments and their effect in our markets and on consumer behavior; competition for content, audiences, advertising and distribution; the impact of piracy; economic fluctuations in advertising and retail markets, and economic conditions generally; fluctuations in our results due to the timing, mix and availability of our motion pictures and other programming; the potential for loss of carriage or other reduction in the distribution of our content; changes in the Federal communications laws and regulations; evolving cybersecurity and similar risks; other domestic and global economic, business, competitive and/or regulatory factors affecting our businesses generally; and other factors described in our news releases and filings with the Securities and Exchange Commission, including but not limited to our 2014 Form 10-K and reports on Form 10-Q and Form 8-K. The forward-looking statements included in this document are made only as of the date of this document, and we do not have any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk.***

We are exposed to the impact of interest rate changes, foreign currency fluctuations and changes in the market value of investments. In the ordinary course of business, we may employ established and prudent policies and procedures to manage our exposure principally to changes in interest rates and foreign exchange risks. The objective of such policies and procedures is to manage exposure to market risks in order to minimize the impact on earnings and cash flows. We do not hold or enter into financial instruments for speculative trading purposes.

Item 4. ***Controls and Procedures.***

Our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act")) were effective, based on the evaluation of these controls and procedures required by Rule 13a-15(b) or 15d-15(b) of the Exchange Act.

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. *Legal Proceedings.*

Since our 2014 Form 10-K, there have been no material developments in the material legal proceedings in which we are involved, except as set forth in Note 6 to the Consolidated Financial Statements.

Item 1A. *Risk Factors.*

A wide range of risks may affect our business and financial results, now and in the future. We consider the risks described in our 2014 Form 10-K to be the most significant. There may be other currently unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds.*

The following table provides information about our purchases of Viacom Class B common stock during the quarter ended March 31, 2015 under our publicly announced stock repurchase program.

Open Market Purchases	Total Number of Shares Purchased (thousands)	Average Price Paid per Share (dollars)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [(1)] (thousands)	Approximate Dollar Value of Shares that May Yet Be Purchased Under Program (millions)
Month ended January 31, 2015	3,100	$ 68.87	3,100	$ 5,536
Month ended February 28, 2015	3,625	$ 68.14	3,625	$ 5,290
Month ended March 31, 2015	4,169	$ 69.44	4,169	$ 5,000
Total	10,894		10,894	

(1) There is no expiration date for the program.

Item 3. *Defaults Upon Senior Securities.*

None.

Item 4. *Mine Safety Disclosures.*

Not Applicable.

Item 5. *Other Information.*

None.

Item 6. ***Exhibits.***

Exhibit No.	Description of Exhibit
10.1	Viacom Inc. 2016 Long-Term Management Incentive Plan (incorporated by reference to Exhibit A to the Definitive Proxy Statement of Viacom Inc. filed January 23, 2015) (File No. 001-32686).
10.2	Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 16, 2016 (incorporated by reference to Exhibit B to the Definitive Proxy Statement of Viacom Inc. filed January 23, 2015) (File No. 001-32686).
31.1*	Certification of the Chief Executive Officer of Viacom Inc. pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer of Viacom Inc. pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of the Chief Executive Officer of Viacom Inc. furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of the Chief Financial Officer of Viacom Inc. furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

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* Filed herewith

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SIGNATURES

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, thereunto duly authorized.

VIACOM INC.

Date: April 30, 2015	By:	/s/ WADE DAVIS
		Wade Davis
		Executive Vice President, Chief Financial Officer
Date: April 30, 2015	By:	/s/ KATHERINE GILL-CHAREST
		Katherine Gill-Charest
		Senior Vice President, Controller (Chief Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Philippe P. Dauman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Viacom Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 30, 2015

/s/ PHILIPPE P. DAUMAN

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Wade Davis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Viacom Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2015

/s/ WADE DAVIS

Executive Vice President, Chief Financial Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Viacom Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2015 as filed with the Securities and Exchange Commission (the “Report”), I, Philippe P. Dauman, President and Chief Executive Officer of the Company, certify that to my knowledge:

1. the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ PHILIPPE P. DAUMAN

Philippe P. Dauman

April 30, 2015

This written statement is being furnished to the Securities and Exchange Commission as an exhibit to the Report. A signed original of this written statement required by Section 906 has been provided to Viacom Inc. and will be retained by Viacom Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Viacom Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2015 as filed with the Securities and Exchange Commission (the “Report”), I, Wade Davis, Executive Vice President, Chief Financial Officer of the Company, certify that to my knowledge:

1. the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WADE DAVIS

Wade Davis

April 30, 2015

This written statement is being furnished to the Securities and Exchange Commission as an exhibit to the Report. A signed original of this written statement required by Section 906 has been provided to Viacom Inc. and will be retained by Viacom Inc. and furnished to the Securities and Exchange Commission or its staff upon request.